AGRI-TRADE HOLDINGS LIMITED
(formerly HIDROCO LIMITED)

ABN 47 081 797 033

FINANCIAL REPORT
For the year ended 30 June 2014

CORPORATE INFORMATION

DIRECTORS
Mr Malcolm Campbell (Chairman)
Mr Deepak Kumar
Mr Ian Smith
Mr David Ainsworth
Mr Michael Ivkovic
Mr David Sutton

COMPANY SECRETARY
Mr Raymond Taylor

REGISTERED OFFICE
C/- Eakin McCaffery Cox
Level 32, 1 Margaret Street
Sydney NSW 2000

PRINCIPAL PLACE OF BUSINESS
Level 11, 175 Castlereagh Street
Sydney NSW 2000
Ph. 0438 184 784

POSTAL ADDRESS
PO Box 644
Strathfield NSW 2135

AUDITORS
Pitcher Partners
Level 30, Central Plaza One
345 Queen Street
Brisbane QLD 4000

SHARE REGISTRY
Link Market Services Ltd
Level 15
324 Queen Street
Brisbane QLD 4000

ASX CODES
Shares AGH

COUNTRY OF INCORPORATION AND DOMICILE
Australia

DIRECTORS' REPORT (continued)

Your directors present their report on the company consisting of Agri-Trade Holdings Limited ("the Company") and its controlled entities for the year ended 30 June 2014. In order to comply with the provisions of the Corporations Act, the directors report as follows:

1. DIRECTORS

The names of directors who held office during the whole of the year and up to the date of this report are as follows:

Malcolm Campbell (appointed 14 February 2014)
Deepak Kumar
Ian Smith
David Ainsworth
Craig Hitchings (appointed 27 May 2014, resigned 23 October 2014)
James Mitchell (appointed 27 May 2014, resigned 23 October 2014)
Mr Michael Ivkovic (appointed 18 December 2014)
Mr David Sutton (appointed 18 December 2014)

Information on current directors

Malcolm Campbell (Executive Chairman)

Mr Campbell was General Manager of Woolworths (Gourmet Division). After he left Woolworths in 1972, he held general management, Chief Executive Officer and Managing Director roles, which included public companies. Mr Campbell was instrumental in introducing previous agriculture based technologies into China. Mr Campbell has many years' experience working in China at a senior executive level. He is well versed in Mandarin and has been successful at negotiating deals with China counterparties on behalf of Australian organisations.

Deepak Kumar BSurv (Otago) MAICD FAIM

Mr Kumar is experienced in the management of multidisciplinary teams, particularly in the renewable energy field from planning, project development and management, engineering designs, construction supervision and site management of large-scale power projects in Australia.

Mr Kumar was previously responsible on project planning and the site environmental management and controls on Australia's first utility scale biomass project in Queensland (fuelled by household green waste) that was successfully completed in 2003.

Mr Kumar is highly experienced in all aspects of town planning and infrastructure development and has been responsible for several major satellite city developments in Queensland.

Mr Kumar holds a Bachelor Degree in surveying and town planning from the University of Otago, New Zealand and he is a Fellow of the Australian Institute of Management and a Member of the Australian Institute of Company Director.

Ian Smith (Non-Executive Director)

Mr Smith has extensive management international experience in technical and design innovation in highly specialised large earth moving equipment, specifically for use in large-scale plantations and conversion from forest to pasture. His designs have been developed into farm, commercial and forestry equipment and acquired by international organisations. They have been deployed in power and related industries and have been used extensively in the provision of raw material and feedstock for biomass and cogeneration systems.

Mr Smith has held senior project and construction management roles, primarily associated with the manufacturing for such equipment, its deployment, operations and management of these international projects.

Mr Smith is professionally trained in New Zealand, is a contributor to numerous technical and arboreal publications on disease control in forestry and holds several technical innovation achievements and patents.

David Ainsworth (Non-Executive Director)

Mr Ainsworth is a founding director and shareholder of Renewable Utilities Limited in the United Kingdom. Mr Ainsworth has extensive experience in business finance and commerce, associated with large scale construction engineering, project management of capital projects and cost controls.

Mr Ainsworth is experienced in the management of a multi disciplinary project team for projects initiations and up-front planning activities in the United Kingdom, Europe and Africa.

Mr Ainsworth holds a business commerce qualification.

Mr Michael Ivkovic

Michael has extensive experience in the structured finance, funds management and investment banking industry in Australia and Asia. Michael was formerly the Chairman of Brick Securities Limited, and Executive Chairman of NZI Securities Limited and NZI Investment Services Limited.

Michael established The Australian Private Capital Advisory Services Group in 1988 and retired from that position in 1998 following a management buyout. Since that time Michael has served as a Director of Paramount Securities Limited and the publicly listed Harrington Limited, AFT Limited, Meridien Resources Limited (Stonewall Resources Limited) and Capital Mining Limited.

Michael is a Director of Meridien Securities Limited, Global Payment Solutions Limited Reckon Health Care Holdings Ltd and Hightower Enterprises Pty Limited.

Michael holds a Bachelor of Commerce degree from the University of New South Wales.

Mr David Henty Sutton

David has many years' experience in stockbroking and investment banking including management of corporate finance, advisory, and share broking activities. He currently owns and manages Dayton Way Financial Pty Ltd, a boutique financial services company focusing on the resources sector. David became a member of the Stock Exchange of Melbourne and subsequently, Australian Securities Exchange Limited. Prior to his current role, he was a partner and Director of several stock exchange member firms including Clarke & Co and Macnab Clark. David's past experience includes directorships in several industrial and resource companies. He is currently Chairman of Silver Mines Limited, Sinovus Mining Ltd and a Director of Empire Energy Group Limited a company producing oil and natural gas in the US.

2. COMPANY SECRETARY

Raymond Taylor

Raymond Taylor BComm MComm MIPA CSA is the Company Secretary who has vast professional experience of over 25 years working in accounting, taxation and company administration fields. He has experience as director of public companies and as company secretary of ASX publicly listed companies.

3. PRINCIPAL ACTIVITIES AND SIGNIFICANT CHANGES IN STATE OF AFFAIRS

The Company has been seeking investment opportunities that will change the nature of its activities.

4. REVIEW OF OPERATIONS

On 24 May 2013 The Company announced that it had conditionally agreed to purchase the E-tivity software business from Hemiphon PLC. After 2 months of negotiations the transaction had not progressed and the Board agreed with Hemiphon PLC to terminate discussions in early August 2013.

On 7 August 2013 the Company announced that it had reached an agreement, subject to due diligence, to make a placement of shares to Agri-Trade International Pty Ltd (ATI) at approximately 3.4 cents per share. ATI is a subsidiary of Agri-Trade Investment Group Pty Ltd ("Agri-Trade"). ATI decided not to proceed with the placement after carrying out due diligence.

On 22 August 2013 the Company announced it had arranged a loan facility of $130,000 with Pecuniary Partners Pty Ltd (PPP), a related party of a director and shareholder of Agri-Trade. The loan which was due to be repaid on 1 February 2014, bears interest at 10% per annum and is secured by a registered charge over the Company's assets.

On 20 September 2013 the Company announced that Agri-Trade intended to make a takeover for all the issued shares in the Company at 1.116 cents each. Agri-Trade lodged its Bidder's Statement with ASIC on 26 September 2013 and the Company lodged its Target's Statement on the same day. The offer expires on 28 October 2013. On 21 October 2013 Agri-Trade announced that it held 70% of the Company as a result of shareholder acceptances received to date.

At the Company Annual General Meeting (AGM) the members voted to change the name to Agri-trade Holdings Ltd and also approved for the Company to change its business activities to that of a land holder and owner of the National Agribusiness Centres/Co-operatives (NAC's) that are to be built in China and Asia and other countries. New directors were also to be appointed at the finish of the AGM.

The shareholders were also asked to issue shares to ATI to help finance the removal of the Company from suspension from trading on the ASX and to begin developing the NAC business. A small group of shareholders voted against the resolution and as ATIG could not vote its shares the resolution was defeated. This negative vote put the Company and its future operations at risk as it had no way of funding its operations.

Because of this financial situation of the Company caused by the failure of the resolution, the new Directors decided to delay the acceptance of their appointments as Directors of the Company. The current Board of Mr Kumar, Mr Smith and Mr Ainsworth have had to maintain their positions to negotiate a future for the Company.

The first step in rectifying this situation was the unanimous approval by the board of directors of a placement of shares as allowed under the ASX listing rule 7.1 to the largest trade creditor, the Azure Group Pty Ltd, or its agreed nominees. The placement was for 15% of the then issued capital of the Company being 1,283,655 shares at $0.01116 per share for a total of $14,325. The 15% of shares was calculated as follows: shares on issue after the AGM 8,557,701 X15% = 1,283,655 shares. This was announced on the ASX on 23 December 2013.

The second step to solving the working capital and creditors situation was the negotiation of a debt for equity arrangement with the majority shareholder ATIG, to ensure that the creditors are paid and the Company is provided with working capital so as to move forward and fulfil its plans.

The Company was to put this debt to equity swap to the shareholders for approval at a meeting of shareholders on 16th April 2014. On 5th April 2014 ATIG withdrew from the debt to equity swap. Arrangements were entered into so that AGH could continue to operate and find another business.

In May 2014 the Company signed a terms sheet with Ridgeway Capital Ltd. However after 6 weeks the terms were not meet by Ridgeway and the Company had to cancel the transaction.

At the end of the financial year the Company was negotiating with parties including the largest creditor ATIG to put a transaction together.

5. SIGNIFICANT EVENTS AFTER THE REPORTING DATE

Refer to note 17 of the financial statements for significant events after the reporting date.

6. DIVIDENDS

No dividends have been paid or declared since the start of the period and the directors do not recommend the payment of a dividend in respect of the period.

7. LIKELY DEVELOPMENTS

The Company has just completed a non-renounceable rights issue and is preparing to provide the market with more information regarding the business opportunities it has assessed and put together. This will involve a prospectus and capital raising to meet the ASX listing rules required to remove the Company's suspension of share trading.

8. ENVIRONMENTAL REGULATION AND PERFORMANCE

The company's operations are not subject to any particular and significant environmental regulation under a law of the Commonwealth or of a State or Territory.

DIRECTORS' REPORT (continued)

9. DIRECTORS' MEETINGS

During the financial year the following meetings of Directors were held (whilst being a director) and attendances were, as follows:

	No. of Meetings	
	Held	Attended
Malcolm Campbell	5	5
Deepak Kumar	14	14
Ian Smith	14	10
David Ainsworth	14	10
Craig Hitchings	1	1
James Mitchell	1	0

There were no board committees during the financial year due to the Company's limited activities.

10. SHARE OPTIONS

As at the date of this report, there were no unissued ordinary shares under option (nil at the reporting date) and no ordinary shares of the Company were issued during the year ended 30 June 2014 or since year-end on the exercise of options.

11. DIRECTORS' SHAREHOLDINGS

As at the date of this report, the current Directors hold the following number of shares in the Company.

Names of directors	*No. of Shares held*
Malcolm Campbell *	1,133,184
Deepak Kumar	360,000
Ian Smith	400,000
David Ainsworth **	400,000
Michael Ivkovic	Nil
David Sutton ***	915,157

* Mr Malcolm Campbell's shares are held by Pecuniary Partners Pty Ltd, he is a director and shareholder.

** Mr David Ainsworth's shares are held equally by himself and his wife

*** Mr David Sutton's shares are held by Dayton Way Financial Pty Ltd a Company of which he is a director and was a shareholder until January 2015.

12. REMUNERATION REPORT (AUDITED)

The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

Remuneration
The objective of the company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders and conforms with market best practise for delivery of reward.

The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- Competiveness and reasonableness;
- Compatibility and experience of key management personnel;
- Acceptability to shareholders; and
- Alignment of executive compensation.

DIRECTORS' REPORT (continued)

The following remuneration was received by persons who acted as directors and company secretaries during the last two financial years:

			Short-term Employee Benefits - Fees	
			2014	2013
			$	$
Directors	*Appointed*	*Resigned*		
D Kumar	4 June 2012		19,283	70,000
I Smith	4 June 2012		19,283	40,000
D Ainsworth	10 December 2011		19,283	40,000
C Hitchings	27 May 2014	23 October 2014	5,200	-
J Mitchell	27 May 2014	23 October 2014	5,200	-
Executive Chairman				
M Campbell	14 February 2014		13,750	-
Company Secretary				
R Taylor	12 November 2012		84,750	40,869
E Kestel	6 August 2010	4 June 2012	-	37,175
			166,749	228,044

There were no other key management personnel who had authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, during the past two financial years.

Non-executive directors have been paid fees from 1 January 2014, to the maximum allowable under the company's constitution, being $156,000 per annum divided between the directors prorated based on number of months served.

M. Campbell was appointed executive chairman on 14 February 2014. From June 2014 he has been paid $4,000 per month. Prior to that date he was paid director's fees as described above.

R. Taylor is paid for company secretarial and accounting services based on normal commercial terms and conditions.

None of the fees received were performance related and there is no relationship between the company's performance and the remuneration policy.

No share-based compensation has been granted during the year.

No remuneration consultants have been employed to provide recommendations in respect of the remuneration of key management personnel.

Share holdings

2014	Balance at start of year	Creditor Conversion	Balance at resignation	Balance at appointment	Balance at end of year
M Campbell	-	-	-	566,592	566,592
D Kumar	10,000	350,000	-	-	360,000
I Smith	-	200,000	-	-	200,000
D Ainsworth	-	200,000	-	-	200,000
C Hitchings	-	-	-	-	-
J Mitchell	-	-	-	-	-
R Taylor	-	928,558	-	-	928,558
Total	10,000	1,678,558	-	566,592	2,255,150

Option holdings

There were no options over ordinary shares in the Company held during the financial year by each Director of Agri-Trade Holdings Limited and other key management personnel of the Company, including their personally related parties.

Other transactions

During the year the company received a loan from a director related entity for $135,936. Interest of $10,282 has been recognised for the year-ended 30 June 2014 and included in the loan balance. Refer note 5 for details of the terms and conditions of the loan.

13. INSURANCE OF OFFICERS

During the financial year, the Company has paid insurance premiums totalling $20,437.20 ex GST to insure Directors and Officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director or Officer, other than conduct involving wilful breach of duty.

14. LEGAL PROCEEDINGS

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 the Corporations Act 2001. No persons applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purposes of taking responsibility on behalf of the Company for all or part of those proceedings.

15. NON-AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties, where the auditor's expertise and experience with the Company are important. Details of non-audit fees paid or payable to Pitcher Partners in respect of the 2014 and 2013 financial years are shown below.

The Board of Directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied the provision of non-audit services by the auditor, as set out in the following table, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

a) All non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor, and

b) None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

Details of the amounts paid or payable to the auditor and its related parties for non-audit services provided to the Company are set out below:

Non audit services	**2014**	**2013**
	$	**$**
Independent accountant's report for inclusion in a prospectus	-	7,500
Taxation services – business activity statements	-	7,250

A copy of the auditor's signed independence declaration as required under section 307C of the Corporations Act 2001 is attached to this report.

Signed in accordance with a resolution of the Board of Directors.

Malcolm Campbell
Director
26th February 2015

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

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Pitcher Partners is an association of independent firms
Brisbane | Melbourne | Sydney | Perth | Adelaide | Newcastle

The Directors
Agri-Trade Holdings Limited
Level 28 1 Market Street
Sydney NSW 2000

Auditor's Independence Declaration

As lead auditor for the audit of Agri-Trade Holdings Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

(i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Agri-Trade Holdings Limited and the entities it controlled during the period.

PITCHER PARTNERS

ROSS WALKER
Partner

Brisbane, Queensland
26 February 2015

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2014

	Notes	2014 $	2013 $
Revenue			
Interest		-	-
Expenses			
Employee benefits – directors fees		**82,000**	150,000
Prospectus costs		**-**	172,180
Professional and other fees - takeovers		**48,080**	-
Finance costs		**10,304**	-
Registry, regulatory and listing fees		**26,076**	51,166
Consulting and professional fees		**26,550**	34,688
Secretarial and accounting fees		**81,210**	78,044
Insurance		**10,219**	-
Other expenses		**5,120**	8,509
		289,559	494,587
Loss before income tax		**(289,559)**	(494,587)
Income tax expense		**-**	-
Loss for the year		**(289,559)**	(494,587)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year		**(289,559)**	(494,587)
Earnings per share		**$**	$
Basic and diluted earnings per share*	14	**(0.033)**	(0.095)

* The weighted average of ordinary shares has been adjusted to take into account the effect of the 10:1 share consolidation on 17 December 2012.

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2014

	Notes	2014 $	2013 $
Assets			
Current assets			
Cash and cash equivalents		**-**	5,028
Trade and other receivables	3	**1,368**	3,652
Other assets - prepayments		**10,219**	-
Total current assets		**11,587**	8,680
Total assets		**11,587**	8,680
Liabilities			
Current liabilities			
Trade and other payables	4	**144,281**	305,852
Borrowings	5	**283,711**	-
Total Current Liabilities		**427,992**	305,852
Total liabilities		**427,992**	305,852
Net assets/(deficiency)		**(416,405)**	(297,172)
Equity			
Contributed equity	6	**10,401,887**	10,231,561
Reserves	7	**808,443**	808,443
Accumulated losses	8	**(11,626,735)**	(11,337,176)
Total equity/(deficiency in equity)		**(416,405)**	(297,172)

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2014

	Contributed equity $	Accumulated losses $	Reserves $	Total $
Balance at 1 July 2012	9,331,561	(10,842,589)	808,443	(702,585)
Loss for the year	-	(494,587)	-	(494,587)
Issue of share capital (net of costs)	900,000	-	-	900,000
Balance at 30 June 2013	10,231,561	(11,337,176)	808,443	(297,172)
Balance at 1 July 2013	10,231,561	(11,337,176)	808,443	(297,172)
Loss for the year	-	**(289,559)**	-	**(289,559)**
Issue of share capital (net of costs)	**170,326**	-	-	**170,326**
Balance at 30 June 2014	**10,401,887**	**(11,626,735)**	**808,443**	**(416,405)**

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2014

	Notes	2014 $	2013 $
Cash flows from operating activities			
Receipts in course of operations		-	-
Payments in course of operations		**(278,474)**	(138,601)
Interest received		-	-
Interest paid		**(23)**	-
Net cash flows (used in) operating activities	9	**(278,458)**	(138,601)
Cash flows from investing activities		-	-
Cash flows from financing activities			
Proceeds from loans		**273,430**	-
		273,430	-
Net increase/(decrease) in cash and cash equivalents		**(5,028)**	(138,601)
Cash and cash equivalents at beginning of year		**5,028**	143,629
Cash and cash equivalents at the end of the year		-	5,028

The accompanying notes form part of these financial statements.

1. Summary of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the financial statements of the company, being Agri-Trade Holdings Limited.

Agri-Trade Holdings Limited (the "Company") is a listed Public Company, incorporated in Australia.

(a) Basis of preparation

This general purpose financial report for the financial year ended 30 June 2014 has been prepared in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. Agri-Trade Holdings Limited is a for-profit entity for the purpose of preparing the financial statements.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment and investment property.

Compliance with IFRSs

Australian Accounting Standards include AIFRSs. Compliance with AIFRSs ensures that the financial statements and notes of Agri-Trade Holdings Limited comply with International Financial Reporting Standards (IFRSs).

New and amended standards adopted by the group

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2013 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

Early adoption of standards

The group has not elected to apply any pronouncements before their operative date in the annual reporting period beginning 1 July 2013.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(c) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income, 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.

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. 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.

1. Summary of Significant Accounting Policies (continued)

(c) Income tax (continued)

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.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(a) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(b) Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts.

Collectability of receivables is reviewed on an ongoing basis. Debts, which are known to be uncollectible, are written off. A provision for doubtful receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the income statement.

(c) Investments and other financial assets

The company classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and in the case of assets classified as held-to-maturity, re-evaluates this designation at each reporting date.

(d) 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 sheet date. The quoted market price used for financial assets held by the company is the current bid price and 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. The company uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustments of 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 company for similar financial instruments.

(e) Trade and other payables

Payables are recognised initially at fair value and subsequently measured at amortised cost. These amounts represent liabilities for goods and services provided to the company prior to the end of the year and which are unpaid. The amounts are usually unsecured and paid within 30-60 days of recognition.

1. Summary of Significant Accounting Policies (continued)

(f) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings, using the effective interest method.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(g) Provisions

Provisions are recognised when:

- The company 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.

(h) Employee benefits

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave are recognised in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

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 expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds, with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Superannuation

Contributions are made by the company to defined contribution superannuation funds. Contributions are charged as expenses as they become payable.

Share-based payments

Share-based compensation benefits are provided to employees through the Company's Equity Option Plan.

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options

The fair value at grant date is determined using an option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

1. Summary of Significant Accounting Policies (continued)

(i) Leases

Leases of property, plant and equipment where the company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period, to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the estimated useful life of the asset. Where there is no reasonable certainty that the lessee will obtain ownership, the asset is depreciated over the shorter of the lease term and the asset's useful life.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(j) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit after income tax, excluding any cost of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(k) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables

(l) Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are considered to be reasonable under the circumstances. There were no critical estimates and judgements during the year other than going concern.

(m) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not yet mandatory for 30 June 2014. These revisions are not expected to materially affect recognition and measurement accounting policies.

2. INCOME TAX

	2014 $	2013 $
Numerical reconciliation of income tax expense to prima facie tax		
Loss before income tax	**(289,559)**	(494,587)
Tax at the Australian tax rate of 30% (2013: 30%)	**(86,868)**	(148,376)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Non-deductible expenses	**-**	51,654
	(86,868)	(96,722)
Deferred tax assets not recognised	**86,868**	96,722
Income tax expense	**-**	-

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of tax losses.

A deferred tax asset will be available only if the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the tax losses to be realised, the Company has complied and continues to comply with conditions for deductibility imposed by current tax legislation and there are no adverse changes to such legislation. The conditions for deductibility include a continuity of ownership test and a continuity of business test. Given the subsequent changes in both the Company's ownership and ongoing business, it is unlikely that the Company's tax losses will be available to be carried forward.

3. TRADE AND OTHER RECEIVABLES

	2014	2013
Other receivables - GST	**1,368**	3,652

Trade debtors and other receivables – are generally non-interest bearing and due 30 days from date of recognition.

4. TRADE AND OTHER PAYABLES

	2014	2013
Trade payables	**66,281**	155,852
Director's fees	**78,000**	150,000
	144,281	305,852

Trade and other payables – are generally unsecured, non-interest bearing and paid within 30-60 days of recognition.

Director's Fees – refer note 12 for further details

	2014 $	2013 $
5. BORROWINGS		
Other loans		
- Pecuniary Partners - secured	**146,218**	-
- Agri-Trade Investment Group - unsecured	**129,000**	-
- Ridgeway Capital Ltd - unsecured	**8,493**	-
	283,711	-

In August 2013, Pecuniary Partners Pty Ltd (a company related to Malcolm Campbell) provided the Company a loan which was drawn to $135,936 as at 30 June 2014. The loan is secured by way of a charge over the assets of the company, incurs interest of 10% per annum and was to be repaid by 31 March 2014. Subsequent to year-end, the repayment of this loan became subject to a Deed of Settlement and Release, refer below. Interest of $10,282 has been recognised for the year-ended 30 June 2014 and included in the loan balance.

Prior to the failed take-over by Agri-Trade Investment Group (ATIG) in April 2014, ATIG advanced funds to the Company amounting to $129,000. This advance was unsecured, interest free and repayable upon the successful take-over. Subsequent to year-end, the repayment of this loan became subject to a Deed of Settlement and Release, refer below.

Prior to the failed take-over by Ridgeway Capital Limited (RCL) in May 2014, RCL advanced funds to the Company amounting to $8,493. This advance is unsecured, interest free and repayable upon successful re-listing of the Company.

In September 2014, the Company, Pecuniary Partners and ATIG entered into a Deed of Settlement and Release. Under this deed, the combined loan of $275,218 is subject to interest of 10% per annum and is repayable as follows –

- $54,658 payable within 14 days of execution of the deed (paid accordingly); and
- Upon successful completion of a capital raise under a prospectus (within 6 months of deed execution date, being 25 March 2013):
  - $81,898, adjusted for interest; and
  - Issue of shares at an issue price equal to the value of $27,329 adjusted for interest; and
- The remainder of the balance is forgiven, subject to the Company meeting its obligations under the deed.

Refer note 17 for further discussion of events subsequent to balance date.

6. CONTRIBUTED EQUITY

	2014 $	2013 $
9,841,356 (2013: 7,777,701) fully paid ordinary shares	**10,401,887**	10,231,561

	Notes	Issue Price	Number	$
Movement in ordinary shares on issue				
At 30 June 2012			22,024,664	9,331,561
Consolidation 10:1	(a)		(19,821,963)	
			2,202,701	
Loan conversion		16¢	5,375,000	860,000
Share-based payment - advisor	(b)	20¢	200,000	40,000
At 30 June 2013	(c)		7,777,701	10,231,561
At 1 July 2013			7,777,701	10,231,561
Creditor conversion	(d)	20¢	780,000	156,000

Issue of shares to creditor	(e)	1.1¢	1,283,655	14,326
At 30 June 2014			**9,841,356**	**10,401,887**

6. CONTRIBUTED EQUITY (Continued)

(a) On 17 December 2012 the company's share capital underwent a 10:1 consolidation resulting in 22,024,664 ordinary shares becoming 2,202,701 ordinary shares.

(b) On 17 December 2012 the loan owing to Pacific Energy International Pty Ltd of $860,000 was converted into 5,375,000 ordinary shares.

(c) In consideration for being the lead manager and broker to a proposed capital raising pursuant to a prospectus lodged in January 2013 (see note 6), CPS Securities Pty Ltd received 200,000 ordinary shares as payment for their services. These shares were valued at the proposed issue price of the capital raising to reflect the fair value of services provided.

(d) On 20 December 2013 shareholders approved the payment of outstanding directors fees of $150,000 and part payment of amounts owed to the company secretary of $6,000 by way of issue of 780,000 ordinary shares.

(e) On 23 December 2013 1,283,655 ordinary shares were issued to Azure Group (a related party of the company secretary) and it's approved nominees as part payment of amounts outstanding for company secretarial fees.

In addition to the above, approval was given on 17 December 2012 to issue 51,752,293 ordinary shares as consideration for the Hidro+ Technology International License. The issue of these shares was contingent upon the successful capital raising and relisting of the company as part of the January 2013 prospectus. As the prospectus was withdrawn and the license agreement was terminated, the shares issued were cancelled.

Effective 1 July 1998, the Corporations Legislation in place abolished the concepts of authorised capital and par value shares. Accordingly, the Company does not have authorised capital or par value in respect of its issued shares

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and on a poll each share is entitled to one vote.

Options

As at 30 June 2014 there were no options to purchase ordinary shares in the company (2013: Nil).

7. RESERVES

	2014 $	2013 $
Share based payments	**808,443**	808,443

The share based payments reserve is used to recognise the fair value of options issued for goods and services including employee services.

8. ACCUMULATED LOSSES

Balance at beginning of the year	**(11,337,176)**	(10,842,589)
Loss for the year	**(289,559)**	(494,587)
Balance at the end of the year	**(11,626,735)**	(11,337,176)

	2014 $	2013 $
9. CASH FLOW INFORMATION		
Reconciliation of net profit/(loss) to net cash outflow from operating activities		
Loss for the year	**(289,559)**	(494,587)
Share based payment	**170,326**	40,000
Accrued interest	**10,281**	-
Changes in operating assets and liabilities:		
(Increase)/decrease in:		
- Trade and other debtors	**2,284**	65,429
- Prepayments	**(10,219)**	-
Increase/(decrease) in:		
- Payables	**(161,571)**	250,557
Net cash outflow from operating activities	**(278,458)**	(138,601)
Non-cash financing activities		
Repayment of loan by the issue of shares	-	860,000
Payment of director and secretarial fees by the issue of shares	**170,326**	-

10. SUBSIDIARIES

On 28 June 2012 the company incorporated the following subsidiaries:

- Centium Electric Holdings Co Pty. Ltd.
- Centium Electric International Pty. Ltd.
- Centium Electric Generations Pty. Ltd.

All subsidiaries are 100% owned, were incorporated in Australia and their issued capital comprise ordinary shares. The subsidiary companies did not trade during the 2012 and 2013 financial year or up to the date of this report.

All subsidiaries were deregistered on 23 November 2014.

11. REMUNERATION OF AUDITOR

During the financial year, the following fees were paid or payable for services provided by the auditor of the company (Pitcher Partners) and its related entities.

Audit and review of financial reports	**15,500**	18,000
Other services - Independent accountant's report (prospectus)	-	7,500
Taxation services – Business activity statements	-	7,250
	15,500	32,750

12. KEY MANAGEMENT PERSONNEL

	2014 $	2013 $
Short-term employee benefits	**166,749**	228,044

Other transactions with key management personnel

Refer note 5 for details of borrowings received from a director related entity.

Amounts payable to key management personnel and the associates at year-end are as follows:

	2014 $	2013 $
Trade payables	**12,706**	75,730
Director's fees	**78,000**	150,000
Borrowings	**146,218**	-

13. FINANCIAL INSTRUMENTS

The Company's principal financial instruments comprise receivables, payables, cash and borrowings.

The main risks arising from the Company's financial instruments are market risk (interest rate risk), liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1 to the financial statements.

The Company holds the following financial instruments:

	2014 $	2013 $
Financial Assets		
Cash and cash equivalents(1)	-	5,028
Trade and other receivables(1)	**1,368**	3,652
	1,368	8,680
Financial Liabilities		
Trade and other payables(2)	**144,281**	305,852
Borrowings(2)	**283,711**	-
	427,992	305,852

(1) Loans and receivables category
(2) Financial liabilities at amortised cost category

Interest rate risk
The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's cash. The company's borrowings are interest free. At 30 June 2014 if interest rates had changed by +/-100 basis points from the year-end rates there would have been an insignificant changes in interest revenue (2013: $Nil).

13. FINANCIAL INSTRUMENTS (Continued)

Credit risk

The Company's policy is to trade only with recognised, creditworthy third parties.

In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. There are no significant concentrations of credit risk within the Company.

Liquidity risk

All financial liabilities are due within 1 year at 30 June 2013 and 2014.

Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measured and disclosure purposes. The carrying amounts of the company's financial assets and liabilities approximate their fair value due to their short term nature.

Capital management

When managing capital, management's objective is to ensure the entity continues as a going concern and to maintain a structure that ensure the lowest cost of capital available and to ensure adequate capital is available for operations. In order to maintain or adjust the capital structure, the company may seek to issue new shares.

	2014	2013
	$	$
14. EARNINGS PER SHARE		
Basic and diluted earnings per share	**(0.033)**	(0.095)
	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	**8,852,689**	5,181,126

Information concerning earnings per share

a) Earnings for the purpose of calculating basic and diluted earnings per share is the relevant net profit /loss.
b) Options granted are considered to be potential ordinary shares. There were no options in 2014 and 2013.
c) The weighted average number of ordinary shares has been adjusted to take into account the effect of the 20:1 share consolidation on 9 December 2011 and the 10:1 share consolidation on 17 December 2012.

15. SEGMENT INFORMATION

The directors have considered the requirements of AASB 8-Operating Segments and the internal reports that are reviewed by the chief operating decision maker (the Board) in allocating resources and have concluded that at this time there are no separately identifiable segments.

Following adoption of AASB 8, the identification of the company's reportable segments has not changed. During the year, the company considers that it has only operated in one industry and one geographical area being Australia.

16. CONTINGENT LIABILITIES

The directors are not aware of any significant contingent liabilities.

17. EVENTS AFTER THE REPORTING DATE

In September 2014 a placement of 15% of the Company share capital was negotiated and in October 2014 an agreement to underwrite a non-renounceable rights issue was signed with Dayton Way financial Pty Ltd.

In September 2014, the Company entered into a Deed of Settlement and Release in relation to borrowings from Pecuniary Partners and Agri-Trade Investment Group. Refer note 5 for further details.

On 28 October 2014, the Company placed 1,472,603 ordinary shares at 1 cent per share with a private investor, raising $14,726 cash.

On 4 November 2014 the Company issued a prospectus for a fully-underwritten non-renounceable 1 for 1 rights issue to all existing shareholders at 1 cent per share. 11,317,559 shares were issued on 1 December 2014 under this prospectus, raising $113,176 cash.

On 18 December 2014 Mr Michael Ivkovic and Mr David Sutton were appointed to the board of directors.

On 17 December 2014, the Company announced that terms had been agreed to purchase 100% of the shares of DWF Group Limited, by way of issue of 200 million ordinary shares in the Company, plus a potential additional 50 million performance shares upon reaching certain milestones. Together with this transaction, the Company intends to issue a prospectus to raise up to $5 million by way of issue of 25 million shares in the Company. The notice of the shareholders meeting to consider these matters is yet to be issued.

During the period since 30 June 2014, the Company has received additional loaned funds as follows –

- $50,000 from the private investor who received the private placement in October 2014. The private investor took up their additional shares under the rights issue with the amount owing off-set against the funds advanced. The remaining balance payable is $35,273
- $70,000 from the underwriter of the rights issue. The underwriter took up 3,115,157 shares under the rights issue. The amount due (net the underwriters fee of 10% of funds raised) was off-set against the funds advanced. The remaining balance is $39,849.
- In January 2015 DWF Global Limited lent the Company a total of $76,728. This is to be repaid as part of the prospectus that will be issued as part of the DWF Global Limited transaction as noted above. These funds have been used to pay creditors and for working capital.

The loan amounts are interest free, unsecured and repayable out of any amounts raised when the Company re-lists.

18. ONGOING OPERATIONS

At 30 June 2014 current liabilities ($427,992) exceeded current assets ($11,587) by $416,405. Since this time the Board of Directors and Company Secretary have secured loans and raised capital as outlined in note 17. Currently the Company requires the continued support of it lenders, to continue operating.

Since balance date, the Company has undertaken a capital raising, through a rights issue, and borrowed funds as disclosed in Note 17. Total proceeds received from these arrangements was approximately $280,000. These funds have been applied to reduce creditors, pay share issue transaction costs and fund working capital. As at the date of this report, the Company has no cash available to fund ongoing operations.

Given the above, the Company's ongoing operations are dependent on future capital raisings and until then the continued support of its lenders. The financial statements have been prepared on a going concern basis, although the Company currently is not trading and its only activity is to seek re-listing through the DWF Group business and the capital raising of up to $5million by a prospectus.

DIRECTORS' DECLARATION

FOR THE YEAR ENDED 30 JUNE 2014

In the opinion of the directors:

(a) the attached financial statements and notes are in accordance with the *Corporations Act 2001*, including:

(i) complying with Australian Accounting Standards (including the Australian Auditing Interpretations) and the *Corporations Regulations 2001*; and

(ii) giving a true and fair view of the company's and company's financial position as at 30 June 2013 and of its performance, as represented by the results of their operations and their cash flows, for the financial year ended on that date; and

(b) based on the information set out in note 18, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Given the scale of the Company's operations, and that the Company has not appointed a managing director or chief financial officer, there were no declarations received from the Managing Director and Chief Financial Officer as required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

Malcolm Campbell
Director

26th February 2015

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

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Independent Auditor's Report to the Members of Agri-Trade Holdings Limited

Report on the Financial Report

We have audited the accompanying financial report of Agri-Trade Holdings Limited, which comprises the consolidated statement of financial position as at 30 June 2014, 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 AASB101 *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 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*.

Opinion

In our opinion:

a) the financial report of Agri-Trade Holdings Limited 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 2014 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 consolidated financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Emphasis of Matter

Without modifying our opinion, we draw attention to Notes 17 and 18 in the financial report, which indicate that as at 30 June 2014, the company's current liabilities exceed its current assets by $416,405. These conditions, along with other matters as set forth in Notes 17 and 18, indicate the existence of a material uncertainty that may cause significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. 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 Agri-Trade Holdings Limited for the year ended 30 June 2014 complies with Section 300A of the *Corporations Act 2001*.

PITCHER PARTNERS

ROSS WALKER
Partner

Brisbane, Queensland
26 February 2015

Additional information required by the Australian Securities Exchange Ltd, and not shown elsewhere in this report is as follows. The information is current as at 18 February 2015

(a) Distribution of equity securities

(i) Ordinary share capital

- 22,688,177 fully paid shares held by 1,548 shareholders. All issued ordinary shares carry one vote per share and carry the rights to dividends.

The number of ordinary shareholders, by size of holding are:

	# of Shareholders	Fully Paid Ordinary Shares
1 – 1,000	1,463	22,791
1,001 – 5,000	8	32,522
5,001 – 10,000	1	7974
10,001 – 50,000	13	359,608
50,001 – 100,000	20	1,193,240
100,001 and over	43	21,072,042
	1,548	22,688,177

1,472 Shareholders holding less than a marketable parcel at the share price of $0.20

(ii) Unlisted equity options at 18 February 2015 - *nil*

(b) Twenty largest holders of equity securities at 15 February 2015

		Number Held	%
1	WIRRALEE DEVELOPMENTS PTY LTD	2,945,206	12.98%
2	THE BLANCHARD SUPERANNUATION FUND A/C	1,359,824	5.99%
3	CONSUMA DATA PTY LTD	1,359,824	5.99%
4	PECUNIARY PARTNERS PTY LTD	1,133,184	4.99%
5	DAYTON WAY FINANCIAL PTY LTD	915,157	4.03%
6	GRIFFIN LE INVESTMENTS PTY LTD	906,548	4.00%
7	MR ROBERT MEYERS &	849,890	3.75%
8	MR RAYMOND TAYLOR	817,116	3.60%
9	MS KATRINA POLLARD	763,441	3.36%
10	MR GEOFFREY BRUCE MEYERS &	736,570	3.25%
11	THE DE LAINE FAMILY SUPERANNUATION FUND A/C	566,592	2.50%
12	MR RYAN JAMES SLATER	566,592	2.50%
13	TRANSITION METALS PTY LTD	500,000	2.20%
14	CHIFLEY PORTFOLIOS PTY LTD	500,000	2.20%
15	RHODES CAPITAL PTY LTD	500,000	2.20%
16	TEF PTY LTD	453,272	2.00%
17	MR IAN SMITH	400,000	1.76%
18	WEIYUAN WANG	396,616	1.75%

19	AZURE SUPERANNUATION PTY LTD	385,098	1.70%
20	BOARDING LOUNGE PTY LTD	385,096	1.70%
		16,440,026	72.46%

(c) Substantial Shareholders (fully paid ordinary shares)

	Direct & indirect Holdings	% Controlled & Influenced
WIRRALEE DEVELOPMENTS PTY LTD	2,945,206	12.98%
THE BLANCHARD SUPERANNUATION FUND A/C	1,529,802	6.74%
CONSUMA DATA PTY LTD	1,359,824	5.99%
MR RAYMOND TAYLOR	1,547,116	6.82%
MS KATRINA POLLARD	1,214,001	5.35%
PECUNIARY PARTNERS PTY LTD	1,133,184	4.99%
GRIFFIN LE INVESTMENTS PTY LTD	1,133,184	4.99%

(d) Voting rights

All ordinary shares carry one vote per share without restriction.

CORPORATE GOVERNANCE STATEMENT

In recognising the need for high standards of corporate behaviour and accountability, the Directors of Agri-Trade Holdings Limited follow corporate governance principals.

The Board of Directors of Agri-Trade Holdings Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines and accountability as the basis for the administration of corporate governance.

Corporate Governance Disclosures

The Board and management are committed to corporate governance and to the extent that they are applicable to the Company have followed the "Principles of Good Corporate Governance and Best Practice Recommendations" issued by the Australian Securities Exchange ("ASX") Corporate Governance Council.

In summary, at the date of this report the Company departs from the Guidelines in five (5) key areas:

- Recommendation 2.4:
  The Company does not have a separate Nomination Committee as it is not of a size nor does it have the business undertaking that warrants the establishment of such a Committee at this point in time; and

  The full Board attends to the matters normally attended to by a Nomination Committee.

- Recommendation 4.1:
  The Company does not have a separate Audit and Risk Management Committee as it is not of a size nor does it have the business undertaking that warrants the establishment of such a Committee at this point in time; and

  The full Board attends to the matters normally attended to by the Audit and Risk Management Committee.

- Recommendation 8.1:
  The Company does not have a separate Remuneration Committee as it is not of a size nor does it have the business undertaking that warrants such the establishment of such a Committee at this point in time; and

  The full Board attends to the matters normally attended to by a Remuneration Committee.

1.1 Role of the Board

The Board's current role is to collectively govern and manage the Company. The Directors must act in the best interests of the Company as a whole. It is the role of the Board to govern and manage the Company in accordance with the stated objectives of the Company.

In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the successful operations of the Company.

To assist the Board carry out its functions, it has developed a Code of Conduct to guide the Directors in the performance of their roles.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company.

The key responsibilities of the Board include:

- Appointing, evaluating, rewarding and if necessary the removal of the Chief Executive Officer ("CEO") and senior management;
- Development of corporate objectives and strategy with management and approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management;

- Monitoring actual performance against defined performance expectations and reviewing operating information to understand at all times the state o the financial health of the Company;
- Overseeing the management of business risks, safety and occupational health, environmental issues and community development;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the year under review;
- Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control process are in place and functioning appropriately. Further, approving and monitoring financial and other reporting;
- Assuring itself that appropriate audit arrangements are in place;
- Ensuring that the Company acts legally and responsibly on all matters and assuring itself that the Company has adopted, and that the Company's practice is consistent with, a number of guidelines, being:
  - Directors and Executive Officers Code of Conduct;
  - Dealings in Securities; and
  - Reporting and Dealing with Unethical Practices.
- Reporting to and advising shareholders.

1.2 Composition of the Board

Directors of the Company are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgment.

An independent director is a non-executive director (i.e. is not a member of management) and:

- is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- within the last three years has not been employed in an executive capacity by the Company or its subsidiaries, or been a director after ceasing to hold any such employment;
- is not a principal or employee of a professional adviser to the Company or its subsidiaries whose billings exceed a material amount of the adviser's total revenue;
- is not a significant supplier or customer of the Company or its subsidiaries, or an officer of or otherwise associated directly or indirectly with a significant supplier or customer. A significant supplier is defined as one whose revenues from the Company are a material amount of the supplier's total revenue. A significant customer is one whose amounts payable to the Company are a material amount of the customer's total operating costs;
- has no material contractual relationship with the Company or its subsidiaries other than as a director of the Company;
- has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

In accordance with the definition of independence above, the following directors of the Company are considered to be independent:

Name	**Position**
Deepak Kumar	Non-Executive Director
Ian Smith	Non-Executive Director
David Ainsworth	Non-Executive Director

There are procedures in place, agreed by the Board, to enable the Directors in the furtherance of their duties to seek independent professional advice at the Company's expense.
The term in office held by each director is as follows:

Name	**Term**
Deepak Kumar	6 months
Ian Smith	6 months

David Ainsworth 12 months

When a Board vacancy exists, through whatever cause, or where it is considered that the Board would benefit from the service of a new director with particular skills, the Board will document the process behind a recommendation for a candidate or panel of candidates with the appropriate expertise. The Board then appoints the most suitable candidate who must stand for election at the next general meeting of shareholders.

1.3 Board Policies

1.3.1 Conflicts of Interest

Directors must disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company and if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, as per the Corporations Act, absent himself or herself from the room when discussion and/or voting occurs on matters about which the conflict relates.

1.3.2 Commitments

Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

1.3.3 Confidentiality

In accordance with legal requirements and agreed ethical standards, Directors of the Company have agreed to keep confidential, information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

1.3.4 Continuous Disclosure

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the ASX Listing Rules, the Company immediately notifies the ASX of information:

- Concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- That would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Upon confirmation of receipt from the ASX, the Company is able to publish the information in accordance with this policy.

1.3.5 Independent Professional Advice

The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities.

1.3.6 Related Party Transactions

Related party transactions include any financial transaction between a Director and the Company and will be reported in writing to each Board meeting. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction.

1.3.7 Shareholder Communication

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

(i) Communicating effectively with shareholders through releases to the market via ASX, information mailed to shareholders and the general meetings of the Company;

(ii) Giving shareholders ready access to balanced and understandable information about the Company and corporate proposals;

(iii) Making it easy for shareholders to participate in general meetings of the Company; and

(iv) Requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

The Company also makes available a telephone number and for shareholders to make enquiries of the Company.

1.3.8 Trading in Company Shares

The Company has a Share Trading Policy under which Directors are required to discuss their intention to trade in the Company's securities with the Chairman prior to trading. Consideration will be given in these discussions to any special circumstances (e.g. financial hardship).

Directors must not trade in the shares of any other entity if inside information on such entity comes to the attention of the Director by virtue of holding office as a Director of the Company.

The following guidelines are to be observed by Directors and employees of Agri-Trade Holdings Limited:

- Securities may be purchased or sold during the two week period immediately following the release of Agri-Trade Holdings Limited's, half-yearly and final results ("results announcements") (subject to observing the additional approval requirements set out below).
- Securities should not be purchased or sold during the two week period preceding any results announcements.
- Securities should not be purchased or sold preceding any material ASX announcement by Agri-Trade Holdings Limited, if the employee is aware that it is likely that such an announcement will be made.
- Securities should not be purchased or sold for the purpose of short term speculation.
- Securities may be purchased or sold at other times (subject to additional disclosure requirements established by the Board).

In addition, consistent with the law, designated officers are prohibited from trading in the Company's securities while in the possession of unpublished price sensitive information concerning the Company. Unpublished price sensitive information is information regarding the Company of which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Notice of an intention to trade must be given prior to trading in the Company's securities as well as a confirmation that the person is not in possession of any unpublished price sensitive information. The completion of any such trade by a Director must also be notified to the Company Secretary who in turn advises the ASX.

1.3.9 Performance Review/Evaluation
The Board intends to conduct an evaluation of its performance annually. There was no evaluation conducted during the financial year.

1.3.10 Attestations by Company Secretary
In accordance with the Board's policy, the Company Secretary is required to make the attestations recommended by the ASX Corporate Governance Council as to the Company's financial condition prior to the Board signing this Annual Report.

2. Board Committees

2.1 Audit & Risk Management Committee

The Board has not adopted an Audit and Risk Management Committee.

It is the Board's responsibility to ensure that an effective internal control framework exists within the Company to deal with the effectiveness and efficiency of business processes, the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information as well as non-financial considerations such as the bench-marking of key performance indicators.

The responsibility for the establishment and maintenance of the internal control framework and ethical standards has been delegated to the Board. This situation will remain until the Company is of a size and undertaking the level of activity that warrants the appointment of an audit and compliance committee.

The Board acknowledges that when the size and nature of the Company warrants an Audit and Risk Management Committee that the Committee will operate under a Charter approved by the Board.

The Company's policy is to appoint external Auditors who clearly demonstrates independence. The performance of the external Auditor is reviewed annually by the Audit and Risk Management Committee but in the case of the absence of such a Committee; then by the Board. The Company Auditors have a policy of rotating the Audit Partner at least every five (5) years.

The responsibilities of the Audit and Risk Management Committee and in the case of Agri-Trade Holdings Limited in the absence of the Committee; the Board include the following:

- Oversee and appraise the independence, quality and extent of the total audit effort;

- Perform an independent overview of the financial information prepared by Company management for shareholders and prospective shareholders;
- Evaluate the adequacy and effectiveness of the Company's and the Company's risk management and financial control, and other internal control systems and evaluate the operation thereof;
- Review and endorse the annual and half year attestation statements in accordance with regulatory requirements.
- Review and implement risk management and internal control structures appropriate to the needs of the Company;
- Monitor compliance issues applicable laws and regulations, particularly compliance with the Australian Securities Exchange Listing Rules;
- Review all public releases to the ASX of material consequence, prior to release to the market; and
- Review of Corporate Governance Practices.

2.2 *Remuneration Committee*

The Board has not established a formal Remuneration Committee due to the scale and nature of the Company's activities.

The full Board attends to the matters normally attended to by a Remuneration Committee

It is the Company's objective to provide maximum shareholder benefit from the retention of a high quality Board by remunerating Directors fairly and appropriately with reference to relevant market conditions. To assist in achieving this objective, the Board attempts to link the nature and amount of Directors' emoluments to the Company's performance. The outcome of the remuneration structure is:

- Reward executives for company and individual performance against appropriate benchmarks;
- Align the interests of the executives with those of shareholders;
- Link reward with the strategic goals and performance of the Company; and.
- Ensure remuneration is comparable to market standards.

There is no scheme to provide retirement benefits, other than statutory superannuation, to Directors.

For further information in relation to the remuneration of Directors, refer to the Directors' Report.

2.3 *Nomination Committee*

The Board has not established a formal Nomination Committee due to the scale and nature of the Company's activities.

The full Board attends to the matters normally attended to by a Nomination Committee

The Constitution provides for events whereby Directors may be removed from the Board. Similarly shareholders have the ability to nominate, appoint and remove Directors. In addition, the Constitution provides for the regular rotation of Directors which ensures that Directors seek re-election by shareholders at least once every three years.

Given these existing regulatory requirements, Directors are not appointed for a specified term and Directors' continuity of service is in the hands of shareholders.

2.4 *Company Code of Conduct*

As part of its commitment to recognising the legitimate interests of Shareholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, clients, customers, government authorities, creditors and the community as whole. This Code includes the following:

Responsibilities to Shareholders and the Financial Community Generally

The Company complies with the spirit as well as the letter of all laws and regulations that govern shareholders' rights. The Company has processes in place designed to ensure the truthful and factual presentation of the Company's financial position and prepares and maintains its accounts fairly and accurately in accordance with the generally accepted accounting and financial reporting standards.

Responsibilities to Clients, Customers and Consumers
Each employee has an obligation to use their best efforts to deal in a fair and responsible manner with each of the Company's clients, customers and consumers. The Company for its part is committed to providing clients, customers and consumers with fair value.

Employment Practices
The Company endeavours to provide a safe workplace in which there is equal opportunity for all employees at all levels of the Company. The Company does not tolerate the offering or acceptance of bribes or the misuse of Company assets or resources.

Obligations Relative to Fair Trading and Dealing
The Company aims to conduct its business fairly and to compete ethically and in accordance with relevant competition laws. The Company strives to deal fairly with the Company's customers, suppliers, competitors and other employees and encourages it employees to strive to do the same.

Responsibilities to the Community
As part of the community the Company is committed to conducting its business in accordance with applicable environmental laws and regulations and encourages all employees to have regard for the environment when carrying out their jobs.

Responsibility to the Individual
The Company is committed to keeping private information collected during the course of its activities, confidential and protected from uses other than those for which it was provided.

Conflicts of Interest
Employees and Directors must avoid conflicts as well as the appearance of conflicts between personal interests and the interests of the Company.

How the Company Complies with Legislation Affecting its Operations
Within Australia, the Company strives to comply with the spirit and the letter of all legislation affecting its operations. Outside Australia, the Company will abide by local laws in all countries in which it operates. Where those laws are not as stringent as the Company's operating policies, particularly in relation to the environment, workplace practices, intellectual property and the giving of "gifts", Company policy will prevail.

How the Company Monitors and Ensures Compliance with its Code
The Board, management and all employees of the Company are committed to implementing this Code of Conduct and each individual is accountable for such compliance. Disciplinary measures may be imposed for violating the Code.

2.5 Shareholder Communication

The Board aims to ensure that Shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders as follows:

- The Annual Financial Report is distributed to all shareholders (unless a shareholder has specifically requested not to receive the document). The Board ensures that the Annual Report includes relevant information about the operations of the Company during the financial year, changes in the state of affairs of the Company and details of future developments, in addition to other disclosures required by the Corporations Act 2001;
- Developments, in addition to other disclosures required by the Corporations Act 2001;
- Release of a Half-Yearly Report to the Australian Stock Exchange Limited; and
- Proposed major changes in the economic entity which may impact on share ownership rights are submitted to a vote of shareholders.

The Board encourages full participation of Shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Shareholders are responsible for voting on appointment of Directors, appointment of auditors, level of remuneration of Non-Executive Directors and any matters of special business.

2.6 *Risk Management*

The Board recognises that the identification and management of risk, including calculated risk taking, is an essential part of creating long term shareholders' value.

Management reports directly to the Board on the Company's key risks and is responsible, through the CEO for designing, maintaining, implementing and reporting on the adequacy of the risk management and internal control systems.

The Audit and Risk Management Committee monitors the performance of the risk management and internal control systems and reports to the Board on the extent to which it believes the risks are being managed and the adequacy and comprehensiveness of risk reporting from management.

The Board must satisfy itself, on a regular basis, that risk management and internal control systems for the Company have been fully developed and implemented.

The Company has identified specific risk management areas being strategic, operational and compliance.

The Board has reviewed risks faced by the Company on a regular basis due to the potential impact of the global financial crisis.

Any material changes in the Company's circumstances are released to the ASX and included on the Company's website.

BEST PRACTICE RECOMMENDATION

Outlined below are the 8 Essential Corporate Governance Principles as outlined by the ASX and the Corporate Governance Council as they applied for the period ended 30 June 2011. The Company has complied with the Corporate Governance Best Practice Recommendations except as identified below.

Corporate Governance Policy
[Action taken and reasons if not adopted]

Principle 1
Lay solid foundation for management and oversight
[ADOPTED]

1.1 Formalise and disclose the functions reserved to the Board and those delegated to management.
[The Company's Corporate Governance Policies includes a Board Charter, which discloses the specific responsibilities of the Board.]

1.2 Disclose the process for evaluating the performance of senior executives.
[The Board monitors the performance of senior management including measuring actual performance against planned performance.]

1.3 Provide the information indicated in 'Guide to reporting on Principle 1'.
[The Company will provide details of any departures from best practice recommendation Principle 1 in its Annual Report.]

Principle 2
Structure the board to add value
[ADOPTED except for recommendations 2.1 and 2.4]

2.1 A majority of the Board should be independent.
[The Company is in compliance with this recommendation as all three (3) Directors are defined as being independent.]

2.2 The chairperson should be an independent director.
[The Company is in compliance with this recommendation.]

2.3 The roles of chairperson and Chief Executive Officer should not be exercised by the same individual.
[The Company is in compliance with this recommendation as the roles of the Chairperson and Chief Executive Officer are not exercised by the same individual.]

Corporate Governance Policy
[Action taken and reasons if not adopted]

2.4 The board should establish a Nomination Committee.
[No formal Nomination Committee or procedures have been adopted as yet given the size of the Company and where the Company is currently at with regards its operations. The Board, as whole, will serve as a Nomination Committee.

Where necessary, the Nomination Committee seeks advice of external advisers in connection with the suitability of applicants for Board membership.]

2.5 Disclose the process for evaluating the performance of the Board, its committees and the individual directors.
[The Board has a policy of conducting an annual performance review of itself that compares the performance of the Board with the requirements of the Board Charter, critically reviews the mix of the Board and suggests and amendments to the Board Charter as are deemed necessary or appropriate.]

2.6 Provide the information indicated in 'Guide to reporting on Principle 2'.
[The Company will provide details of any departures from best practice recommendation Principle 2 in its Annual Report.]

Principle 3
Actively promote ethical and responsible decision-making
[ADOPTED]

3.1 Establish a code of conduct and disclose the code or a summary of the code as to:

3.1.1 the practices necessary to maintain confidence in the Company's integrity;

3.1.2 the practices necessary to take into account their legal obligations and reasonable expectations of their stakeholders;

3.1.3 the responsibility and accountability of individuals for reporting or investigating reports of unethical practices.

[The Company's Corporate Governance Policies include a Directors and Executive Officers' Code of Conduct Policy, which provides a framework for decisions and actions in relation to ethical conduct in employment.]

3.2 Establish a policy concerning trading in Company securities by directors, senior executives and employees and disclose the policy or a summary of that policy.
[The Company's Corporate Governance Policies includes Dealing in Securities which provides comprehensive guidelines on trading in the Company's Securities.

3.3 Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy or a summary of that policy. The policy should include requirements which enable the Company to establish measurable objectives for achieving gender diversity so that the Board can assess annually the objectives and the progress in achieving them.
[The Company's Corporate Governance Policies includes a Diversity Policy which establishes measurable objectives for achieving gender diversity for the Board to assess annually both the objectives and progress in achieving them.]

Corporate Governance Policy
[Action taken and reasons if not adopted]

3.4 Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the Diversity Policy and progress towards achieving them.
[The Company has not finalised the requirements of Recommendation 3.4.]

3.5 Disclose in each annual report the proportion of women employees in the whole organisation; women in senior executive positions; and women on the Board.
[The Company has not finalised the requirements of Recommendation 3.5.]

3.6 Provide the information indicated in 'Guide to reporting on Principle 3'.
[The Company will provide details of any departures from best practice recommendation Principle 3 in its Annual Report.]

Principle 4
Safeguard integrity in financial reporting
[ADOPTED except for recommendations 4.1 and 4.2]

4.1 The Board should establish an Audit Committee.
[The Board considers that it is not of a sufficient size and its operations are not at a stage which requires a separate Audit and Risk Management Committee.

Until the Audit and Risk Management Committee is established; the functions, roles and responsibilities will be completed by the full Board.]

4.2 Structure the Audit Committee so that it consists of:
- only non-executive directors;
- a majority of independent directors;
- an independent chairperson who is not the chairperson of the Board;

[The composition, roles and responsibilities of the Audit and Risk Management Committee when it is established will be set out in the Corporate Governance Plan.]

4.3 The Audit Committee should have a formal operating charter.
[The Audit and Risk Management Committee will adopt a formal Charter when it is established.]

4.4 Provide the information indicated in the 'Guide to reporting on Principle 4'.
[The Company will provide details of any departures from best practice recommendation Principle 4 in its Annual Report.]

Principle 5
Promote timely and balanced disclosure
[ADOPTED]

5.1 Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.
[The Company has a Continuous Disclosure program in place which is designed to ensure compliance with the ASX Listing Rules requirements on disclosure and to ensure accountability at a board level for compliance and factual presentation of the Company's financial position.]

5.2 Provide the information indicated in the 'Guide to reporting on Principle 5'.
[The Company will provide details of any departures from best practice recommendation Principle 5 in its Annual Report.]

Corporate Governance Policy
[Action taken and reasons if not adopted]

Principle 6
Respect the rights of shareholders
[ADOPTED]

6.1 Design and disclose a communications policy to promote effective communication with shareholders and encourage effective participation at general meetings and disclose the policy or a summary of the policy.
[The Company's Corporate Governance Policies includes a Shareholder Communications Policy which aims to ensure that the shareholders are informed of all material developments affecting the Company's state of affairs.]

6.2 Provide the information indicated in the 'Guide to reporting on Principle 6'.
[The Company will provide details of any departures from best practice recommendation Principle 6 in its Annual Report.]

Principle 7
Recognise and manage risk
[ADOPTED]

7.1 The Board or appropriate Board committee should establish policies on risk oversight and management.
[The Company's Corporate Governance Policies includes a Risk Management Policy which aims to ensure that all material business risks are identified and mitigated.

The Board determines and identifies the Company's "risk profile" and is responsible for overseeing and approving risk management strategies and policies, internal compliance and internal controls.]

7.2 The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.
[The Board requires the design and implementation of continuous risk management and internal control systems. Reports when requested are provided at the relevant times.]

7.3 The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound risk management and internal control and that the system is operating effectively in all material respects in relation to the financial reporting risks.
[The Board seeks, at the appropriate times, the relevant assurances from the individuals appointed to perform the role of Chief Executive Officer and the Chief Financial Officer.]

7.4 Provide the information indicated in the 'Guide to reporting on Principle 7'.
[The Company will provide details of any departures from best practice recommendation Principle 7 in its Annual Report.]

Principle 8
Remunerate fairly and responsibly
[ADOPTED except for Recommendation 8.1]

8.1 The Board should establish a Remuneration Committee so that it:

- consists of a majority of independent directors;
- is chaired by an independent chair; and
- has at least 3 members.

Corporate Governance Policy
[Action taken and reasons if not adopted]

[The Company's Remuneration Committee comprises the Board acting without the affected director participating in the decision making process.]

8.2 Clearly distinguish the structure of non-executive directors' remuneration from that of executives.
[The Board will distinguish the structure of non-executive director's remuneration from that of executive directors and senior executives. Relevantly, the Company's Constitution provides that the remuneration of non-executive Directors will be not be more than the aggregate fixed sum determined by a general meeting.

The Board is responsible for determining the remuneration of the senior executives (without the participation of the affected director).]

8.3 Provide the information indicated in the 'Guide to reporting on Principle 8'.
[The Company will provide details of any departures from best practice recommendation Principle 8 in its Annual Report.]