



# CORPORATE DIRECTORY

## DIRECTORS

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Mrs Megan Boston

Managing Director

Mr Glenn Vassallo

Non-executive Chairman

Mr Kenneth Pickard

Non-executive Director

Mr Ross Blair-Holt

Non-executive Director

Mr Richard Dennis

Non-executive Director

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## COMPANY SECRETARY

Mr Oliver Kidd

## REGISTERED OFFICE

Level 1, 200 Toorak Road

South Yarra VIC 3141

**T** 03 8566 6888

**F** 03 8566 6889

**E** [engage@omnimarkettide.com](mailto:engage@omnimarkettide.com)

## AUDITORS

BDO (Audit) WA Pty Ltd

38 Station Street

Subiaco WA 6008

## BANKERS

Westpac Banking Corporation

114 Toorak Road

South Yarra VIC 3141

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## SHARE REGISTRY

Boardroom Registry Pty Limited

Level 12, 225 George Street

Sydney NSW 2000

**T** 1300 737 760

**F** (02) 9279 0664

**E** [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)

## STOCK EXCHANGE LISTING

Australian Securities Exchange

Level 4, North Tower, Rialto

525 Collins Street

Melbourne VIC 3000

## ASX CODE

OMT

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// CHAIRMAN  
& MANAGING  
DIRECTOR'S  
LETTER

# DEAR SHAREHOLDERS

On behalf of Omni Market Tide Ltd, we are proud to present our first annual report.

Omni Market Tide (OMT) is focused on solving complex problems through technology, and this includes commercialising a vision that every listed company, every organisation, every voting body, will one day engage their stakeholders using mobile device technologies. Through the commercialisation of that vision, we intend to deliver sustainable value to our investors.

OMT's technology appeals to large markets of potential customers in Australia, Singapore and other international markets. Potential customers are entities that need to engage with stakeholders, be they investors and shareholders, members and employees, or voters and taxpayers.

2015 was a year of transition for SWW Energy Ltd (as it then was), but that transition is well and truly

concluded. OMT enters 2016 well placed, and intends to capitalise on the hard work of the past year.

In 2015, the Board of OMT chose initially to focus on solving the complex problem associated with the significant lack of engagement between listed entities and their stakeholders, which includes disrupting existing shareholder engagement practices. The rationale for this remains simple: listed organisations spend billions of dollars each year on expensive and inefficient processes. It is OMT's view that one day the physical meeting of members (listed and unlisted) will become obsolete and unnecessary, replaced by OMT's suite of solutions targeted at the digital investor.

In support of this initial strategic focus, and OMT's strong growth potential, SWW sought shareholder approval for the acquisition of GRT App Pty Ltd, and was re-quoted on the ASX in July 2015, raising \$5 million.

**Following re-quotations, OMT has laid strong foundations for future growth, establishing itself as a leader in digital stakeholder engagement. We have made significant progress in executing our business strategy. Achievements since re-quotations include:**

#### **Investing in product development and delivery by:**

- completing development of and launching applications for Telstra's mobile investor relations platform; and
- completing development of and launching our flagship multi-company investor relations offering, omniLOOP.

#### **Growing the revenue pipeline by:**

- investing in direct sales capability which led to engagement with two ASX-10 companies (Telstra and Westpac) and a number of emerging ASX companies during our pre-product launch phase. We are designing, developing and will host mobile investor relations platforms for these customers, and in some cases, provide the most advanced meeting and voting platform in Australasia; and
- building an efficient global sales structure, leveraging strategic alliances with Boardroom, and investor relations business Euroinvestor.com. Both alliances have the potential to exponentially increase revenue in the periods following product launch.

#### **Growing the end number of users on our platforms by**

- successfully engaging with companies comprising large retail shareholder bases, such as Telstra and Westpac; and
- securing relevant content for users on omniLOOP to ensure the app retains high usage levels on a year-round basis. This is aided by OMT's content sharing and AGM-streaming partnership agreement with Boardroom.Media, as announced in November 2015.

OMT is in a strong financial position, being well funded to pursue our targeted commercial opportunity. In a short period of time we have built strong foundations for future growth, including a strong asset base of scalable technology. 2016 is set to be a year of growth for OMT, and we are excited to share these successes with our shareholders.

On behalf of the rest of our Board of Directors and our hard working and talented team of employees, thank you for your continued support.

Kind regards,



**Megan Boston**  
Managing Director



**Glenn Vassallo**  
Non-executive Chairman



// YEAR IN REVIEW  
(POST-ACQUISITION)



**Technology and market opportunity are at the core of Omni Market Tide's vision to become the leader in digital stakeholder engagement.**

Consumers continue to migrate towards mobile applications, and business growth is increasingly determined by the adoption of mobile technologies. The increasing volume of digital transactions in banking and share market trading is representative of a consumer base hungry for innovation. At the same time, billions of dollars are spent worldwide each year to support current AGM and shareholder engagement practices. Our technology will displace conventional practices across a range of industries, which, by their nature, are traditional and procedurally cumbersome.

OMT's strategic plan to deliver value to shareholders is multi-year, with an initial phase to build capability followed by market take-up and revenue growth.

# 2015

## MARKET ENTRY AND CAPABILITY BUILD

OMT listed on the ASX in July 2015 with a key focus on building the necessary capabilities and resources to drive future performance. This focus has not been redirected, however we are now fully resourced with a strong cash position, and three key alliances established for critical operating requirements. Importantly also, we have progressed our asset base of engagement products to a saleable and scalable stage.





## With a view to gaining traction and awareness, our initial sales strategy targeted a smaller segment of ASX10 companies receptive towards new technology.

On the back of that strategy, Telstra and Westpac were announced in July and October 2015 respectively as clients. The initial Telstra App was released in October 2015 for iPad only with iPhone and Android versions subsequently released in February 2016. Telstra has provided a convenient, cost effective and first class engagement opportunity for its more than 1 million shareholders. The Westpac project is currently being scoped and is anticipated to be released in 2016.

While the apps for Telstra and Westpac will be customised and stand-alone, we have also brought to market our innovative multi-company mobile investor relations platform known as 'omniLOOP'. It was initially launched as a proof of concept in Q3 2015, and was made available on the Apple App and Google Play Stores in March 2016. All shareholders are able to download omniLOOP and all ASX-listed companies are now able to subscribe and have a presence on the platform. OmniLOOP is the cornerstone of OMT's scalable business model.

On 3 September 2015, OMT executed a strategic alliance with Boardroom Share Registry. As the third largest provider of share registry services in Australia, this was a significant validation of our engagement technology, and Boardroom continues to be an important strategic partner for OMT. Under the terms of the Alliance, our mobile stakeholder engagement application has been integrated in the broader Boardroom digital solutions portfolio, enabling clients to significantly increase ongoing engagement with investors whilst reducing print and mail costs.

As clients join omniLOOP, minimal development expense is incurred by OMT. OmniLOOP will serve to provide OMT with a reliable, robust revenue stream.

The Boardroom app was launched on 17 March 2016 and will form part of the overall solution Boardroom are providing to their more than 300 registry clients in Australia. OMT and Boardroom have agreed a rollout plan and targets for the course of 2016. Further to this Australian alliance, on 23 March 2016, OMT entered into a similar alliance with Boardroom in Singapore and Hong Kong.

During 2015, OMT also signed a global sales revenue referral agreement with Euroinvestor.com providing potential access to more than 600 listed companies in 36 countries including Shell, HSBC, ING, Statoil, Philips, Heineken, Nokia and Prada.

OMT also formed a strategic alliance with Boardroom.Media to leverage content sharing and distribution, data analytics, and customer referral opportunities. Boardroom.Media specialise in audio and video production and webcasting services and provide solutions and services to over 600 ASX-listed companies. Our products and our sales capability will also be further enhanced through partnering with a company that shares our ambition to change the way a company's investor relations services might be delivered. This is an important capability for delivering live web-streaming and virtual AGM's. OMT will provide live-streaming services for AGMs through omniLOOP, and intends to live-stream its AGM on omniLOOP in May 2016.

OMT is well positioned entering 2016, with a strong cash backing and a growing pipeline of clients.

# 2016

## DELIVERING, LAUNCHING AND LEARNING

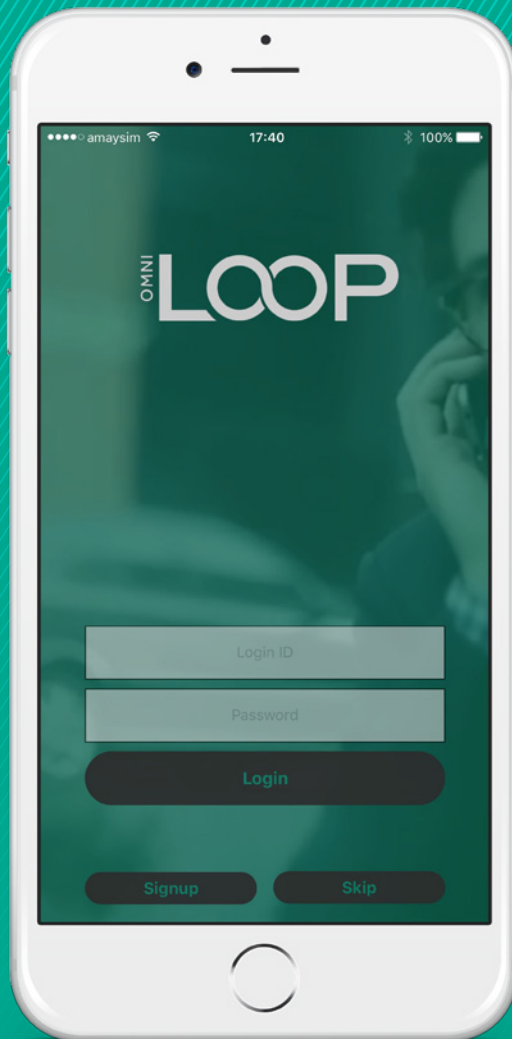
Through 2016 we are focused on delivering for our customers, and consequently, for our shareholders.  
To be the leader in digital stakeholder engagement we will concentrate on four key themes:

1

Enable a Truly  
Unique and  
Differentiated  
Engagement  
Experience

2

Grow a Large,  
Engaged App  
User Base



3

Design, Launch, and  
Grow Revolutionary  
Engagement  
Technology

4

Sustainable  
Expansion to  
New Markets

The launch of omniLOOP delivers a unique and differentiated engagement experience for ASX-listed companies and shareholders. Push-messaging and mobile real-time voting are unique features that will demonstrate value for our users. The next key strategic element will be our evolving product platform and the road-map of new features including cost effective, 100% virtual AGM's and the ability for shareholders to participate in corporate actions. These are new concepts to ASX-listed companies and shareholders alike and will take a period of adoption. OMT is excited to build from the strong base it has created with omniLOOP.

# 1 ENABLE A TRULY DIFFERENTIATED ENGAGEMENT EXPERIENCE

Our range of apps and technology platforms have the potential to radically change the engagement options available to ASX-listed companies.

OMT is targeting 40 clients by the conclusion of 2016 across our full suite of omniLOOP (multi-company platform) and customised white-label apps. This figure represents a combined volume stemming from both our direct sales channel as well as capitalising on the alliance partnerships that were established in 2015 and 2016.

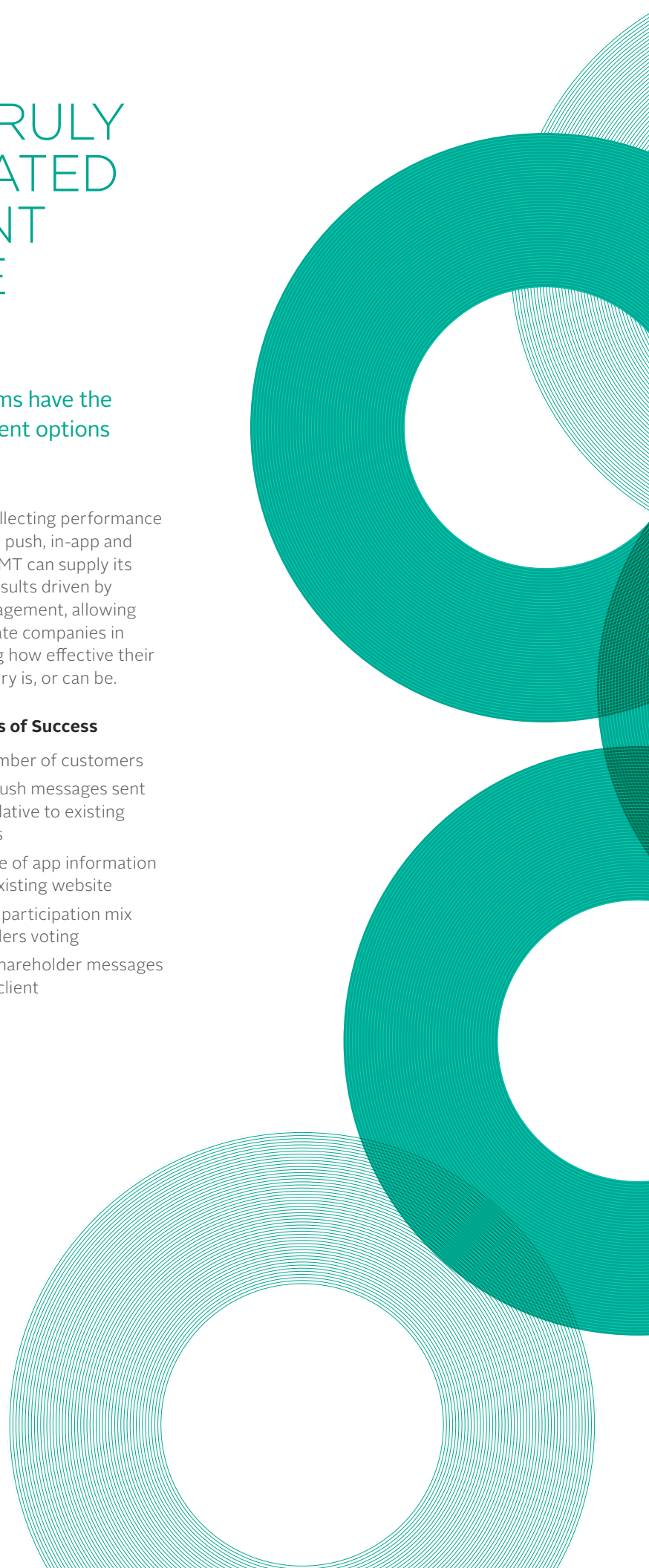
Upon signing ASX-listed companies, our on-boarding framework is designed to drive shareholder downloads, registration and usage. This will in turn provide optimisation benefits across a company's investor relations function as a whole, and the opportunity to integrate additional products not effectively delivered to date.

Data collection and user analytics will be used to further build highly targeted mobile engagement

strategies. Collecting performance data from rich push, in-app and usage data, OMT can supply its clients with results driven by audience engagement, allowing OMT to educate companies in understanding how effective their content delivery is, or can be.

#### Key Measures of Success

- Growing number of customers
- Volume of push messages sent by clients relative to existing distributions
- Performance of app information relative to existing website
- Volume and participation mix of shareholders voting
- Volume of shareholder messages back to the client





# 2

## GROW A LARGE, ENGAGED APP USER BASE

Building shareholder take-up and having a large volume of users regularly accessing our app base will help to drive more signings of ASX-listed companies.

Within the initial release we have included a series of features to continue to drive usage beyond the peak engagement AGM and results calendar. This includes a News Pulse with independent, real-time share prices and a watch-list for shareholders to stay in touch with companies they are interested in outside of voting season.

### **Key Measures of Success**

- Volume of downloads and registrations
- Volume of access to the App
- Repeat usage per shareholder



# 3 DESIGN, LAUNCH, AND GROW REVOLUTIONARY ENGAGEMENT TECH

OMT must ensure it stays ahead of its technical agenda, particularly with regard to future features. OMT acknowledges that its technological agenda must remain dynamic; we understand that if our product becomes static, so will our growth, and our ability to return value to investors.

Designing, launching, and growing intuitive and aesthetically pleasing apps is a key strategic pillar for 2016. The foundations of this were built in 2015 with the proof of concept multi-company OmniPRO platform (rebranded today as omniLOOP) and Telstra iPad Apps. We adhere to clear rollout plans for each new app including the recently-released Boardroom App, and the Westpac and Mobile Embrace customised Apps which are anticipated for release in 2016. Our sales pipeline will also continue to engage the ASX20 to gain a further share of this market.

There are many opportunities to release exciting key features beneficial to ASX-listed companies and shareholders as end-users. For example, we continue to work with share registries to integrate the ability to participate in various corporate actions. The introduction of a feature such as this will allow listed entities to genuinely capitalise on positive shareholder sentiment. Coupled with analytical software and push notifications, this will provide tangible financial benefits to companies who rely on retail investors participation in corporate actions.

It is anticipated that each new feature will build on the gains associated with the earlier releases and be available to a growing base of shareholders using the app. Delivering on our vision to be the leader in digital stakeholder engagement requires continuous innovation.

#### **Key Measures of Success**

- Volume of feature improvements installed
- Analytics on shareholder usage of feature improvements
- Case study analysis of company benefits
- Rate of adoption of new features

# 4 SUSTAINABLE EXPANSION TO NEW MARKETS

Technology is broadening the way people see engagement. It is no longer cost, time or geographically prohibitive. Initially we have been focused on providing a platform for public Australian companies to engage with their shareholders, however our technology has the capability to be applied in other fields where engagement and, in particular, voting, are necessary.

## **Other Geographies**

The Singapore (SGX) and Hong Kong (SEHK) exchanges have more than 700 and 1,600 listed companies respectively. We intend to build capability within these growth markets through alliances and a growing local presence. In March 2016 OMT entered an alliance with Boardroom Limited in Singapore and Hong Kong. This alliance is a similar agreement to that which was executed with Boardroom Australia.

OMT's sales referral agreement with Euroinvestor.com serves also to demonstrate a first step in the European market.

## **Unlisted Organisations**

OMT's product suite fits perfectly in

the unlisted space, in which there is little competition for engagement technology. OMT intends to enter and grow in this space in 2016.

## **Member Organisations**

Member organisations represent a large volume of organisations with voting and engagement needs. From large member bodies, such as the Royal Automobile Clubs and universities, through to the high volume of smaller groups such as sporting clubs, each has a need for engagement including voting and information dissemination.

## **Employee Engagement**

Companies continue to look for innovative ways to engage with their employees, particularly larger organisations that operate

across geographically diverse locations. With the growth of mobile technology, it has become clear that now is the time for large employers to implement enterprise engagement solutions for the benefit of HR teams and employees. OMT continues to explore the opportunities in this market.

## **Other Engagement Opportunities**

Stakeholder engagement can take many forms beyond simple voting and through our sales conversations and analysis we are identifying other market needs beyond the first generation shareholder engagement. OMT continues to scope other engagement opportunities and will keep the market apprised as and when those markets are entered.





OUR BOARD &  
EXECUTIVE TEAM



## MR GLENN VASSALLO

### NON-EXECUTIVE CHAIRMAN

Mr Vassallo is a founder of GRT Lawyers, GRT Foundation and GRT App Pty Ltd (which was acquired by SWW Energy Ltd and renamed OMT). As the managing Director of GRT Lawyers, Mr Vassallo is passionate about working with his highly sophisticated portfolio of national and international clients.

Mr Vassallo has significant experience in formulating and executing complex corporate transactions (including IPOs, takeovers and other equity capital market transactions) with a particular focus on national and international stock and security exchanges. He also has significant high-end complex litigation experience.

Mr Vassallo has been a long standing member of the Law Council of Australia Company Law Committee and the Queensland Law Society Company Law Committee, and has listed ASX board experience. Mr Vassallo holds a Bachelor of Laws and Commerce and is admitted to the Supreme Court of Queensland and the High Court of Australia.

On 26 February 2016, Mr Vassallo was voted by his peers for inclusion in the Ninth Edition of The Best Lawyers in Australia for Equity Capital Markets.

## MRS MEGAN BOSTON

### MANAGING DIRECTOR

Mrs Boston was the Chief Executive Officer of GRT App Pty Ltd since April 2014 and during this time successfully made substantial changes to Omni Market Tide both operationally and strategically.

Mrs Boston holds a Bachelor of Commerce and is a Chartered Accountant with over 10 years' experience as a non-executive Director across a range of industries. She has chaired company boards as well as board sub-committees particularly in the area of finance and risk management. Mrs Boston has completed the Company Directors Course Diploma run by the Australian Institute of Company Directors.

Previously Mrs Boston had senior executive experience at various banking institutions in the area of risk and compliance, as well as working as Manager of Audit Services for PricewaterhouseCoopers.



## MR KENNETH PICKARD

### NON-EXECUTIVE DIRECTOR

Mr Pickard is currently the Managing Director of accounting and advisory services firm Moore Stephens (Queensland) Ltd. He has over 30 years experience in business services consulting and audit, covering private and public companies, through to Local Government and Statutory Bodies.

Mr Pickard is currently a member of the Queensland Premier's Business Advisory Council, and has formerly been a former Director of the Australian Property Growth Fund, Jezzine Barracks Community Trust, and Deputy Chair of Townsville Grammar School. Mr Pickard is currently a member of various private company advisory boards.

Mr Pickard holds a Bachelor of Commerce. He is a Fellow of the Institute of Chartered Accountants Australia, a member of the Australian Institute of Company Directors, a registered company auditor and registered tax agent.

## MR ROSS BLAIR-HOLT

### NON-EXECUTIVE DIRECTOR

Mr Blair-Holt is currently a Director of Australian Leisure and Hospitality Group Pty Ltd (ALH Group), a joint venture between Woolworths Limited and the Mathieson family. Mr Blair-Holt is a Director of all companies in the Bruce Mathieson Group. Mr Blair-Holt is also a member of the ALH Audit Committee. The ALH Group owns approximately 325 hotels and 520 retail outlets across Australia.

Mr Blair-Holt holds a Bachelor of Commerce, is a Fellow of the Certified Practising Accountants Australia (FCPA) and brings a wealth of commercial, banking, transactional and accounting expertise.

## MR RICHARD DENNIS

### NON-EXECUTIVE DIRECTOR

**Appointed on 22 March 2016, following the conclusion of the reporting period.**

Mr. Dennis, is dual qualified in law and commerce, is a Non-Executive Director and Chair of the Audit and Risk Management Committee of ASX-listed Apiam Animal Health Limited and has other Non-Executive Board roles with Springfield Land Corporation, Vesta Living Communities, Gold Coast Private Health Network, Australia Super (QLD Advisory Board) and EWM Group.

Mr. Dennis developed a deep financial, operating, and cultural understanding of cross-border businesses in Asia while holding a succession of senior leadership roles at Ernst & Young. These roles included Deputy COO Asia-Pacific and CFO Asia Pacific (2010-2013). Mr. Dennis was a senior partner at Ernst & Young

between 1991 and 2015 and led the establishment of the firm's Australia China Business Group, which advised Australian and Chinese clients on bilateral trade and investment initiatives. Mr Dennis was Managing Partner of EY in Queensland from 2001-2007 and again from 2014-2015 and was a member of the Queensland Government's inaugural Queensland China Council in 2007.

## MR JOHN MACTAGGART

### NON-EXECUTIVE DIRECTOR

**Resigned on 29 February 2016, after the conclusion of the reporting period.**

Mr Mactaggart has extensive experience across many industries, including agriculture, export of animal products, food processing, industrial fasteners, manufacturing of building equipment and computer hardware and software.

Mr Mactaggart played an integral role in the creation, funding, development and IPO of what is now one of Australia's largest publicly listed software companies, TechnologyOne Ltd (ASX:TNE), where he remains a non-executive Director and a major shareholder. He co-founded the Australian Association of Angel Investors Limited – the not for profit national industry association representing Australian business angels networks, individual angel investors and organisations that support the growth of angel investment in Australia.

Mr Mactaggart is also a Director of a number of unlisted companies. Mr Mactaggart has been a Fellow of the Australian Institute of Company Directors since 1991.

## OLIVER KIDD

### COMPANY SECRETARY & CHIEF OPERATING OFFICER

Mr Kidd has a legal background, with experience as a solicitor in M&A and equity capital markets, and subsequently as Assistant Company Secretary of a major listed company. Mr Kidd's time in the listed corporate space, together with a demonstrated understanding of mobile application development, and robust experience in corporate regulation and compliance places him in good stead to assist the Board in achieving OMT's operating targets.

Mr Kidd holds a Bachelor of Laws as well as a Graduate Diploma in Legal Practice from Bond University, and is currently completing a Graduate Diploma of Applied Corporate Governance at the Governance Institute of Australia.



CORPORATE  
GOVERNANCE  
STATEMENT

## 1. CORPORATE GOVERNANCE

To the extent they are applicable, the Company has adopted The Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council (Recommendations). As the Company's activities develop in size, nature and scope, the size of the Board and the corporate governance policies and structures will be given further consideration. In view of the size of the Company and the nature of its activities, the Board considers that the current board and committee structure is a cost-effective and practical method of directing and managing the Company. The Board is committed to administering the policies and procedures with openness and integrity and pursuing the true spirit of corporate governance commensurate with the Company's needs.

Copies of the Company's corporate governance policies are available on the Company's website, [www.omnimarkettide.com](http://www.omnimarkettide.com).

The Company's compliance and departures from the Recommendations as at 31 December 2015 are set out below:

### PRINCIPLE 1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

#### RECOMMENDATION 1.1

A listed entity should disclose:

- a. the respective roles and responsibilities of its board and management; and
- b. those matters expressly reserved to the board and those delegated to management.

#### COMPLIES

The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board.

The role of the Chairman and the Board's relationship with management are specifically set out in the Board Charter.

A copy of the Board Charter can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

#### RECOMMENDATION 1.2

A listed entity should:

- c. undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and
- d. provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

#### COMPLIES

The Board Charter sets out the nomination responsibilities of the Board.

#### RECOMMENDATION 1.3

A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.

#### COMPLIES

All Non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including remuneration, relevant to the office of Director.

All senior executives execute a contract of employment with the company, setting out the terms of their appointment.

#### RECOMMENDATION 1.4

The company secretary of a listed entity should be accountable directly to the board, through the Chair, on all matters to do with the proper functioning of the board.

#### COMPLIES

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.



### RECOMMENDATION 1.5

A listed entity should:

- a.** have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;
- b.** disclose that policy or a summary of it; and
- c.** disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:
  - i.** the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
  - ii.** if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

#### COMPLIES

The Company has a compliant Diversity Policy. A copy of the Diversity Policy can be found at **www.omnimarkettide.com**. Also see section 10 below.

### RECOMMENDATION 1.6

A listed entity should:

- a.** have and disclose a process for periodically evaluating the performance of the board, its committees and individual Directors; and
- b.** disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

#### COMPLIES

See section 7 below.

### RECOMMENDATION 1.7

A listed entity should:

- c.** have and disclose a process for periodically evaluating the performance of its senior executives; and
- d.** disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

#### COMPLIES

See section 7 below.

## PRINCIPLE 2 STRUCTURE THE BOARD TO ADD VALUE

### RECOMMENDATION 2.1

The board of a listed entity should:

- a. have a nomination committee which:
  - i. has at least three members, a majority of whom are independent Directors; and
  - ii. is chaired by an independent Director,

and disclose:

- i. the charter of the committee;
  - ii. the members of the committee; and
  - iii. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

#### DOES NOT COMPLY

See section 9.2 below.

### RECOMMENDATION 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

#### COMPLIES

See section 5 below.

### RECOMMENDATION 2.3

A listed entity should disclose:

- a. the names of the Directors considered by the board to be independent Directors;
- b. if a Director has an interest, position, association or relationship that might cause doubts about their independence but the board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
- c. the length of service of each Director.

#### COMPLIES

The Company periodically discloses this information as required from time to time. See also section 6 below.

### RECOMMENDATION 2.4

A majority of the board of a listed entity should be independent Directors.

#### DOES NOT COMPLY

See section 6 below.

### RECOMMENDATION 2.5

The chair of the board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.

#### DOES NOT COMPLY

See section 6 below.

### RECOMMENDATION 2.6

A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

#### COMPLIES

New Directors are obliged to participate in the Company's induction process, which provides a comprehensive understanding of the Company, its objectives and the broader market in which the Company operates.

Directors are encouraged to avail themselves of resources required to fulfil the performance of their duties.

## PRINCIPLE 3 ACT ETHICALLY AND RESPONSIBLY

### RECOMMENDATION 3.1

A listed entity should:

- a. have a code of conduct for its Directors, senior executives and employees; and
- b. disclose that code or a summary of it.

#### COMPLIES

The Company has a compliant Code of Conduct. A copy of the Code of Conduct can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

## PRINCIPLE 4 SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### RECOMMENDATION 4.1

The board of a listed entity should:

- a. have an audit committee which:
  - i. has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and
  - ii. is chaired by an independent Director, who is not the chair of the board,

and disclose:

- i. the charter of the committee;
- ii. the relevant qualifications and experience of the members of the committee; and
- iii. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

#### PARTIALLY COMPLIES

See section 9.1 below.

### RECOMMENDATION 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### COMPLIES

Due to the size of the Company, the Board signed the declaration in accordance with section 295A of the Corporations Act. The declaration is made and is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.

### RECOMMENDATION 4.3

A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

#### COMPLIES

The Company's external auditor attended the 2015 AGM to answer questions from security holders relevant to the audit.

## PRINCIPLE 5 MAKE TIMELY AND BALANCED DISCLOSURE

### RECOMMENDATION 5.1

A listed entity should:

- a. have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- b. disclose that policy or a summary of it.

#### COMPLIES

The Company has a compliant Continuous Disclosure Policy.

A copy of the Continuous Disclosure Policy can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

## PRINCIPLE 6 RESPECT THE RIGHTS OF SECURITY HOLDERS

### RECOMMENDATION 6.1

A listed entity should provide information about itself and its governance to investors via its website.

#### COMPLIES

Information about the Company and its governance can be found at [www.omnimarkettide.com](http://www.omnimarkettide.com).

### RECOMMENDATION 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

#### COMPLIES

The Company has a compliant Shareholder Communication Policy.

A copy of the Shareholder Communication Policy can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

### RECOMMENDATION 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

#### COMPLIES

See section 16 below.

### RECOMMENDATION 6.4

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

#### COMPLIES

The Company provides to security holders the option to communicate with it and its share registry electronically.

## PRINCIPLE 7 RECOGNISE AND MANAGE RISK

### RECOMMENDATION 7.1

The board of a listed entity should:

- a.** have a committee or committees to oversee risk, each of which:
  - i.** has at least three members, a majority of whom are independent Directors; and
  - ii.** is chaired by an independent Director,
- and disclose:
  - iii.** the charter of the committee;
  - iv.** the members of the committee; and
  - v.** as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b.** if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

#### PARTIALLY COMPLIES

See section 9.1 below.

### RECOMMENDATION 7.2

The board or a committee of the board should:

- a.** review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- b.** disclose, in relation to each reporting period, whether such a review has taken place.

#### COMPLIES

See section 9.1 below.

### RECOMMENDATION 7.3

A listed entity should disclose:

- a.** if it has an internal audit function, how the function is structured and what role it performs; or
- b.** if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

#### COMPLIES

See section 9.1 below.

### RECOMMENDATION 7.4

A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

#### COMPLIES

See section 11 of the Directors' Report.



## PRINCIPLE 8 REMUNERATE FAIRLY AND RESPONSIBLY

### RECOMMENDATION 8.1

The board of a listed entity should:

- a.** have a remuneration committee which:
  - i.** has at least three members, a majority of whom are independent Directors; and
  - ii.** is chaired by an independent Director,
- and disclose:
  - iii.** the charter of the committee;
  - iv.** the members of the committee; and
  - v.** as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b.** if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

### DOES NOT COMPLY

See section 8 below.

### RECOMMENDATION 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.

### COMPLIES

The policies and practices regarding the remuneration of Non-executive Directors and the remuneration of Executive Directors are set out in the Remuneration Policy.

A copy of the Policy can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

### RECOMMENDATION 8.3

A listed entity which has an equity-based remuneration scheme should:

- a.** have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- b.** disclose that policy or a summary of it.

### NOT APPLICABLE

The Company does not currently utilise an equity-based remuneration scheme.

## 2. COMPOSITION OF THE BOARD

The names and profiles of the Directors of the Company in office as at 31 December 2015, are set out at section 12 of the Directors' report.

The Constitution of the Company provides that the Company shall at all times have at least 3 Directors and that the number of Directors shall not exceed 9. Subject to the Corporations Act, the Company may, by ordinary resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office. Each year one third of the Directors retire and may offer themselves for re-election.

Though John Mactaggart is listed as a Director as at 31 December 2015, it is noted that he has resigned effective 29 February 2016, following the conclusion of the reporting period. Mr Richard Dennis was appointed to the Board as a Non-executive Director following the conclusion of the reporting period, on 22 March 2016.

## 3. ROLE OF THE BOARD

The primary responsibility of the Board is to represent and advance Shareholders' interests and to protect the interests of all stakeholders. To fulfil this role, the Board is responsible for the overall corporate governance of the Company including its strategic direction, establishing goals for management and monitoring the achievement of these goals. The Board acts in the best interests of the Company as a whole and is accountable to shareholders for the overall direction and management of the Company.

The Board has adopted a Charter that details its roles and responsibilities, which is available on the Company's website, [www.omnimarkettide.com](http://www.omnimarkettide.com).

### Under the Board Charter the general responsibilities of the Board are to:

- a. provide leadership and setting the strategic direction of the Company;
- b. review on an ongoing basis how the Company's strategic environment is changing, what key risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;
- c. oversee Management's implementation of the Company's strategic objectives and its performance generally;
- d. appoint and when necessary remove the:
  - i. the chairperson of the Board (Chair);
  - ii. the Managing Director of the Company and approving or ratifying the appointment of other senior executives (Senior Executives); and
  - iii. the company secretary (Company Secretary);
- e. evaluate, approve and monitor the Company's annual budgets and business plans;
- f. approve and monitor the progress of major capital expenditure;
- g. determine the Company's dividend policy (if any) and oversee the financing of dividend payments (if any);
- h. monitor the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- i. monitor the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of its securities;
- j. ensure that the Company has in place an appropriate risk management framework;
- k. set the risk appetite within which the Board expects Management to operate;
- l. approve the Company's remuneration framework;
- m. monitor the effectiveness of the Company's governance practises;
- n. monitor and manage the performance of Senior Executives;
- o. ensure that appropriate resources are available to Senior Executives;
- p. approve and manage succession plans for Senior Executives and other key management positions that may be identified from time to time;
- q. review and monitor any related party transactions; and
- r. monitor the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements.

## 4. MATTERS DELEGATED TO MANAGEMENT

The Board has delegated responsibility for day to day management and administration of the Company to the Managing Director and the Company's other Senior Executives. The Managing Director manages the Company in accordance with the strategy, plans and policies approved by the Board. Management is responsible for implementing the strategic objectives of and operating within the risk appetite set by the Board. Management is also responsible for providing the Board with accurate, timely and clear information to enable the board to perform its responsibilities.

- a. developing and recommending to the Board strategies, business plans and annual budgets for the Company;
- b. implementing the strategies, business plans and budgets adopted by the Board;
- c. providing effective leadership, direction and supervision of the Senior Executive team to achieve the strategies, business plans and budgets adopted by the Board;
- d. managing resources within budgets approved by the Board;
- e. ensuring compliance with applicable laws and regulations; and
- f. ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance.

## 5. BOARD STRUCTURE

The Company is committed to ensuring that the composition of the Board includes Directors who bring an appropriate mix of skill, experience and expertise to Board decision making.

The Company maintains a Board skills matrix which sets out the mix of skills, experience and expertise the Board currently has and is looking to achieve in its membership. Only Directors serving on the Board after the re-quotations are included in the below matrix, given the Company was previously non-operational. That skills matrix is reproduced below.

SKILLS MATRIX	Megan Boston	Glenn Vassallo	Ken Pickard	Ross Blair-Holt	John Mactaggart <sup>1</sup>
MGT.	✓	✓	✓	✓	✓
FINANCE	✓		✓	✓	
BUS.	✓	✓	✓	✓	✓
LAW		✓			
CORP GOV	✓	✓	✓	✓	✓
TECH				✓	✓
SPECIAL	(1)	(2)			(3)

- (1) Policy development, risk management, public sector exp.
- (2) Demonstrated experience in managing stakeholder relations
- (3) Considerable technology experience; continues to serve on the Board of a significant Australian technology business.

### MANAGEMENT

High level decision making capacity and high level negotiating skills. Outstanding interpersonal skills with strong networks.

### FINANCE

Qualified accountant with high level financial management skills, preferably in a public environment.

### COMMERCE OR BUSINESS

Business leadership experience, medium or large organisation. Commercial business experience; experience in a business development role.

### LAW

Legal experience in areas such as commerce, corporate, technology, etc.

### CORPORATE GOVERNANCE

Previous experience as a member of a Board, particularly public sector. Capacity to Chair Board.

### TECHNOLOGY

Experience in development and commercialisation of new technologies.

<sup>1</sup> Mr Mactaggart resigned from the Board of the Company on 29 February 2016.

## 6. INDEPENDENCE OF DIRECTORS

The Board currently has only one independent Director.<sup>2</sup> All of the Directors of the Company are shareholders.

Under the Board Charter the Board will include an independent, non-executive Director who will also be the Chairman. Since listing on 30 July 2015 the Board Composition has not been in accordance with the Board Charter or ASX Recommendations. The Board recognises the important contribution independent Directors make to good corporate governance and intends to appoint an independent Director to act as non-executive Chairman as soon as practicable.

A register of Directors' material interests is maintained and is regularly sent to each Director for their review. If a Director is involved with another company or professional firm that may have dealings with the Company, such dealings are at arm's length and on normal commercial terms

Given the Company's size, requirements and resources the Board considers the existing skills matrix of the Directors is currently highly appropriate.

## 7. EVALUATION OF THE BOARD

### EVALUATION OF THE BOARD, SUB-COMMITTEES, AND INDIVIDUAL DIRECTORS

An informal assessment process, facilitated by the Chairman in consultation with the Company's professional advisors, has been committed to by the Board in order to properly evaluate the performance of the Board, its sub-committees, and individual Directors.

During the financial period, an evaluation of the Board's performance was not conducted, however it is the Chairman's intention to conduct such a review in the first half of 2016, prior to the conclusion of OMT's first full operating year (following re-quotations on the ASX on 30 July 2015).

### EVALUATION OF SENIOR EXECUTIVES

The Board continues to monitor the performance of senior management, including measuring actual performance against planned performance.

During the financial period, an evaluation of senior executives was not conducted, however it is the Board's intention to do so in the first half of 2016, prior to the conclusion of OMT's first full operating year (following re-quotations on the ASX on 30 July 2015).

## 8. REMUNERATION

The Company does not have a remuneration committee.

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the establishment of a remuneration committee. This Board and committee structure will be reviewed at the appropriate stages of the Company's development.

The full Board maintains responsibility for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

These responsibilities of the Board are set out in the Board Charter and the Remuneration Policy. A copy of the Board Charter and the Remuneration Policy can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

Details as to the processes the Company employs for setting the level and composition of remuneration for Directors and senior executives can be found in the Remuneration Report component of this Annual Report, commencing at page 37.

<sup>2</sup> Mr Mactaggart resigned from the Board of the Company on 29 February 2016.

## 9. COMMITTEES

### 9.1 FINANCE, AUDIT AND RISK MANAGEMENT COMMITTEE

The Finance, Audit and Risk Management Committee (FARMC) is a sub-committee of the Board of Directors that provides oversight of risk at the enterprise level. The FARMC reports to the Board for leadership, strategy and assurance in relation to:

- a. the financial strategy, financial performance and sustainability of the Company;
- b. providing recommendations to the Board on the integrity and acceptance of annual financial statements;
- c. assuring an effective and independent audit and risk assessment function for the Company;
- d. providing independent advice and assurance to the Board on processes of governance, risk management and internal control in line with leading practice; and
- e. internal processes and controls for ensuring compliance with statutory and regulatory requirements, codes of conduct and reasonable community expectations.

The Charter of the FARM Committee can be found on the Company's website [www.omnimarkettide.com](http://www.omnimarkettide.com).

The FARMC is appointed by the Board, and consist of three (3) non-executive Directors. The committee is chaired by a Non-Executive Director of the Company as appointed by the Board. Members are appointed for a minimum term of two years but no more than five years. The Board reviews membership on an annual basis. The FARMC meets at least quarterly with additional meetings being held as required.

The members of the FARM Committee during the 2015 reporting period were:

- Mr Ken Pickard (Chairman);
- Mr John Mactaggart (Non-Executive Director);
- Mr Ross Blair-Holt (Non-Executive Director)

The relevant qualifications and experience of the members of the committee can be found at section 12 of the Directors' Report.

John Mactaggart was the only independent Director on the FARM Committee and has since been replaced by Mr Richard Dennis, who is also an independent Director. All other members of the FARMC are substantial shareholders. Given the Company's size, requirements and resources the Board considers the existing skills matrix of the FARMC is currently highly appropriate.

The number of times the FARMC met throughout the 2015 reporting period and the individual attendances of the members at those meetings is set out in the table below.

FINANCE, AUDIT, AND RISK MANAGEMENT COMMITTEE	Number eligible to attend	Number attended
<b>KENNETH PICKARD</b> (appointed 22 July 2015)	2	2
<b>ROSS BLAIR-HOLT</b> (appointed 22 July 2015)	2	2
<b>JOHN MACTAGGART</b> (appointed 22 July 2015, resigned 29 February 2016)	2	2

### 9.2 NOMINATION COMMITTEE

The Company does not have a nomination committee. The Board considers that the Company is not currently of a size, nor are its affairs of sufficient complexity, to justify the establishment of a nomination committee.

The Board and committee structure will be reviewed at the appropriate stages of the Company's development. The Board remains responsible for ensuring the Board has the appropriate balance of skill, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. The full Board also maintains responsibility for Board succession.

The nomination responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).



## 10. DIVERSITY

The Company is committed to ensuring an inclusive workplace that encourages and embraces diversity. The Company is an equal opportunity employer and respects and welcomes people from all backgrounds.

The Company has a Diversity Policy in place to ensure the Company:

- a. encourages a corporate culture that recognises and values diversity;
- b. provides equal access and opportunities to all its employees; and
- c. promotes a fair and balanced approach ensuring the appointment and advancement of employees is based on skill, performance and capability;

The Company's annual compliance report for the period ending 31 December 2015 is below.

DIVERSITY SCHEDULE	Female	Male	% Female
BOARD	1	4	20%
SENIOR MANAGEMENT	1	1	50%
LINE MANAGERS	1	2	33%
TECHNICAL	0	5	0%
ADMINISTRATION STAFF	1	0	100%
<b>TOTAL EXCL. BOARD</b>	<b>3</b>	<b>8</b>	<b>27%</b>
<b>TOTAL INCL. BOARD</b>	<b>4</b>	<b>12</b>	<b>25%</b>

During CY16, the Board will set a number of measurable diversity targets, which will be made available via the Company's website, [www.omnimarkettide.com](http://www.omnimarkettide.com).

## 11. INTERNAL AUDIT

OMT's internal audit activities are yet to be fully developed. Primarily, this is due to the Company's small size.

Currently, the Finance, Audit, and Risk Management Committee is responsible for evaluating and continually improving the effectiveness of OMT's risk management and internal control processes. The Board believes that this process is sufficient given the currently small size and low complexity of OMT's risk management and internal control function.

## 12. CODE OF CONDUCT

The Board acknowledges the importance of all Directors and employees maintaining the highest standards of behaviour and ethical conduct when engaging in corporate activity and has adopted a Code of Conduct. The Code of Conduct sets out the minimum standards of conduct expected of all Directors, officers, executives, employees and contractors of the Company.

The Code of Conduct applies to all of all Directors, officers, executives, employees and contractors of the Company (collectively Employees).

Under the Code of Conduct each Employee is generally expected to:

- a. act in the best interests of the Company;
- b. act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity;
- c. comply with all laws and regulations that apply to the Company and its operations;
- d. report any circumstance which is believed, in good faith, to be a breach of a law or this Code; and
- e. to avoid entering into any arrangement or participating in any activity that would conflict with Company's best interests or that would be likely to negatively affect the Company's reputation.

The full Code of Conduct is available on the Company's website, [www.omnimarkettide.com](http://www.omnimarkettide.com).

## 13. SECURITIES TRADING POLICY

The Company has adopted a Securities Trading Policy to minimise the risk of insider trading in the Company's securities consistent with good corporate governance principles. The policy applies to all Directors and employees of the Company and their spouses, children and related private entities as well as contractors, consultants, advisors and auditors of the Company (Restricted Persons).

The policy prohibits all Restricted Persons from trading in the Company's securities if they are in possession of inside information regarding the Company. Restricted Persons must also not communicate inside information to a person who may deal in Company Securities.

Restricted Persons must not trade in the Company's securities during closed periods. Trading is generally permitted at other times provided there is no contravention of insider trading laws. The policy also restricts hedging and margin loan activities as well as short-term or speculative dealing in the Company's Securities by employees, including Restricted Persons.

The Company's Securities Trading Policy can be found on the Company's website, [www.omnimarkettide.com](http://www.omnimarkettide.com).

## 14. CONTINUOUS DISCLOSURE

The Company acknowledges that timely disclosure of price sensitive information is essential to the efficient operation of the Australian Securities Exchange's securities market. The Company Secretary has responsibility for overseeing and coordinating the Company's compliance with its continuous disclosure obligations.

## 15. SHAREHOLDER COMMUNICATION POLICY

The Company is committed to regularly communicating with its shareholders in a timely and accessible manner, and to encouraging shareholder participation at its meetings. The Company has adopted a Shareholder Communication Policy which sets out the processes by which the Company will strive to ensure that shareholders are provided with appropriate information and facilities to allow them to exercise their rights effectively.

Omni Market Tide is in the business of enhancing stakeholder engagement. To that end, omniLOOP, OMT's flagship investor engagement platform, was released to market in March 2016. The key value proposition of omniLOOP is to simplify current shareholder engagement processes, including information dissemination, voting, and meeting attendance.

- OmniLOOP is the primary medium to promote effective communication with shareholders.
- OmniLOOP is in addition to the ASX announcements platform, and 'Investors' section of the Company's website. Where possible, all important Company events will be webcasted through omniLOOP.

A copy of the Shareholder Communication Policy can be accessed at [www.omnimarkettide.com](http://www.omnimarkettide.com).

## 16. MEETINGS

OMT's AGM in May will be conducted via omniLOOP, OMT's flagship investor engagement platform. This means that OMT's investors will be able to vote directly via omniLOOP, as well as live stream the meeting through smart devices. OMT's meeting documentation will also be distributed to shareholders via omniLOOP to encourage a genuine review of documents and participation at the meeting. Notices for general meetings and other communications with shareholders are drafted to ensure that they are honest, accurate and not misleading, and that the nature of the business of the meeting is clearly stated and explained where necessary.

In the interest of representing the views of as many shareholders as possible, OMT will also utilise push messaging and audience segmentation. This will encourage all shareholders to participate at the AGM.



DIRECTORS'  
REPORT



The Directors present their report, together with the financial statements, on Omni Market Tide Limited (the Company) for the period ended 31 December 2015.

Omni Market Tide Limited (formerly SWW Energy Limited) was re-quoted on the Australian Securities Exchange on **30 July 2015**.

## 1. DIRECTORS

The following persons were Directors of the Company during the period, for the terms outlined below:

- **Glenn Vassallo - Chairman**  
(appointed 22 July 2015)

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- **Megan Boston - Managing Director**  
(appointed 22 July 2015)

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- **Ken Pickard**  
(appointed 22 July 2015)

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- **Ross Blair-Holt**  
(appointed 22 July 2015)

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- **John Mactaggart**  
(appointed 22 July 2015, resigned 29 February 2016 following the conclusion of the reporting period)

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- **Alan Stuart Foster**  
(resigned 22 July 2015)

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- **Chris Francis**  
(resigned 22 July 2015)

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- **Matthew Foy**  
(resigned 22 July 2015, continuing as Company Secretary until 14 October 2015)

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## 2. PRINCIPAL ACTIVITY

During the period, the Company acquired GRT App Pty Ltd (the Acquisition) as detailed at item 5 below. As part of the Acquisition, Glenn Vassallo, Megan Boston, Ken Pickard, Ross Blair-Holt and John Mactaggart were appointed to the Board of the Company on 22 July 2015. Following these appointments, the existing Directors, being Alan Stuart Foster, Matthew Foy and Chris Francis, resigned effective 22 July 2015. Following the conclusion of the reporting period, John Mactaggart resigned from the Board on 29 February 2016.

During the period, the principal continuing activity of the Company consisted of the development of multi-platform smart-phone applications, together with the associated content management systems and application program interfaces, to allow

better engagement between companies and their stakeholders. The Company also focussed on increasing its sales and marketing capabilities.

Omni Market Tide's current primary offering is a multi-company investor engagement application, omniLOOP.

## 3. DIVIDENDS

There were no dividends paid, recommended or declared during the period.

## 4. REVIEW OF OPERATIONS

The consolidated loss of the Company for the period 1 January 2015 to 31 December 2015 amounted to AUD 2.85 million.

These results incorporate the acquisition of GRT App Pty Ltd (noted above), costs associated with SWW Energy Ltd's (now Omni Market Tide Ltd) re-quotations on the Australian Securities Exchange, and a significant capital raising of AUD 5 million.

Further, in the second half of CY15, significant expenditure was budgeted and expended in relation to the development of omniLOOP, Omni Market Tide's flagship product.

A detailed review of the Company's operations commences on page 5.

## 5. ACQUISITION OF GRT APP PTY LTD

During the period, the Company dealt with various matters arising from the acquisition of an investor relations, voting and shareholder engagement software application (App) developer, GRT App Pty Ltd (GRT App), the developer of GRT eXchange, via a reverse takeover (the Acquisition). The Acquisition (and all related matters) was approved at the Company's 2015 AGM.

The Acquisition resulted in a significant change in the state of affairs of the Company, and as such, the Acquisition is dealt with in detail in section 6 below.



## 6. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

On 30 November 2014, Omni Market Tide Ltd (the Company), formerly SWW Energy Ltd, executed an agreement to acquire 100% of the issued capital in GRT App (the Acquisition).

### The Acquisition involved, amongst other things:

- changes to the Board and management of the Company;
- a change to the nature and scale of the Company's activities;
- a consolidation of the Company's issued capital;
- changing the Company's name from SWW Energy Ltd to Omni Market Tide Ltd;
- the issue of ordinary shares to the owners of GRT App Pty Ltd (GRT App Vendors);
- the undertaking of a capital raising to successfully raise \$5 million;
- approval from shareholders at the 2015 Annual General Meeting on a number of matters; and
- the Company re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

These matters are outlined in further detail below.

### The Acquisition was subject to a number of conditions precedent, each of which was satisfied:

- Completion of legal and financial due diligence to SWW's satisfaction;
- SWW (as it then was) Shareholder approval;
- SWW (as it then was) completing a post-Consolidation capital raising of at least \$3.0 million and no more than \$5.0 million (Capital Raising). Foster Stockbroking Pty Ltd was to act as Lead Manager to the capital raising.
- ASX confirming re-compliance with Chapters 1 and 2 of the ASX Listing Rules (if required) and allowing recommencement of trade; and
- SWW Energy Limited changing its name to Omni Market Tide Ltd.

### 6.1 BOARD AND MANAGEMENT CHANGES

Following the Acquisition, the Company implemented Board and Management changes.

On completion of the Acquisition (22 July 2015):

### RESIGNATIONS

- **Mr Stuart Foster** (Non-executive Chairman) resigned;
- **Mr Chris Francis** (Non-executive Director) resigned;
- **Mr Matthew Foy** (Non-executive Director and Company Secretary) resigned as a Director. Mr Foy continued as Company Secretary until 14 October 2015;

### APPOINTMENTS

- **Mrs Megan Boston** (Managing Director), CEO of GRT App Pty Ltd, was appointed to the Board;
- **Mr Kenneth Pickard** (Non-executive Director), Non-executive Director of GRT App Pty Ltd, was appointed to the Board;
- **Mr Ross Blair-Holt** (Non-executive Director), Non-Executive Director of GRT App Pty Ltd, was appointed to the Board;
- **Mr Glenn Vassallo** (Non-executive Chairman), Non-Executive Director of GRT App Pty Ltd, was appointed to the Board; and
- **Mr John Mactaggart** (Non-executive Director), Non-Executive Director of GRT App Pty Ltd, was appointed to the Board. Mr Mactaggart resigned on 29 February 2016.

### 6.2 CHANGE TO NATURE AND SCALE OF COMPANY'S ACTIVITIES

Ahead of the Acquisition, the Company was required by the ASX to seek shareholder approval for change in the nature and scale of the Company's activities in accordance with ASX Listing Rule 11.1.2.

The Acquisition involved a significant change to the nature of the Company's main business activity, from an energy company to a company focusing on the provision of stakeholder engagement technology and related services.

Shareholder approval was successfully obtained at the Company's Annual General Meeting on 29 May 2015. Since then, the Company has focused on the development and commercialisation of stakeholder engagement technology and related services.

### 6.3 SHARE CONSOLIDATION

As a component of the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules, shareholder approval was obtained for a consolidation of the Company's capital. The Company's fully-paid ordinary shares were consolidated on a 1 for 20 basis, from 531,372,319 to 26,568,616.

### 6.4 CAPITAL RAISING

The Company undertook a \$5,000,000 capital raising (the Capital Raising). The funds from the Capital Raising will underpin the Company's existing growth rates over the next 1-2 years, and accelerate the growth of the Company by funding additional sales and marketing activities.

The Capital Raising was over-subscribed, with the Company issuing 50,000,000 post-consolidation fully-paid ordinary shares and 25,000,000 options to raise \$5,000,000.

### 6.5 CHANGE OF NAME

During the period, the Company changed its name to Omni Market Tide Ltd to better reflect the current business of the Company. In accordance with ss 157(1)(a) and 136(2) of the Corporations Act, the Company sought and obtained shareholder approval for the change of name, and to amend the Company's constitution to reflect the change of name.

The change of name was effected on completion of the Acquisition, on 22 July 2015.

### 6.6 ISSUE OF ORDINARY SHARES TO THE GRT APP VENDORS

The Company acquired GRT App Pty Ltd (GRT App) from the GRT App Vendors (the Acquisition). Other than by reason of the Acquisition none of the GRT App Vendors were related parties to the Company. Whilst some of the GRT App Vendors were related parties by virtue of the fact that they or their controller may have been appointed as a Director of the Company upon completion of the Acquisition, Shareholder approval was not required under the Corporations Act or the ASX Listing Rules for the issue of Shares to the GRT App Vendors because dealings with those parties by the Company was on arm's length terms.

The total consideration paid to the GRT App Vendors for 100% of the issued share capital of GRT App was:

- a. 150 million (150,000,000) fully-paid ordinary shares in the Company (post-consolidation); and
- b. 30 million (30,000,000) Class A Performance Shares.

Shareholder approval was obtained to issue the above securities outside of the Company's 15% placement capacity, and the securities were issued to the GRT App Vendors prior to the Company's re-quotations on the ASX, and will be held subject to escrow agreements for 24 months.

An analysis of the Company's current capital structure is detailed at section 8 below.

### 6.7 RE-COMPLIANCE WITH THE ASX LISTING RULES

In addition to the above matters in relation to the Acquisition, the ASX indicated that it would require the Company to seek shareholder approval for the Acquisition, and to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules prior to granting re-quotations of the Company's securities.

These conditions were satisfied by the Company and it was re-quoted on the ASX on 30 July 2015.

## 7. CORPORATE

As noted above, the Company underwent a number of Board and Management changes throughout the reporting period, all of which related to the Acquisition. These changes are dealt with in section 6.1.

## 8. CAPITAL STRUCTURE

SECURITIES CURRENTLY QUOTED ON ASX	NUMBER
Fully paid ordinary shares	76,568,898

Options exercisable at \$0.10 on or before 31 December 2018	25,000,000
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ESCROWED SECURITIES (UNTIL JULY 2017)	NUMBER
Ordinary shares	150,000,000
Performance shares (Class A)	30,000,000
Performance shares (Class B)	10,000,000

## 9. EVENTS AFTER THE REPORTING DATE

Mr Richard Dennis was appointed as a Non-executive Director on 22 March 2016.

John Mactaggart resigned as a Non-executive Director on 29 February 2016.

On 23 March 2016, OMT entered into an alliance with Boardroom Limited in Singapore and Hong Kong. This alliance represents an expansion of the existing alliance between OMT and Boardroom Australia.

## 10. FUTURE DEVELOPMENTS AND RESULTS

Information on likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

## 11. ENVIRONMENTAL ISSUES

The Company's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory of Australia.

## 12. INFORMATION ON DIRECTORS

### GLENN VASSALLO

**Title:** Non-executive Chairman  
(appointed 22 July 2015)

**Qualifications:** LLB, BCom

**Experience and expertise:** Mr Vassallo is a founder of GRT Lawyers, GRT Foundation and GRT App Pty Ltd (which was acquired by SWW Energy Ltd and renamed OMT). As the managing Director of GRT Lawyers, Mr Vassallo is passionate about working with his highly sophisticated national and international clients to implement their corporate strategy.

Mr Vassallo has significant experience in formulating and executing complex corporate transactions (including IPOs, takeovers and other equity capital market transactions) with a particular focus on national and international stock and security exchanges. He also has significant high-end complex litigation experience.

Mr Vassallo has been a long standing member of the Law Council of Australia Company Law Committee and the Queensland Law Society Company Law Committee, and has listed ASX board experience. Mr Vassallo holds a Bachelor of Laws and Commerce and is admitted to the Supreme Court of Queensland and the High Court of Australia.

On 26 February 2016, Mr Vassallo was voted by his peers for inclusion in the Ninth Edition of The Best Lawyers in Australia for Equity Capital Markets.

**Other current listed Company directorships:** N/A

**Former listed Company directorships  
(last 3 years):** N/A

**Special responsibilities:** N/A

**Interests in shares:** Included in Remuneration Report

### MEGAN BOSTON

**Title:** Managing Director (appointed 22 July 2015)

**Qualifications:** BComm, CA, Dip. Share Trading & Investment, GAICD

**Experience and expertise:** Mrs Boston was the Chief Executive Officer of GRT App Pty Ltd since April 2014 and during this time successfully made substantial changes to Omni Market Tide both operationally and strategically.

Mrs Boston holds a Bachelor of Commerce and is a Chartered Accountant with over 10 years' experience as a non-executive Director across a range of industries. She has chaired company boards as well

as board sub-committees particularly in the area of finance and risk management. Mrs Boston has completed the Company Directors Course Diploma run by the Australian Institute of Company Directors.

Previously Mrs Boston had senior executive experience at various banking institutions in the area of risk and compliance, as well as working as manager of audit services for PricewaterhouseCoopers.

**Other current listed Company directorships:** N/A

**Former listed Company directorships  
(last 3 years):** N/A

**Special responsibilities:** N/A

**Interests in shares:** Included in Remuneration Report

### ROSS BLAIR-HOLT

**Title:** Non-executive Director (appointed 22 July 2015)

**Qualifications:** BCom, FCPA

**Experience and expertise:** Mr Blair-Holt is currently a Director of Australian Leisure and Hospitality Group Pty Ltd (ALH Group), a joint venture between Woolworths Limited and the Mathieson family. Mr Blair-Holt is a Director of all companies in the Bruce Mathieson Group. Mr Blair-Holt is also a member of the ALH Audit Committee. The ALH Group owns approximately 325 hotels and 520 retail outlets across Australia.

Mr Blair-Holt holds a Bachelor of Commerce, is a Fellow of the Certified Practising Accountants Australia (FCPA) and brings a wealth of commercial, banking, transactional and accounting expertise.

**Other current listed Company directorships:** Respiro Ltd (Non-executive Director)

**Former listed Company directorships  
(last 3 years):** Western Desert Resources Limited – resigned 5 September 2014

**Special responsibilities:** Member of the Finance, Audit, and Risk Management Committee

**Interests in shares:** Included in Remuneration Report

### KENNETH PICKARD

**Title:** Non-executive Director (appointed 22 July 2015)

**Qualifications:** BCom, CA

**Experience and expertise:** Mr Pickard is currently the Managing Director of accounting and advisory services

firm Moore Stephens (Queensland) Ltd. He has over 30 years experience in business services consulting and audit, covering private and public companies, through to Local Government and Statutory Bodies.

Mr Pickard is currently a member of the Queensland Premier's Business Advisory Council, and has formerly been a former Director of the Australian Property Growth Fund, Jezzine Barracks Community Trust, and Deputy Chair of Townsville Grammar School. Mr Pickard is currently a member of various private company advisory boards.

Mr Pickard holds a Bachelor of Commerce. He is a Fellow of the Institute of Chartered Accountants Australia, a member of the Australian Institute of Company Directors, a registered company auditor and registered tax agent.

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**Other current listed Company directorships:** N/A

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**Former listed Company directorships (last 3 years):** N/A

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**Special responsibilities:** Chairman of the Finance, Audit, and Risk Management Committee

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**Interests in shares:** Included in Remuneration Report

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## JOHN MACTAGGART

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**Title:** Non-executive Director (appointed 22 July 2015, resigned 29 February 2016)

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**Qualifications:** N/A

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**Experience and expertise:** Mr Mactaggart has extensive experience across many industries, including agriculture, export of animal products, food processing, industrial fasteners, manufacturing of building equipment and computer hardware and software.

Mr Mactaggart played an integral role in the creation, funding and development and IPO of what is now one of Australia's largest publicly listed software companies, TechnologyOne Ltd (ASX:TNE), where he remains a non-executive Director and a major shareholder. He co-founded the Australian Association of Angel Investors Limited – the not for profit national industry association representing Australian business angels networks, individual angel investors and organisations that support the growth of angel investment in Australia.

Mr Mactaggart is also a Director of a number of unlisted companies. Mr Mactaggart has been a Fellow of the Australian Institute of Company Directors since 1991.

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**Other current listed Company directorships:**

TechnologyOne Ltd (Non-executive Director)

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**Former listed Company directorships (last 3 years):** N/A

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**Special responsibilities:** Member of the Finance, Audit, and Risk Management Committee

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**Interests in shares:** Included in Remuneration Report

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## RICHARD DENNIS

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**Title:** Non-executive Director (appointed 22 March 2016)

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**Qualifications:** BCom, LL.B

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**Experience and expertise:** Mr. Dennis, is dual qualified in law and commerce, is a Non-Executive Director and Chair of the Audit and Risk Management Committee of ASX-listed Apiam Animal Health Limited and has other Non-Executive Board roles with Springfield Land Corporation, Vesta Living Communities, Gold Coast Private Health Network, Australia Super (QLD Advisory Board) and EWM Group.

Mr. Dennis developed a deep financial, operating, and cultural understanding of cross-border businesses in Asia while holding a succession of senior leadership roles at Ernst & Young. These roles included Deputy COO Asia-Pacific and CFO Asia Pacific (2010-2013). Mr. Dennis was a senior partner at Ernst & Young between 1991 and 2015 and led the establishment of the firm's Australia China Business Group, which advised Australian and Chinese clients on bilateral trade and investment initiatives. Mr Dennis was Managing Partner of EY in Queensland from 2001-2007 and again from 2014-2015 and was a member of the Queensland Government's inaugural Queensland China Council in 2007.

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**Other current listed Company directorships:**

Apiam Animal Health Ltd

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**Former listed Company directorships (last 3 years):** N/A

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**Special responsibilities:** Member of the Finance, Audit, and Risk Management Committee

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**Interests in shares:** 250,000 Fully-paid Ordinary Shares

## 13. COMPANY SECRETARY

The Company's Company Secretary is Mr Oliver Kidd (appointed 6 October 2015). Mr Kidd holds a Bachelor of Laws and Post-Graduate Diploma in Legal Practice from Bond University, and is currently completing a Graduate Diploma in Applied Corporate Governance at the Governance Institute of Australia.

Prior to the appointment of Mr Kidd, the Company Secretary was Mr Matthew Foy, who resigned on 14 October 2015.

## 14. MEETINGS OF DIRECTORS

	DIRECTORS' MEETINGS		FINANCE, AUDIT, AND RISK MANAGEMENT COMMITTEE	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
<b>Glenn Vassallo</b> (appointed 22 July 2015)	5	5	-	-
<b>Megan Boston</b> (appointed 22 July 2015)	5	5	-	-
<b>Kenneth Pickard</b> (appointed 22 July 2015)	5	5	2	2
<b>Ross Blair-Holt</b> (appointed 22 July 2015)	5	5	2	2
<b>John Mactaggart</b> (appointed 22 July 2015, resigned 29 February 2016)	5	4	2	2
<b>Stuart Foster</b> (resigned 22 July 2015)	3	3	-	-
<b>Chris Francis</b> (resigned 22 July 2015)	3	3	-	-
<b>Matthew Foy</b> (resigned 22 July 2015)	3	3	-	-

## 15. OPTIONS

At the date of this report, the unissued ordinary shares of Omni Market Tide Limited under option are as follows:

GRANT DATE	DATE OF EXPIRY	EXERCISE PRICE	NUMBER UNDER OPTION
22 July 2015	31 December 2018	\$0.10	25,000,000

Option holders do not have any rights to participate in any issues of shares or other interests in the Company.

No options have been issued to Directors or other Key Management Personnel. For details of the Performance Shares issued to Directors and other key management personnel, refer to the remuneration report.

During the period ended 31 December 2015, and up to the date of this report, no ordinary shares of Omni Market Tide Limited have been issued on the exercise of options granted.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.



## 16. INDEMNIFICATION AND INSURANCE OF OFFICERS

Every person who is or has been a Director, secretary or executive officer of the entity is indemnified, to the maximum extent permitted by law, out of property of the company against any liabilities for costs and expenses incurred by that person unless the liability arises out of conduct involving a lack of good faith.

The company has paid a premium for Directors and officers liability. The insurance policy covers the Directors of the company and executive officers. The contract prohibits the disclosure of the nature of the liability insured and the amount of the premium.

## 17. INDEMNIFICATION AND INSURANCE OF AUDITORS

The Company has not, during or since the end of the financial period, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial period, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

## 18. PROCEEDINGS ON BEHALF OF COMPANY

No person has 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 purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

The Company was not a party to any such proceedings during the year.

## 19. NON-AUDIT SERVICES

The Directors are satisfied that the provision of non-audit services provided during the financial period, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- All non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and

- None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing economic risks and rewards.

The following fees for non-audit services were paid to the external auditors during the year ended 31 December 2015:

	2015	2014
Compliance and Taxation Services	\$ -	\$ -

## 20. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration in accordance with section 307C of the Corporations Act 2001 for the period ended 31 December 2015 has been received and can be found in page 56 of the financial report.

## 21. REMUNERATION REPORT (AUDITED)

This remuneration report outlines the Director and executive remuneration arrangements of the each Director of Omni Market Tide Ltd, and for all other key management personnel, in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, key management personnel (KMP) are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, including any Directors (whether executive or otherwise).

**The remuneration report is presented in the below sections:**

- Key Management Personnel
- Remuneration Framework
- Executive Remuneration Arrangements
- Executive Contractual Arrangements
- Non-executive Director Arrangements
- Relationship of Reward and Performance
- Remuneration Details
- Share-based Remuneration
- Shareholdings
- Other Key Management Personnel Disclosures
- Use of Remuneration Consultants
- Voting and Other Comments Made at the Company's 2015 AGM

## 21.2 KEY MANAGEMENT PERSONNEL (including the executives of the Company)

The report covers Non-executive Directors, Executive Directors and other Key Management Personnel, and includes:

NON-EXECUTIVE DIRECTORS (NED)	EXECUTIVE DIRECTORS	OTHER KMP
Glenn Vassallo <sup>3</sup>	Megan Boston <sup>4</sup>	Oliver Kidd <sup>5</sup>
Kenneth Pickard <sup>6</sup>		
Ross Blair-Holt <sup>7</sup>		
John Mactaggart <sup>8</sup>		
Stuart Foster <sup>9</sup>		
Chris Francis <sup>10</sup>		
Matthew Foy <sup>11</sup>		

There were no other changes after the reporting date and before the date the financial report was authorised for issue.

## 21.3 REMUNERATION FRAMEWORK

Due to the size of the Company, the role of remuneration committee is performed by the Board. It is primarily responsible for:

- The over-arching executive remuneration framework;
- Remuneration levels of executives; and
- Non-executive Director fees.

The remuneration packages of Directors and key management personnel of Omni Market Tide Ltd have been designed to align Director and other key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific performance pay incentives based on key performance areas affecting the entity's financial results where the Board deems such incentives to be appropriate. The Board of Omni Market Tide Ltd believes this remuneration methodology to be appropriate and effective in its ability to attract and retain the best key management personnel and

Directors to run and manage the business, as well as create goal congruence between Directors, other key management personnel and shareholders.

The Board determines the nature and the amount of remuneration for Board members and key management personnel of the entity as detailed below.

The non-executive Directors and executives based in Australia receive the superannuation guarantee contribution required by the government, which is currently 9.5%, and do not receive any other retirement benefits.

All remuneration paid to Directors and other key management personnel is valued at the cost to the Company and expensed.

## 21.4 EXECUTIVE REMUNERATION ARRANGEMENTS

All key management personnel may receive a base salary, superannuation, fringe benefits (if applicable) and performance pay incentives (if applicable).

The performance pay plan is reviewed by the Board. Objectives for the key management personnel are set by the Board. Key management personnel packages are reviewed annually by reference to the entity's performance, key management personnel performance and comparable information from industry sectors and other listed companies in similar industries.

The performance of key management personnel is measured against criteria agreed annually with each key management personnel, and is in part based on the forecast growth of the entity's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives and bonuses. Any changes must be justified by reference to measurable performance criteria. The remuneration practices are designed to attract the highest calibre of key management personnel and reward them for performance that results in long-term growth in shareholder wealth.

<sup>3</sup> Appointed 22 July 2015

<sup>4</sup> Appointed 22 July 2015.

<sup>5</sup> Appointed a full time employee on 15 June 2015, and appointed Company Secretary on 6 October 2015. Since the conclusion of the period, Mr Kidd has been appointed Chief Operating Officer of Omni Market Tide Ltd.

<sup>6</sup> Appointed 22 July 2015

<sup>7</sup> Appointed 22 July 2015.

<sup>8</sup> Appointed 22 July 2015, resigned 29 February 2016.

<sup>9</sup> Resigned 22 July 2015.

<sup>10</sup> Resigned 22 July 2015.

<sup>11</sup> Resigned 22 July 2015. Mr Foy continued as an outsourced Company Secretary of the Company until 14 October 2015.

## 21.5 EXECUTIVE CONTRACTUAL ARRANGEMENTS

Remuneration and other terms of employment for the Managing Director and all other key management positions held have been formalised in service agreements. The main provisions of the agreements in relation to Directors holding management roles (only Mrs Megan Boston, Managing Director) are set out below.

### MEGAN BOSTON, MANAGING DIRECTOR (EFFECTIVE 22 JULY 2015)

#### Base terms

- Mrs Boston receives a salary of AUD 250,000 per annum for her role as Managing Director of the Company.
- The agreement commenced from the date the Company was re-quoted on the Australian Securities Exchange (30 July 2015). The term of the engagement is ongoing, unless otherwise terminated in accordance with the provisions of the agreement.
- Mrs Boston was granted 10,000,000 Class B Performance Shares under the terms of the Agreement.
- Initially and as a once-off arrangement, Mrs Boston agreed to accept up to 500,000 Shares in lieu of part of her cash salary (equivalent to up to \$50,000, calculated at the re-listing capital raising price of \$0.10 per share), subject to Shareholder approval, (which was obtained at the 2015 AGM) and escrow restrictions, as applicable. It is noted that these shares have not yet been issued to Mrs Boston.

The termination provisions of the agreement are as follows:

	NOTICE PERIOD	PAYMENT IN LIEU OF NOTICE	TREATMENT OF PERFORMANCE SHARES
<b>Employer-initiated termination with reason</b>	3 months	Yes	Not forfeited
<b>Employer-initiated termination without reason</b>	3 months	Yes	Not forfeited
<b>Termination for serious misconduct</b>	Immediate	None	Not forfeited
<b>Employee-initiated termination</b>	3 months	Yes	Not forfeited

## 21.6 NON-EXECUTIVE DIRECTOR REMUNERATION ARRANGEMENTS

The Board's policy is to remunerate non-executive Directors at a rate that reflects the Company's current stage of development, remaining cognisant of market rates for comparable companies for time, commitment and responsibilities.

Remuneration of the non-executive Directors is made on this basis and is reviewed annually, based on market practice, duties and accountability. Independent external advice is sought where required. The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at general meeting. For the financial period ended 31 December 2015, and in respect of each financial year thereafter and until otherwise determined by a resolution of shareholders, the maximum aggregate remuneration payable by the Company to all Non-executive Directors of the Company for their services as Directors including their services on a Board committee or sub-committee and including superannuation is limited to \$250,000 per annum.

**The total remuneration packages inclusive of superannuation benefits for the Non-executive Directors are as follows:**

BOARD FEES	\$ PER ANNUM	COMMITTEE FEES	\$ PER ANNUM
Chairman	25,000	Committee Chairman	No additional fees
Other Non-executive Directors	25,000	Other Committee Members	No additional fees

Prior to the Acquisition and the appointment of the new Board members, the Directors were not receiving Board or committee fees given the Company was not operating.

All Non-executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including remuneration, relevant to the office of Director.

## 21.7 RELATIONSHIP OF REWARD AND PERFORMANCE

Megan Boston was issued Performance Shares (Class B) as a component of her remuneration as Managing Director. The ultimate value to Mrs Boston of the Performance Shares depends on the share price of Omni Market Tide Ltd. Mrs Boston's Performance Shares will convert into fully-paid ordinary shares in the Company as and when the Company's volume weighted average share price (VWAP) reaches and periodically maintains certain value thresholds.

As is detailed in the below sections of this Annual Report, certain Non-executive Directors also hold, indirectly, Performance Shares (Class A). The Performance Shares were issued to Non-executive Directors as a component of the consideration paid as part of the Acquisition of GRT App. Mr Glenn Vassallo, Mr Kenneth Pickard, and Mr Ross Blair-Holt were all also GRT App Vendors. The terms of these Performance Shares are dealt with below.

## 21.8 COMPANY PERFORMANCE, SHAREHOLDER WEALTH, AND DIRECTOR AND EXECUTIVE REMUNERATION

There is no link between the gross revenue, profits and dividends for the last four years for the Company, as well as the share price at the end of the respective financial years, due to the change in the nature of operations of the business.

## 21.9 SHARE-BASED REMUNERATION

There were nil options issued during the period to key management personnel in connection with remuneration. Options may be issued to key management personnel as part of their remuneration. The options are issued to key management personnel of Omni Market Tide Limited and its subsidiaries to increase goal congruence between key management personnel and shareholders, and are partly based on performance criteria.

Megan Boston received share-based payment in the form of Performance Shares (Class B). The terms of issue of the Class B Performance Shares are dealt with below.

For Class B Performance Shares, the Company's volume weighted average share price (VWAP) is the key performance criteria. The Class B Performance Shares will convert into fully-paid ordinary shares as VWAP thresholds are reached and periodically maintained by the Company (detailed further below). Class B Performance Shares were issued to Megan Boston (Managing Director) in the amounts specified in the table, below.

No Non-executive Director of the Company received share-based payment for their services as Non-executive Directors during the Period.

None of the Performance Shares were converted into fully-paid ordinary shares during the reporting Period or prior to the release of this Annual Report.

## PERFORMANCE SHARES

CLASS AND PERFORMANCE HURDLES	NUMBER TO BE ISSUED	TERM OF EXPIRY
<b>Class B Performance Shares</b>	<b>10,000,000</b>	<b>31 December 2018</b>
The volume weighted average price of the Shares on the ASX reaching \$0.20 or above for at least 20 trading days over any 30 day trading period.	2,500,000	31 December 2018
The volume weighted average price of the Shares on the ASX reaching \$0.30 or above for at least 20 trading days over any 30 day trading period.	2,500,000	31 December 2018
The volume weighted average price of the Shares on the ASX reaching \$0.40 or above for at least 20 trading days over any 30 day trading period.	2,500,000	31 December 2018
The volume weighted average price of the Shares on the ASX reaching \$0.50 or above for at least 20 trading days over any 30 day trading period.	2,500,000	31 December 2018

The allocation of Performance Shares granted during the period ended 31 December 2015 are as follows:

### PERFORMANCE SHARES FOR SECTION 205G OF THE CORPORATIONS ACT 2001

NON-EXECUTIVE DIRECTORS (NED)	CLASS B PERFORMANCE SHARES GRANTED**
Mr Glenn Vassallo <sup>12</sup>	-
Mr Kenneth Pickard <sup>13</sup>	-
Mr Ross Blair-Holt <sup>14</sup>	-
Mr John Mactaggart <sup>15</sup>	-
Mr Stuart Foster <sup>16</sup>	-
Mr Chris Francis <sup>17</sup>	-
Mr Matthew Foy <sup>18</sup>	-
EXECUTIVE DIRECTORS	CLASS B PERFORMANCE SHARES GRANTED**
Mrs Megan Boston <sup>19</sup>	10,000,000
OTHER KMP	CLASS B PERFORMANCE SHARES GRANTED**
Mr Oliver Kidd <sup>20</sup>	-

\*\* Class B Performance Shares were issued to Megan Boston as part of her remuneration.

The above table represents the relevant interest of each Director in Class B Performance Shares issued by the Company, as notified by the Directors to the ASX in accordance with section 205G of the Corporations Act 2001 until the date the financial report is signed.

12 Appointed 22 July 2015; Mr Vassallo was also a GRT App Vendor.

13 Appointed 22 July 2015; Mr Pickard was also a GRT App Vendor.

14 Appointed 22 July 2015; Mr Blair-Holt was also a GRT App Vendor.

15 Appointed 22 July 2015, resigned 29 February 2016.

16 Resigned 22 July 2015.

17 Resigned 22 July 2015.

18 Resigned 22 July 2015, Mr Foy continued as outsourced Company Secretary of the Company until 14 October 2015, and fees paid in that capacity are included in this table.

19 Appointed 22 July 2015; Mrs Boston received the Class B Performance Shares as a component of her remuneration as Managing Director of the Company.

20 Appointed as a full time employee on 15 June 2015.

No Class B Performance Shares were converted during the period ended 31 December 2015.

Megan Boston was the only Director to receive Performance Shares as a component of remuneration.

All Class B Performance Share hurdles must be met on or before 31 December 2018. A Monte Carlo valuation of the Class B Performance Shares has been performed which has provided a total value of AUD 120,825. This is to vest equally over the period from 29 May 2015 through to expiration on 31 December 2018.

	TRANCHE A	TRANCHE B	TRANCHE C	TRANCHE D
<b>Value of underlying security</b>	\$0.1000	\$0.1000	\$0.1000	\$0.1000
<b>Price barrier</b>	\$0.2000	\$0.3000	\$0.4000	\$0.5000
<b>Issue price</b>	nil	nil	nil	nil
<b>Valuation date</b>	29-May-15	29-May-15	29-May-15	29-May-15
<b>Expiry date</b>	31-Dec-18	31-Dec-18	31-Dec-18	31-Dec-18
<b>Measurement period (years)</b>	3.59	3.59	3.59	3.59
<b>Number of Performance Shares</b>	2,500,000	2,500,000	2,500,000	2,500,000
<b>Valuation per Performance Share</b>	\$0.018	\$0.013	\$0.009	\$0.008
<b>Valuation of the Performance Shares</b>	\$45,300	\$31,650	\$23,500	\$20,375



## 22. DETAILS OF REMUNERATION

Remuneration of Key Management Personnel

### REMUNERATION FOR THE PERIOD ENDED 31 DECEMBER 2015

Component	FIXED		VARIABLE	Total	Remuneration consisting of SBP
	Cash salary and fees	Super-annuation	Share-based payments		
	\$	\$	\$	\$	%
<b>Non-executive Directors (NED)</b>					
Mr Glenn Vassallo <sup>21</sup>	6,250	-	-	6,250	0
Mr Kenneth Pickard <sup>22</sup>	6,250	-	-	6,250	0
Mr Ross Blair-Holt <sup>23</sup>	6,250	-	-	6,250	0
Mr John Mactaggart <sup>24</sup>	6,250	593.75	-	6,843.75	0
Mr Stuart Foster <sup>25</sup>	-	-	-	-	0
Mr Chris Francis <sup>26</sup>	-	-	-	-	0
Mr Matthew Foy <sup>27</sup>	30,301	-	-	30,301	0
<b>Executive Directors</b>					
Mrs Megan Boston <sup>28</sup>	165,502.38	15,724.50	69,892 (i)	251,118.88	27.8% (i)
<b>Other KMP</b>					
Mr Oliver Kidd <sup>29</sup>	57,076.41	5,422.33	-	62,498.74	0
<b>Total</b>	<b>277,880</b>	<b>21,741</b>	<b>69,892 (i)</b>	<b>369,513</b>	<b>21.1%</b>

(i) A value of AUD 19,892 has been allocated to the Class B Performance Shares for the period ending 31 December 2015, in accordance with the Monte Carlo valuation above. Together with the 500,000 FPOS at a valuation of AUD 0.10, this represents share-based payments of AUD 69,892 to Megan Boston in the period.

21 Appointed 22 July 2015. Includes fees for the period 22 July 2015 to 31 January 2016.

22 Appointed 22 July 2015. Includes fees for the period 22 July 2015 to 31 January 2016.

23 Appointed 22 July 2015. Includes fees for the period 22 July 2015 to 31 January 2016.

24 Appointed 22 July 2015. Includes fees for the period 22 July 2015 to 31 January 2016.

25 Resigned 22 July 2015.

26 Resigned 22 July 2015.

27 Resigned 22 July 2015. Mr Foy continued as outsourced Company Secretary of the Company until 14 October 2015, and fees paid in that capacity are included in this table.

28 Appointed 22 July 2015. Includes fees for the period 22 July 2015 to 31 January 2016.

29 Appointed a full time employee on 15 June 2015, and appointed Company Secretary on 6 October 2015. Includes fees for the period 15 June 2015 to 31 January 2016.

## REMUNERATION FOR THE PERIOD ENDED 31 DECEMBER 2014

Component	FIXED		VARIABLE	Total	Remuneration consisting of SBP
	Cash salary and fees	Cash bonus	Share-based payments		
	\$	\$	\$	\$	%
<b>Non-executive Directors (NED)</b>					
Mr Stuart Foster <sup>30</sup>	-	-	-	-	-
Mr Chris Francis <sup>31</sup>	-	-	-	-	-
Mr Stewart Elliott <sup>32</sup>	-	-	-	-	-
Mr Brian Allen <sup>33</sup>	-	-	-	-	-
Mr Graham Elliott <sup>34</sup>	-	-	-	-	-
Mr Dan Bahen <sup>35</sup>	-	-	-	-	-
<b>Executive Director / Company Secretary</b>					
Mr Matthew Foy <sup>36</sup>	19,500	-	-	19,500	-
<b>Total</b>	<b>19,500</b>	<b>-</b>	<b>-</b>	<b>19,500</b>	<b>-</b>

## KEY MANAGEMENT PERSONNEL COMPENSATION FOR THE PERIOD ENDED 31 DECEMBER 2015

Totals	Short term benefits	Post-employment benefits	Share-based payments	Total
	\$	\$	\$	\$
<b>Non-executive Directors (NED)</b>	25,000	593.75	-	25,594
<b>Executive Directors</b>	165,502.38	15,724.50	69,892	251,118.88
<b>Other KMP</b>	57,076.41	5,422.33	-	62,499
<b>Total</b>	<b>247,579</b>	<b>21,741</b>	<b>69,892</b>	<b>339,211.88</b>

30 Resigned 22 July 2015.

31 Appointed 22 July 2015.

32 Appointed 13 September 2013, Resigned 30 May 2014

33 Appointed 13 September 2013, Resigned 30 May 2014.

34 Appointed 13 September 2013, Resigned 30 May 2014.

35 Appointed 30 May 2014, Resigned 02 July 2014

36 Appointed 13 September 2013.

KEY MANAGEMENT PERSONNEL COMPENSATION FOR THE PERIOD  
ENDED 31 DECEMBER 2014

Totals	Short term benefits	Post-employment benefits	Share-based payments	Total
	\$	\$	\$	\$
Non-executive Directors (NED)	19,500	-	-	19,500
Executive Directors	-	-	-	-
Other KMP	-	-	-	-
<b>Total</b>	19,500	-	-	19,500

## 23. SHAREHOLDINGS

### 23.1 ORDINARY SHARES

The number of shares in the Company held by each Director and other KMP during the period, including their related parties is summarised below.

2015	Balance at 1 Jan 2015 (i)	Purchased	Disposed	Other	Balance 31 Dec
<b>Non-executive Directors (NED)</b>					
Mr Glenn Vassallo	-	-	-	25,238,100 (ii)	25,238,100
Mr Kenneth Pickard	-	-	-	39,190,500 (ii)	39,190,500
Mr Ross Blair-Holt	-	30,000	-	11,238,150 (ii)	11,268,150
Mr John Mactaggart	-	-	-	833,334 (ii)	833,334
Mr Stuart Foster	3,547,618	-	-	(3,547,618) (iii)	-
Mr Chris Francis	250,000	-	-	(250,000) (iii)	-
Mr Matthew Foy	50,658	-	-	(50,658) (iii)	-
<b>Executive Directors</b>					
Mrs Megan Boston (iv) <sup>37</sup>	-	-	-	-	500,000 (iv)
<b>Other KMP</b>					
Mr Oliver Kidd <sup>38</sup>	-	-	-	-	-
	3,848,276	30,000	-	72,651,808	76,530,084

The above figures are from the later of employment commencement date and 1 January 2015 through to the earlier of termination date and 31 December 2015.

- (i) The shareholdings have been adjusted for all periods to reflect the 20:1 share consolidation approved on 29 May 2015
- (ii) Balance as at the date of appointment 22 July 2015.
- (iii) Balance as at the date of resignation 22 July 2015.
- (iv) Shareholder approval was obtained to issue to Mrs Boston 500,000 ordinary shares as a component of her remuneration as Managing Director. This issue was approved by shareholders at the 2015 Annual General Meeting, together with the approval of the issue of Class B Performance Shares to Mrs Boston. The shares have not yet been issued to Mrs Boston but are still accounted for in this table.

<sup>37</sup> Appointed 22 July 2015.

<sup>38</sup> Appointed as a full time employee on 15 June 2015.

The number of shares in the Company held by each Director and other KMP during the period, including their related parties is summarised below.

2014	Balance at 1 Jan 2015 (v)	Purchased	Disposed	Other	Balance 31 Dec
<b>Non-executive Directors (NED)</b>					
Mr Stewart Elliott	89,159,750	-	-	(89,159,750) (iii)	-
Mr Brian Allen	89,159,750	-	-	(89,159,750) (iii)	-
Mr Stuart Foster	65,250,000	5,702,360	-	-	70,952,360
Mr Dan Bahen	-	16,991,432 (i)	-	(16,991,432) (iv)	-
Mr Graham Elliott	89,159,750	-	-	(89,159,750) (iii)	-
Mr Matthew Foy	-	1,013,158 (i)	-	-	1,013,158
Mr Chris Francis	-	5,000,000 (ii)	-	-	5,000,000
	332,729,250	28,706,950	-	(284,470,682)	76,965,518

The above figures are from the later of employment commencement date and 1 January 2014 through to the earlier of termination date and 31 December 2014.

- (i) Shareholding on date of appointment 30 May 2014.
- (ii) Shareholding on date of appointment 2 July 2014.
- (iii) Shareholding on date of resignation 30 May 2014.
- (iv) Shareholding on date of resignation 2 July 2014.
- (v) The shareholdings on this table have not been adjusted to reflect the 20:1 share consolidation that was approved on 29 May 2015.

## 23.2 CLASS A PERFORMANCE SHARES

As a component of the Acquisition of GRT App, entities associated with certain Non-executive Directors (the GRT App Vendors) received consideration in the form of Class A Performance Shares.

Class A Performance Shares are tied to audited revenue as the key performance criteria. The Class A Performance Shares will convert into fully-paid ordinary shares as the Company exceeds varying audited revenue thresholds (detailed further below). Given the Company's long-term growth is largely determined by commercialisation of the Company's stakeholder engagement platform and associated technologies, the Class A Performance Shares are subject to performance hurdles measured against audited revenue of the business.

As noted above, the Class A Performance Shares were issued to the GRT App Vendors as a component of the consideration issued for the Acquisition, and in accordance with their interests in GRT App Pty Ltd. Some of the GRT App Vendors are associated with Non-Executive Directors of the Company. The quantum of distribution of the Class A Performance Shares is detailed in the table, below.

None of the Performance Shares were converted into fully-paid ordinary shares during the reporting Period or prior to the release of this annual report.

## PERFORMANCE SHARES

CLASS AND PERFORMANCE HURDLES	NUMBER TO BE ISSUED	TERM OF EXPIRY
<b>Class A Performance Shares</b>	<b>30,000,000</b>	<b>Varying</b>
The audited revenue of GRT App during any financial year being equal to or greater than \$3,000,000.	7,500,000	31 December 2018
The audited revenue of GRT App during any financial year being equal to or greater than \$4,000,000.	7,500,000	31 December 2018
The audited revenue of GRT App during any financial year being equal to or greater than \$6,000,000.	7,500,000	31 December 2018
The audited revenue of GRT App during any financial year being equal to or greater than \$8,000,000.	7,500,000	Must be converted on or before 22 July 2020

The allocation of Class A Performance Shares granted during the period ended 31 December 2015 are as follows:

## PERFORMANCE SHARES FOR SECTION 205G OF THE CORPORATIONS ACT 2001

NON-EXECUTIVE DIRECTORS (NED)	CLASS A PERFORMANCE SHARES GRANTED*
Mr Glenn Vassallo <sup>39</sup>	5,047,620
Mr Kenneth Pickard <sup>40</sup>	7,838,100
Mr Ross Blair-Holt <sup>41</sup>	2,247,630
Mr John Mactaggart <sup>42</sup>	-
Mr Stuart Foster <sup>43</sup>	-
Mr Chris Francis <sup>44</sup>	-
Mr Matthew Foy <sup>45</sup>	-
EXECUTIVE DIRECTORS	CLASS A PERFORMANCE SHARES GRANTED*
Mrs Megan Boston <sup>46</sup>	-
OTHER KMP	CLASS A PERFORMANCE SHARES GRANTED*
Mr Oliver Kidd <sup>47</sup>	-

The above table represents the relevant interest of each Director in Class A Performance Shares issued by the Company, as notified by the Directors to the ASX in accordance with section 205G of the Corporations Act 2001 until the date the financial report is signed.

No Class A Performance Shares were converted during the period ended 31 December 2015.

39 Appointed 22 July 2015; Mr Vassallo was also a GRT App Vendor.

40 Appointed 22 July 2015; Mr Pickard was also a GRT App Vendor.

41 Appointed 22 July 2015; Mr Blair-Holt was also a GRT App Vendor.

42 Appointed 22 July 2015.

43 Resigned 22 July 2015.

44 Resigned 22 July 2015.

45 Resigned 22 July 2015. Mr Foy continued as outsourced Company Secretary of the Company until 14 October 2015, and fees paid in that capacity are included in this table.

46 Appointed 22 July 2015; Mrs Boston received the Class B Performance Shares as a component of her remuneration as Managing Director of the Company.

47 Appointed as a full time employee on 15 June 2015.



## 24. OTHER KEY MANAGEMENT PERSONNEL DISCLOSURES

Former Non-executive Director, Mr Chris Francis (resigned 22 July 2015), is an executive Director of Foster Stockbroking Pty Ltd. During the 2015 year, Foster Stockbroking Pty Ltd was paid consultancy fees of \$300,000 in relation to the acquisition of GRT App Pty Ltd (the Acquisition), the Capital Raising, and the Company's re-quotation on the ASX (the Re-quotation). All transactions were conducted on normal commercial terms.

Former Non-executive Director, Mr Matthew Foy (resigned 22 July 2015), is a shareholder of Minerva Corporate Pty Ltd. During the 2015 year, Minerva Corporate was paid fees of \$30,301 in relation to company secretarial, accounting, and registered office services. All transactions were conducted on normal commercial terms.

Current Non-executive Chairman, Mr Glenn Vassallo, is the Managing Director of GRT Lawyers Pty Ltd. During the 2015 year, the Company paid fees for

legal advisory services to GRT Lawyers Pty Ltd in the amount of \$273,070. These legal fees related to the Acquisition, the Capital Raising, and the Re-quotation, together with general legal advice. GRT Lawyers Pty Ltd was not the Company's lead or sole counsel in relation to the Acquisition, the Capital Raising, or the Re-quotation. All transactions were conducted on normal commercial terms.

Current Non-executive Director, Mr Ken Pickard, is the Managing Partner of Moore Stephens Queensland. During the 2015 year, the Company paid fees for financial advisory services to Moore Stephens in the amount of \$109,849. These fees related to the general accounting services, together with the preparation of regulatory financial disclosure. All transactions were conducted on normal commercial terms.

Aggregate amounts of each of the above types of other transactions with key management personnel of Omni Market Tide Limited are as follows:

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Payments to related parties</b>		
Legal Fees	243,497	136,684
Consultancy	300,000	-
Taxation and Accountancy	140,150	65,329
	683,647	202,013
Balance outstanding at year end		
Trade Payables	20,950	31,444
	20,950	31,444

## 25. VOTING AND COMMENTS MADE AT THE COMPANY'S 2015 ANNUAL GENERAL MEETING

The Company did not receive a 'strike' in relation to its remuneration report for the 2014 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

## 26. USE OF REMUNERATION CONSULTANTS

The Company did not employ services of consultants to review its existing remuneration policies.

## 27. END OF AUDITED REMUNERATION REPORT

This Directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



**Glenn Vassallo**  
Chairman  
31 March 2016, Melbourne



FINANCIAL  
REPORT



## DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF OMNI MARKET TIDE LIMITED

As lead auditor of Omni Market Tide Limited for the year ended 31 December 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Omni Market Tide Limited and the entity it controlled during the period.



**Phillip Murdoch**

Director

**BDO Audit (WA) Pty Ltd**

Perth, 31 March 2016

**The Annual Report covers Omni Market Tide Ltd (formerly SWW Energy Limited), consisting of Omni Market Tide Ltd (“Omni Market Tide Ltd” or the “Company”) and its subsidiaries.**

On 22 July 2015, Omni Market Tide Ltd (formerly SWW Energy Limited) acquired 100% of the share capital of GRT App Pty Ltd. Under the Australian Accounting Standards GRT App Pty Ltd was deemed to be the accounting acquirer in this transaction. The acquisition has been accounted for as a share based payment by which GRT App Pty Ltd acquires the net assets and listing status of Omni Market Tide Ltd.

Accordingly the consolidated financial statements of Omni Market Tide Ltd have been prepared as a continuation of the business and operations of GRT App Pty Ltd. As the deemed acquirer GRT App Pty Ltd has accounted for the acquisition of Omni Market Tide Ltd from 22 July 2015. The comparative information for the 12 months ended 30 December 2014 presented in the consolidated financial statements is that of GRT App Pty Ltd as presented in its last set of year-end financial statements. Refer to note 17 for further details of the transaction.

Omni Market Tide Ltd is a company limited by shares, incorporated and domiciled in Australia. The financial report is presented in Australian dollars.

The Company has the power to amend and reissue the financial report.



## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2015

	NOTE	CONSOLIDATED 2015	PARENT 2014
		\$	\$
Interest and other revenue		25,808	2,399
Employee and Director benefits expense	4	(481,356)	-
Accountancy Fees		(127,151)	(16,270)
Consultancy Fees		(4,754)	-
Legal Fees		(69,819)	(107,112)
General and administrative expenses		(227,528)	(9,258)
Rent		(24,847)	-
Research and development		(6,184)	(92,178)
Depreciation		(6,424)	-
Foreign exchange gain/(loss)		127	-
Marketing		(219,005)	(2,120)
Listing Expense	17(f)	(1,799,190)	-
<b>Profit/(Loss) before income tax</b>		<b>(2,849,304)</b>	<b>(211,239)</b>
Income tax benefit/(expense)	27	-	-
<b>Loss after tax for the period attributable to the members of Omni Market Tide Ltd</b>		<b>(2,849,304)</b>	<b>(211,239)</b>
Other comprehensive income		-	-
<b>Total comprehensive (loss) for the period attributable to the members of Omni Market Tide Ltd</b>		<b>(2,849,304)</b>	<b>(211,239)</b>
Basic and diluted earnings/(loss) per share (cents per share)	20	(1.55)	(578.06)



**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

AS AT 31 DECEMBER 2015

	NOTE	CONSOLIDATED 2015	PARENT 2014
		\$	\$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	5	3,624,505	319,677
Trade and other receivables	6	193,450	7,099
Other	7	47,709	-
<b>Total Current Assets</b>		<b>3,865,665</b>	<b>326,776</b>
<b>Non-Current Assets</b>			
Property, plant and equipment	8	129,552	-
Intangibles	9	520,816	34,140
Other	10	36,600	-
<b>Total Non-Current Assets</b>		<b>686,968</b>	<b>34,140</b>
<b>TOTAL ASSETS</b>		<b>4,552,633</b>	<b>360,916</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	11	91,645	-
Provisions	12	234,526	-
Convertible notes	13	-	500,000
Other	14	49,226	-
<b>Total Current Liabilities</b>		<b>375,397</b>	<b>500,000</b>
<b>Non-Current Liabilities</b>			
Provisions	12	4,803	-
<b>Total Non-Current Liabilities</b>		<b>4,803</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>380,199</b>	<b>500,000</b>
<b>NET ASSETS/(LIABILITIES)</b>		<b>4,172,434</b>	<b>(139,084)</b>
<b>EQUITY</b>			
Issued capital	15	7,531,724	370,902
Accumulated losses	16	(3,359,290)	(509,986)
<b>TOTAL EQUITY/(DEFICIT)</b>		<b>4,172,434</b>	<b>(139,084)</b>

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

FOR THE YEAR ENDED 31 DECEMBER 2015

	PARENT			TOTAL
	ISSUED CAPITAL	SHARE BASED PAYMENTS RESERVE	ACCUMULATED LOSSES	
	\$	\$	\$	\$
<b>Balance at 1 January 2014</b>	<b>30</b>	<b>-</b>	<b>(298,747)</b>	<b>(298,717)</b>
Loss for the year	-	-	(211,239)	(211,239)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(211,239)	(211,239)
<b>Transactions with owners in their capacity as owners:</b>				
Issue of Ordinary Shares	<b>370,872</b>	-	-	-
Total transaction with owners	370,872	-	-	-
<b>Balance as 31 December 2014</b>	<b>370,902</b>	<b>-</b>	<b>(509,986)</b>	<b>(139,084)</b>

	CONSOLIDATED			TOTAL
	ISSUED CAPITAL	SHARE BASED PAYMENTS RESERVE	ACCUMULATED LOSSES	
	\$	\$	\$	\$
<b>Balance at 1 January 2015</b>	<b>370,902</b>	<b>-</b>	<b>(509,986)</b>	<b>(139,084)</b>
Loss for the year	-	-	(2,849,304)	(2,849,304)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(2,849,304)	(2,849,304)
<b>Transactions with owners in their capacity as owners:</b>				
Issue of Ordinary Shares, net of transaction costs	<b>7,160,822</b>	-	-	<b>7,160,822</b>
Total transaction with owners	7,160,822	-	-	7,160,822
<b>Balance as 31 December 2015</b>	<b>7,531,729</b>	<b>-</b>	<b>(3,359,290)</b>	<b>4,172,434</b>

**CONSOLIDATED STATEMENT OF CASH FLOWS**

FOR THE YEAR ENDED 31 DECEMBER 2015

	NOTE	CONSOLIDATED 2015	PARENT 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Current Assets</b>			
Receipts from customers		57,380	13,300
Payments to suppliers and employees		(1,089,466)	(161,912)
Interest received		25,808	2,399
<b>Net cash outflows from operating activities</b>	<b>22</b>	<b>(1,006,278)</b>	<b>(146,213)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of plant & equipment		(135,976)	-
Development Expenditure		(486,676)	(34,140)
Cash held by Omni Market Tide Ltd at acquisition date		429,827	-
<b>Net cash outflows from investing activities</b>		<b>(192,825)</b>	<b>(34,140)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of shares		5,000,000	-
Share issue costs		(496,068)	-
Proceeds from borrowings		-	500,000
<b>Net cash inflows from financing activities</b>		<b>4,503,932</b>	<b>500,000</b>
Net increase/(decrease) in cash and cash equivalents		3,304,828	319,677
Cash and cash equivalents at beginning of year	<b>5</b>	319,677	-
<b>NET CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		<b>3,624,505</b>	<b>319,677</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 1. REPORTING ENTITY

Omni Market Tide Ltd (formerly SWW Energy Ltd) is a listed public company incorporated and domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 31 December 2015 comprise the Company and its subsidiaries (together referred to as the “consolidated entity” or “Group”).

The consolidated financial statements were authorised by the Board of Directors on the date of signing of the Directors' Declaration.

## 2. BASIS OF PREPARATION

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Omni Market Tide Ltd is a company limited by shares. The financial report is presented in Australian currency. Omni Market Tide Ltd is a for-profit entity.

## REVERSE ACQUISITION

On 22 July 2015, Omni Market Tide Ltd (formerly SWW Energy Limited) acquired 100% of the share capital of GRT App Pty Ltd. Under the Australian Accounting Standards GRT App Pty Ltd was deemed to be the accounting acquirer in this transaction. The acquisition has been accounted for as a share based payment by which GRT App Pty Ltd acquires the net assets and listing status of Omni Market Tide Ltd.

Accordingly the consolidated financial statements of Omni Market Tide Ltd have been prepared as a continuation of the business and operations of GRT App Pty Ltd. As the deemed acquirer GRT App Pty Ltd has accounted for the acquisition of Omni Market Tide Ltd from 22 July 2015. The comparative information for the 12 months ended 31 December 2014 presented in the consolidated financial statements is that of GRT App Pty Ltd as presented in its last set of year-end financial statements. Refer to note 17 for further details of the transaction.

The implications of the acquisition by GRT App Pty Ltd on the financial statements are as follows:

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

- The 2015 Consolidated Statement of Profit or Loss and Other Comprehensive Income comprises the total comprehensive result for the financial year, including the total comprehensive loss of GRT App Pty Ltd for the 12 months from 1 January 2015 to 31 December 2015 and the total comprehensive loss of Omni Market Tide Ltd for the period 22 July 2015 – 31 December 2015.
- The 2014 Statement of Profit or Loss and Other Comprehensive Income comprises the full comparative financial year for GRT App Pty Ltd only.
- A one-off expense (“Listing Expense”) has been charged to the Statement of Profit or Loss and Other Comprehensive income in the amount of \$1,799,190 (refer to note 17(f)).

## STATEMENT OF FINANCIAL POSITION

- The 2015 Consolidated Statement of Financial Position as at 31 December 2015 comprises the consolidated position of Omni Market Tide Ltd and GRT App Pty Ltd.
- The 2014 Statement of Financial Position comprises the position of only GRT App Pty Ltd.

## STATEMENT OF CHANGES IN EQUITY

The 2015 Consolidated Statement of Changes in Equity comprises:

- The equity balance of GRT App Pty Ltd as at the beginning of the financial year (1 January 2015).
- The total comprehensive result for the financial year and transactions with equity holders of GRT App Pty Ltd for the 12 months from 1 January 2015 to 31 December 2015 and Omni Market Tide Ltd for the period 22 July 2015 – 31 December 2015.
- The consolidated equity position of Omni Market Tide Ltd and GRT App Pty Ltd at the end of the financial year (31 December 2015).
- The 2014 Statement of Changes in Equity comprises the full financial year for GRT App Pty Ltd for the 12 months ended 31 December 2014.

## STATEMENT OF CASH FLOWS

The 2015 Consolidated Statement of Cash Flows comprises:

- The cash balance of GRT App Pty Ltd at the beginning of the financial year (1 January 2015).
- The transactions for the financial year of GRT App Pty Ltd for the 12 months from 1 January 2015 to 31 December 2015 and Omni Market Tide Ltd for the period 22 July 2015 – 31 December 2015.

- The consolidated cash balance of Omni Market Tide Ltd and GRT App Pty Ltd at the end of the financial year (31 December 2015).
- The 2014 Statement of Cash Flows comprises the full financial year for GRT App Pty Ltd for the 12 months ended 31 December 2014.

## EQUITY STRUCTURE

The equity structure (the number and type of equity instruments issued) in the 31 December 2015 financial statements reflects the consolidated equity structure of Omni Market Tide Ltd and GRT App Pty Ltd, with GRT App Pty Ltd equity instruments eliminated at acquisition date.

The 2014 comparatives reflect the equity structure of GRT App Pty Ltd.

## EARNINGS PER SHARE

The weighted average number of shares outstanding for the year ended 31 December 2015 is based on the weighted average number of shares of GRT App Pty Ltd that are outstanding from the beginning of the period to the date of the

acquisition that the number of shares is multiplied by the ex ratio established in the acquisition and added to the actual number of shares of Omni Market Tide Ltd outstanding in the period following the acquisition.

The 2014 comparative weighted average number of shares is based on the legal subsidiary's historical weighted average number of shares multiplied by the exchange ratio.

## Historical Cost Convention

These financial statements have been prepared under the historical cost convention.

## Significant Judgements and Key Assumptions

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

### Note 9: Intangibles

As development of omniLOOP has not yet been finalised and only initial sales have been made, it was determined that the intangible asset could not yet be deemed to be impaired. Accordingly, no impairment of this asset has been accounted for.

### Note 15: Issued Capital

No value has been allocated to the Class A Performance Shares due to the significant uncertainty of meeting the two performance milestones. A Monte Carlo valuation has been performed in respect of the Class B Performance Shares, however it was determined not to bring this to account as the value was not material and additionally, due to the lack of historical data, there are inherent difficulties in recognising an accurate value.

### Note 17: Reverse Acquisition Accounting

On 22 July 2015, Omni Market Tide Ltd (formerly SWW Energy Limited) acquired 100% of the share capital of GRT App Pty Ltd. Under the Australian Accounting Standards GRT App Pty Ltd was deemed to be the accounting acquirer in this transaction. The acquisition has been accounted for as a share based payment by which GRT App Pty Ltd acquires the net assets and listing status of Omni Market Tide Ltd.

Accordingly the consolidated financial statements of Omni Market Tide Ltd have been prepared as a continuation of the business and operations of GRT App Pty Ltd. As the deemed acquirer GRT App Pty Ltd has accounted for the acquisition of Omni Market Tide Ltd from 22 July 2015. The comparative information for the 12 months ended 31 December 2014 presented in the consolidated financial statements is that of GRT App Pty Ltd. Refer to note 17 for further details of the transaction.

## New or revised Standards and Interpretations that are first effective in the current reporting period

The consolidated entity has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for the current reporting period.

The adoption of all the new and revised Standards and Interpretations has not resulted in any changes to the consolidated entity's accounting policies and has had no effect on the amounts reported for the current or prior periods.

## Impact of standards issued but not yet applied by the entity

There were no new standards issued since the beginning of the period that have been applied by Omni Market Tide Limited. The previous annual report disclosed that Omni Market Tide Limited anticipated no material impacts (amounts recognised and/or disclosed) arising from initial application of those standards issued but not yet applied at that date, and this remains the assessment as at 31 December 2015.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

#### BASIS OF PREPARATION

##### A. REPORTING BASIS AND CONVENTIONS

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied. All amounts are in Australian dollars, unless otherwise stated.

##### B. BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of Omni Market Tide Ltd and its subsidiaries (the Group) as at 31 December 2015 or for any time during the year.

As explained at note 2 the consolidated financial statements of the Omni Market Tide Ltd Group have been prepared as a continuation of the business and operations of GRT App Pty Ltd. As the deemed acquirer GRT App Pty Ltd has accounted for the acquisition of Omni Market Tide Ltd from 22 July 2015. The comparative information for the 12 months ended 31 December 2014 presented in the consolidated financial statements is that of GRT App Pty Ltd.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

##### C. REVENUE RECOGNITION

Sales revenue comprises revenue earned (net of returns, discounts and allowances) from the sale of

goods or provision of services to entities outside the Company.

Rendering of services - Rendering of services revenue from App development charges is recognised by reference to the stage of completion of the contracts.

Interest revenue is recognised using the effective interest method. It includes the amortisation of any discount or premium. The revenue is recognised over the time the interest is earned.

##### D. GOODS AND SERVICES TAX (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

##### E. IMPAIRMENT OF ASSETS

At each reporting date, the Company determines whether there is any indication that assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

##### F. INCOME TAX

Income tax expense comprises current and deferred tax. Income tax expense is recognised in Consolidated Statement of Profit or Loss and Other Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets

or liabilities in a transaction that is not a business combination and that affects neither account nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Omni Market Tide Ltd and its wholly-owned Australian subsidiary have not formed an income tax consolidated group under the tax consolidation regime.

#### **G. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include cash on hand and deposits held at call with banks.

#### **H. FINANCIAL INSTRUMENTS**

##### **i. Recognition**

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

##### **ii. Loans and receivables**

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

##### **iii. Financial liabilities**

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

##### **iv. Impairment**

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. Any impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

#### **I. COMPARATIVE FIGURES**

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

#### **J. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable

expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

#### **K. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's principal financial instruments comprise receivables, payables, cash and short-term deposits.

The Company manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Company's financial risk management policy. The objective of the policy is to support the delivery of the Company's financial targets whilst protecting future financial security.

The main risks arising from the company financial instruments are interest rate risk and foreign currency risk. The Company uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate, foreign exchange and commodity prices. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Audit, Compliance and Risk Management Committee under authority of the Board. The Board reviews and agrees policies for managing each of the risks identified, including the setting of limits for credit allowances and future cash flow forecast projections.

#### **L. SEGMENT REPORTING**

Operating segments are reported in a manner that is consistent with the internal reporting to the chief operating decision maker ("CODM"), which has been identified by the Company as the Managing Director and other members of the Board of Directors.

#### **M. EMPLOYEE ENTITLEMENTS**

The Company's liability for employee entitlements arising from services rendered by employees to reporting date is recognised in provisions. Employee entitlements expected to be settled within one year together with entitlements arising from wages and salaries, and annual leave which will be settled within one year, have been measured at their nominal amount and include related on-costs.

#### **N. EARNINGS PER SHARE**

##### **i. Basic Earnings Per Share**

Basic earnings per share is determined by dividing the net loss attributable to the equity holder of the Company after income tax by the weighted average



number of ordinary shares outstanding during the financial year.

#### ii. Diluted Earnings Per Share

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

#### O. TRADE AND OTHER RECEIVABLES

Receivables are initially recognised at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Current receivables are generally due for settlement within 14 days. Cash on deposit is not due for settlement until rights of tenure are forfeited or performance obligations are met.

#### P. TRADE AND OTHER PAYABLES

Trade payables and other payables are carried at cost and represent liabilities for goods and services provided to the Company prior to the end of the financial period that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 14 days of recognition.

#### Q. CONTRIBUTED EQUITY

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

#### R. CONTINGENT LIABILITIES

A contingent loss is recognised as an expense and a liability if it is probable that future events will confirm that after taking into account any related probable recovery, an asset has been impaired or a liability incurred and, a reasonable estimate of the amount of the resulting loss can be made.

#### S. ISSUED CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax from the proceeds.

#### T. RESEARCH AND DEVELOPMENT

The Company expenses all research costs as incurred. The amounts incurred in respect of development costs are only recognised as a development asset when there is a high probability that the Company will have the ability to generate sales with respect to that asset.

Following initial recognition of development expenditure as a development asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Consideration of

amortisation of the asset begins when development is complete and the asset is available for use. Currently development has not yet been finalised. Amortisation is recorded in other expenses. During the period of development, the asset is tested for impairment annually.

#### U. SHARE-BASED PAYMENT ARRANGEMENTS

Goods or services received or acquired in share-based payment transactions are recognised as an increase in equity if the goods or services were received in an equity-settled share-based payment transaction or as a liability if the goods and services were acquired in a cash settled share-based payment transaction.

For equity-settled share-based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, 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.

Transactions with employees and others providing similar services are measured by reference to the fair value at grant date of the equity instrument granted using a Black-Scholes option pricing model.

#### V. PLANT AND EQUIPMENT

Items of property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate that carrying value may not be recoverable. If any such indication exists and where the carrying amount values exceeds the estimated recoverable amount the assets are written down to the recoverable amounts.

The depreciable amount of all fixed assets is depreciated on a straight line basis or diminishing value (whichever is more appropriate) over their useful lives to the entity commencing from the time the asset is held ready for use.

The effective lives used for each class of depreciable assets are:

CLASS OF FIXED ASSET	EFFECTIVE LIFE
Plant and Equipment	3-10 years
Leasehold Improvements	10-40 years

## 4. EMPLOYEE AND DIRECTOR BENEFITS EXPENSE

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Directors fees	25,000	-
Employee wages	376,034	-
Superannuation	36,380	-
Staff training, reimbursements and other benefits	43,942	-
	<b>481,356</b>	<b>-</b>

## 5. CASH AND CASH EQUIVALENTS

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Cash at bank and on hand	3,624,505	319,677
	<b>3,624,505</b>	<b>319,677</b>

## 6. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>CURRENT</b>		
Trade receivables	37,003	-
GST Receivable	156,447	7,099
	<b>193,450</b>	<b>7,099</b>

### ALLOWANCE FOR IMPAIRMENT LOSS

Trade receivables are non-interest bearing and are generally on 14 day terms. A provision for impairment loss is recognised when there is objective evidence that an individual trade receivable is impaired. No impairment loss has been recognised by the entity in the current year.

At 31 December 2015, the ageing analysis of trade receivables is as follows:

	TOTAL	0-30 DAYS	31-60 DAYS PDNI*	61-90 DAYS PDNI*	+91 DAYS PDNI*	+91 DAYS PDNI*
As at 31 December 2015	37,003	37,003	-	-	-	-
As at 31 December 2014	-	-	-	-	-	-

\*Past due not impaired ('PDNI'), Considered impaired ('CI')

Receivables past due but not considered impaired are \$nil (2014: \$nil).

Other balances within trade and other receivables do not contain impaired assets and are not past due.

Due to the short-term nature of the current receivables, their carrying amount is assumed to be the same as their fair value.

Information about the impairment of trade and other receivables, their credit quality and the group's exposure to credit risk, foreign currency risk and interest rate risk can be found in Note 25.

## 7. OTHER CURRENT ASSETS

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Prepayments	47,709	-
	<b>47,709</b>	<b>-</b>

The prepayments figure relates to prepaid insurance incurred during the year.

## 8. PROPERTY, PLANT AND EQUIPMENT

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Leasehold improvements – at cost	65,579	-
Less: Accumulated depreciation	(405)	-
	<b>65,174</b>	<b>-</b>
Plant and equipment – at cost	70,397	-
Less: Accumulated depreciation	(6,019)	-
	<b>64,378</b>	<b>-</b>
	<b>129,552</b>	<b>-</b>

## RECONCILIATIONS

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	LEASEHOLD IMPROVEMENTS	PLANT AND EQUIPMENT	TOTAL
<b>Parent</b>			
Balance at 1 January 2014	-	-	-
Additions	-	-	-
Disposals	-	-	-
Depreciation expense	-	-	-
<b>Balance at 31 December 2014</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Consolidated</b>			
Additions	65,579	70,397	135,976
Disposals	-	-	-
Depreciation expense	(405)	(6,019)	(6,424)
<b>Balance at 31 December 2015</b>	<b>65,174</b>	<b>64,378</b>	<b>129,552</b>

## 9. INTANGIBLES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Software Development - at cost	520,816	34,140
Less: Accumulated amortisation	-	-
	<b>520,816</b>	<b>34,140</b>
	<b>520,816</b>	<b>34,140</b>

## RECONCILIATIONS

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	DEVELOPMENT	TOTAL
<b>Parent</b>		
Balance at 1 January 2014	-	-
Development Expenditure	34,140	34,140
Impairment of assets	-	-
<b>Consolidated</b>		
Balance at 31 December 2014	34,140	34,140
Development Expenditure	486,676	486,676
Impairment of assets	-	-
<b>Balance at 31 December 2015</b>	<b>520,816</b>	<b>520,816</b>

## IMPAIRMENT TESTING

The development expenditure relates to the development of the multi-company investor relations application known as omniLOOP. As the application is still in the development phase and initial sales have been made, we do not consider that the intangible asset is impaired.

## 10. OTHER NON-CURRENT ASSETS

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Security deposits	36,600	-
	<b>36,600</b>	<b>-</b>

## 11. TRADE AND OTHER PAYABLES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Current:</b>		
Trade payables	91,645	-
	<b>91,645</b>	<b>-</b>

Due to their short-term nature, the carrying amount of trade payables are assumed to be the same as their fair values.

## 12. PROVISIONS

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Current:</b>		
Employee benefits	234,526	-
	234,526	-
<b>Non-current:</b>		
Employee benefits	4,803	-
	<b>4,803</b>	<b>-</b>

## 13. CONVERTIBLE NOTES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Proceeds from issue of convertible notes	-	500,000
	<b>-</b>	<b>500,000</b>

During the year ended 31 December 2014 GRT App Pty Ltd issued a convertible note which is held Omni Market Tide Ltd. No interest is payable on this note. This was due to mature on 9 March 2015, however the terms were extended. Following the acquisition this became an inter-entity transaction and was consequently eliminated upon consolidation.

## 14. OTHER CURRENT LIABILITIES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Accrued Expenses	49,226	-
	<b>49,226</b>	<b>-</b>

## 15. ISSUED CAPITAL

	CONSOLIDATED 2015	PARENT 2014	CONSOLIDATED 2015	PARENT 2014
	SHARES	SHARES	\$	\$
<b>Ordinary shares - fully paid</b>	<b>226,568,898</b>	<b>1,000,000</b>	<b>7,531,724</b>	<b>370,902</b>

### MOVEMENTS IN ORDINARY SHARE CAPITAL

DETAILS	DATE	NO. OF SHARES	\$
Balance	1 January 2014	30	30
Issue of shares to settle GRT App Pty Ltd creditors	4 September 2014	3,120	370,872
Share Split	18 December 2014	996,850	-
<b>Balance</b>	<b>31 December 2014</b>	<b>1,000,000</b>	<b>370,902</b>
GRT App Pty Ltd shares eliminated on completion of Omni Market Tide Ltd acquisition	July 2015	(1,000,000)	-
Omni Market Tide Ltd shares on issue at acquisition date	July 2015	26,568,898	-
Issue of Shares for cash pursuant to Public Offer	July 2015	50,000,000	5,000,000
Issue of Shares as consideration for the acquisition of Omni Market Tide Ltd	July 2015	150,000,000	2,656,890
Costs of share issues	July 2015		(496,068)
<b>Balance</b>	<b>31 December 2015</b>	<b>226,568,898</b>	<b>7,531,724</b>

In addition to the issue of ordinary shares in Omni Market Tide Ltd that were granted as part of the transaction described in Note 17, the following securities in Omni Market Tide Ltd were issued:

- 30,000,000 Class A Performance Shares were issued to the original shareholders of GRT App Pty Ltd. These are convertible to ordinary shares subject to the Terms and Conditions of Performance Shares which is summarised at Note 17(a)(i) to (iv).
- 10,000,000 Class B Performance Shares were issued to Megan Boston. These are convertible to ordinary shares subject to the Terms and Conditions of Performance Shares which is summarised at Note 17(a)(i) to (iv).
- For every two ordinary shares issued to investors pursuant to the public offer one free option. Each free option entitles the holder to subscribe for one fully paid ordinary share in the capital of Omni Market Tide Ltd at an exercise price of \$0.10. The expiry date for these options is 31 December 2018.

### CAPITAL MANAGEMENT

When managing capital, the Board's objective is to ensure the Group continues as a going concern as well as to maximise the returns to shareholders and benefits for other stakeholders. The Board also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

The Group was not subject to any externally imposed capital requirements during the year.

## 16. ACCUMULATED LOSSES

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Balance at the beginning of the financial year	(509,986)	(298,747)
Net loss attributable to members	(2,849,304)	(211,239)
<b>Balance at the end of the financial year</b>	<b>(3,359,290)</b>	<b>(509,986)</b>

## 17. REVERSE ACQUISITION ACCOUNTING

On 22 July 2015, Omni Market Tide Ltd (formerly SWW Energy Limited) completed the legal acquisition of GRT App Pty Ltd. Under the Australian Accounting Standards GRT App Pty Ltd was deemed to be the accounting acquirer in this transaction. The acquisition has been accounted for as a share based payment by which GRT App Pty Ltd acquires the net assets and listing status of Omni Market Tide Ltd.

### A. DEEMED CONSIDERATION

The purchase consideration was the issue of 150,000,000 fully paid Ordinary Shares and 30,000,000 Class A Performance Shares in Omni Market Tide Ltd (legal parent) to the shareholders of GRT App Pty Ltd deemed to have a value of \$2,656,890 determined as follows:

Share price at time of capital raising and acquisition	\$0.10
Omni Market Tide Ltd shares on issue at acquisition date	26,568,898
<b>Deemed consideration</b>	<b>\$2,656,890</b>

The 30,000,000 Class A performance shares will convert into ordinary shares upon the following conditions being met as outlined below:

- i. 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$3 million;
- ii. 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$4 million;
- iii. 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$6 million; and
- iv. 7.5 million Class A Performance Shares will convert into 7.5 million Ordinary Shares if the audited revenue of GRT App during any financial year is equal to or greater than \$8 million.

The Class A Performance Shares with hurdles identified under (i), (ii) and (iii) above must be met on or before 31 December 2018. The Class A Performance Shares with hurdles identified under (iv) above must be met on or before 5 years after the issue date of the Class A Performance Shares.

As part of the Acquisition the Company also issued 10,000,000 Class B Performance Shares to Managing Director, Megan Boston. The Class B Performance

Shares will convert into ordinary shares upon the following conditions being met as outlined below:

- i. 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.20 or above for at least 20 trading days over any 30 day trading period;
- ii. 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary Shares upon the volume weighted average price of the Shares on the ASX reaching \$0.30 or above for at least 20 trading days over any 30 day trading period;
- iii. 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary Shares upon the volume weighted average prices of the Shares on the ASX reaching \$0.40 or above for at least 20 trading days over any 30 day trading period; and
- iv. 2.5 million Class B Performance Shares will convert into 2.5 million Ordinary Shares upon the volume weighted average prices of the Shares on the ASX reaching \$0.50 or above for at least 20 trading days over any 30 day trading period

All Class B Performance Share hurdles must be met on or before 31 December 2018.

No value has been allocated to the Performance Shares due to the significant uncertainty of meeting the two performance milestones which are based on future events.



<b>B. DEEMED OMNI MARKET TIDE LTD SHARE CAPITAL</b>		<b>\$</b>
Historical issued capital balance at 31 December 2014		2,580,764
<b>Omni Market Tide Ltd share capital at acquisition date</b>		<b>2,580,764</b>
Elimination of Omni Market Tide Ltd issued capital		(2,580,764)
Deemed consideration as per note 17(a)		2,656,890
<b>Total Omni Market Tide Ltd share capital on completion of transaction</b>		<b>2,656,890</b>

<b>C. OMNI MARKET TIDE LTD SHARE BASED PAYMENT RESERVE</b>		<b>\$</b>
Historical share based payment reserve at 31 December 2014		552,000
Expiry of Options		(552,000)
<b>Omni Market Tide Ltd share based payment reserve at acquisition date</b>		<b>-</b>
Elimination of Omni Market Tide Ltd share based payment reserve		-
<b>Total Omni Market Tide Ltd share based payment reserve on completion of transaction</b>		<b>-</b>

<b>D. OMNI MARKET TIDE LTD ACCUMULATED LOSSES PRE-COMPLETION</b>		<b>\$</b>
Historical accumulated losses at 31 December 2014		(1,953,317)
Transfer from Share Based Payment Reserve		552,000
Loss incurred from 1 January 2015 to 21 July 2015		(224,662)
<b>Omni Market Tide Ltd accumulated losses at acquisition date</b>		<b>(1,625,979)</b>
Elimination of Omni Market Tide Ltd accumulated losses		1,625,979
		-

<b>E. ASSETS AND LIABILITIES ACQUIRED</b>		<b>\$</b>
Cash and cash equivalents		429,827
Prepayments		109
Loan receivable from GRT App Pty Ltd		500,000
Other		40,441
<b>Total assets</b>		<b>970,377</b>
Trade and other payables		112,677
<b>Total liabilities</b>		<b>112,677</b>
<b>Net assets</b>		<b>857,700</b>

<b>F. LISTING EXPENSE</b>		<b>\$</b>
Deemed consideration		2,656,890
Less: net assets of Omni Market Tide Ltd pre-acquisition		(857,700)
<b>Total Omni Market Tide Ltd losses on completion of transaction (listing expense)</b>		<b>1,799,190</b>

The Directors do not consider this expense to be an expense from ordinary activities.

## 18. RELATED PARTY TRANSACTIONS

### COMPENSATION

The aggregate compensation made to Directors and other members of key management personnel of the consolidated entity is set out below:

	CONSOLIDATED	
	2015	2014
	\$	\$
Short-term employee benefits	247,579	-
Post-employment benefits	21,741	
Share-based payments	19,892	
	<b>289,212</b>	<b>-</b>

### OTHER KEY MANAGEMENT PERSONNEL DISCLOSURES

Former Non-executive Director, Mr Chris Francis (resigned 22 July 2015), is an executive Director of Foster Stockbroking Pty Ltd. During the 2015 year, Foster Stockbroking Pty Ltd was paid consultancy fees of \$300,000 in relation to the acquisition of GRT App Pty Ltd (the Acquisition), the Capital Raising, and the Company's re-quotations on the ASX (the Re-quotations). All transactions were conducted on normal commercial terms.

Former Non-executive Director, Matthew Foy (resigned 22 July 2015) is a shareholder of Minerva Corporate Pty Ltd. During the 2015 year, Minerva Corporate Pty Ltd was paid fees of \$30,301 in relation to company secretarial, accounting and registered office services. All transactions were conducted on normal commercial terms.

Current Non-executive Chairman, Mr Glenn Vassallo, is the Managing Director of GRT Lawyers Pty Ltd. During the 2015 year, the Company paid fees for legal advisory services to GRT Lawyers Pty Ltd in the amount of \$273,070. These legal fees related to the Acquisition, the Capital Raising, and the Re-quotations, together with general legal advice. GRT Lawyers Pty Ltd was not the Company's lead or sole counsel in relation to the Acquisition, the Capital Raising, or the Re-quotations. All transactions were conducted on normal commercial terms.

Current Non-executive Director, Mr Ken Pickard, is the Managing Partner of Moore Stephens Queensland. During the 2015 year, the Company paid fees for financial advisory services to Moore Stephens in the amount of \$109,849. These fees related to the general accounting services, together with the preparation of regulatory financial disclosure. All transactions were conducted on normal commercial terms.

Aggregate amounts of each of the above types of other transactions with key management personnel of Omni Market Tide Ltd are as follows:

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Payments to related parties</b>		
Legal Fees	243,497	136,684
Consultancy	300,000	-
Taxation and Accountancy	140,150	65,329
	<b>683,647</b>	<b>202,013</b>
Balance outstanding at year end		
Trade Payables	20,950	31,444
	<b>20,950</b>	<b>31,444</b>

## 19. AUDITOR'S REMUNERATION

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Paid and payable remuneration of the auditor of the parent entity for:		
Auditing and review of financial reports	29,356	2,300
	<b>29,356</b>	<b>2,300</b>

## 20. EARNINGS PER SHARE

a. Earnings used in calculating earnings per share

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Net Loss after income tax</b>	<b>(2,849,304)</b>	<b>(211,239)</b>
<b>Net Loss after income tax attributable to the owners of Omni Market Tide Limited</b>	<b>(2,849,304)</b>	<b>(211,239)</b>
Basic earnings/(loss) per share attributable to equity holders	(1.55)	(578.06)
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	183,573,045	36,543

Options outstanding during the year have not been taken into account in the calculation of the weighted average number of shares as they are not considered dilutive.

Performance shares are not considered to be dilutive as their conversion to ordinary shares would reduce the loss attributable to members.

## 21. GROUP ENTITIES

### Parent Entity

While the accounting parent of the group is GRT App Pty Ltd, the legal and ultimate parent of the group is Omni Market Tide Ltd.

The consolidated financial statements include the financial statements of GRT App Pty Ltd as accounting parent and the subsidiaries listed in the following table.

NAME	PRINCIPAL PLACE OF BUSINESS / COUNTRY OF INCORPORATION	OWNERSHIP INTEREST	
		2015	2014
		%	%
Omni Market Tide Ltd	Australia	100.00%	-

## 22. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

	CONSOLIDATED 2015	PARENT 2014
<b>Cash Flows from operating activities</b>	<b>\$</b>	<b>\$</b>
Loss for the year	(2,849,304)	(211,239)
Non-cash flows in profit / (Loss):		
Listing expense	1,799,190	-
Depreciation	6,424	-
Share based payments	-	370,872
<b>Changes in assets and liabilities:</b>		
Increase / (Decrease) in trade payables	91,645	-
Increase / (Decrease) in other current liabilities	67,079	(298,746)
Decrease / (Increase) in trade receivables	(37,004)	(7,099)
Decrease / (Increase) in other current assets	(47,708)	-
Decrease / (Increase) in other non-current assets	(36,600)	-
<b>Net cash from operating activities</b>	<b>(1,006,278)</b>	<b>(146,212)</b>

## 23. PARENT ENTITY INFORMATION

	2015	2014
	\$	\$
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	18	666,545
Trade and other receivables	193,419	-
Loans and other receivables	4,141,287	549,397
Other	45,361	6,715
<b>Total Current Assets</b>	<b>4,380,084</b>	<b>1,222,657</b>
<b>Non-Current Assets</b>		
Property, plant and equipment	129,552	-
Intangibles	451,728	-
Other	36,600	-
<b>Total Non-Current Assets</b>	<b>617,880</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>4,997,964</b>	<b>1,222,657</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	91,645	43,210
Provisions	234,388	-
Other	49,226	-
<b>Total Current Liabilities</b>	<b>375,259</b>	<b>43,210</b>
<b>Non-Current Liabilities</b>		
Provisions	4,803	-
<b>Total Non-Current Liabilities</b>	<b>4,803</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>380,062</b>	<b>43,210</b>
<b>NET ASSETS</b>	<b>4,617,902</b>	<b>1,179,447</b>
<b>Changes in assets and liabilities:</b>		
Issued capital	7,100,153	2,580,764
Reserves	-	552,000
Accumulated losses	(2,482,251)	(1,953,317)
<b>TOTAL EQUITY</b>	<b>4,617,902</b>	<b>1,179,447</b>

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

## 24. EVENTS OCCURRING AFTER THE REPORTING PERIOD

There has not been any matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect, the operation of the entity, the results of those operations, or the state of affairs of the entity in future financial years.

## 25. FINANCIAL RISK MANAGEMENT

The entity's financial instruments consist mainly of deposits with banks, accounts receivables and payable.

### A. TREASURY RISK MANAGEMENT

An Audit, Compliance and Risk Committee consist of board members who meet to analyse financial risk exposure, and to evaluate treasury management strategies in the context of the most recent economic conditions and forecasts.

The board's overall risk management strategy seeks to assist the entity in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

Risk management policies are approved and reviewed by the board. These include the use of credit risk policies and future cash flow requirements.

The Company has the following financial instruments.

### B. FINANCIAL RISK EXPOSURES AND MANAGEMENT

The main risks the entity is exposed to through its financial instruments are interest rate risk and foreign exchange rate risk.

The entity is exposed to fluctuations in foreign currencies arising from the purchase of services in currencies other than the entity's measurement currency.

### I. INTEREST RATE RISK

The entity is exposed to interest rate risk at the date of this report via its cash holdings.

The entity does not currently have any formal policies in place regarding interest rate risk as it is not considered significant.

### II. LIQUIDITY RISK

The entity manages liquidity risk by monitoring forecast cash flows and ensuring sufficient cash reserves are on hand to meet obligations.

### C. CREDIT RISK

The maximum exposure to credit risk, excluding the value of any collateral or other security, at reporting date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

The entity does not currently have any formal policies in place regarding credit risk as it is not considered significant.

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available).

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
Cash and Cash Equivalents		
AA	3,624,505	319,677
	<b>3,624,505</b>	<b>319,677</b>

#### D. FINANCIAL INSTRUMENT COMPOSITION AND MATURITY ANALYSIS

The tables below reflect the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts may not reconcile to the statement of financial position.

	FIXED INTEREST							TOTAL
	RANGE OF EFFECTIVE INTEREST RATE	VARIABLE INTEREST RATE	1 YEAR OR LESS	OVER 1 TO 5 YEARS	TOTAL CONTRACTUAL CASH FLOWS	NON-INTEREST BEARING		
	%	\$	\$	\$	\$	\$	\$	
<b>31 December 2015</b>								
<b>Financial Assets</b>								
Cash and cash equivalents	Nil-2.10%	3,624,505	-	-	-	-	3,624,505	
Loans and other receivables		-	-	-	-	193,450	193,450	
		<b>3,624,505</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>193,450</b>	<b>3,817,955</b>	
<b>Financial Liabilities</b>								
Trade and other payables		-	-	-	-	91,645	91,645	
Other financial liabilities		-	-	-	-	199,568	199,568	
		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>291,213</b>	<b>291,213</b>	
<b>31 December 2014</b>								
<b>Financial Assets</b>								
Cash and cash equivalents	Nil-2.35%	319,677	-	-	-	-	319,677	
Trade and other receivables		-	-	-	-	7,099	7,099	
		<b>319,677</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,099</b>	<b>326,776</b>	
<b>Financial Liabilities</b>								
Trade and other payables		-	-	-	-	-	-	
Other financial liabilities		-	-	-	-	500,000	500,000	
		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>500,000</b>	<b>500,000</b>	



	CONSOLIDATED 2015	PARENT 2014
<b>Trade and other payable are expected to be paid as follows:</b>	<b>\$</b>	<b>\$</b>
6 months to 1 year	-	-
1 to 5 years	-	-
Over 5 years	-	-
	<b>91,645</b>	<b>-</b>

## E. FAIR VALUE MEASUREMENT

For all assets and liabilities net fair value approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form other than listed investments of which the entity has no holdings in. Financial assets where the carrying amount exceeds net fair values have not been written down as the Company intends to hold these assets to maturity. The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to the financial statements.

There are no financial assets or liabilities that are carried at fair value in the financial statements therefore no additional disclosures have been made with respect to fair value measurement.

## F. SENSITIVITY ANALYSIS

### Interest Rate Risk

The entity has performed a sensitivity analysis relating to its exposure to interest rate risk, and price risk at reporting date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

### Interest Rate Sensitivity Analysis

At 31 December 2015, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	CONSOLIDATED 2015	PARENT 2014
	<b>\$</b>	<b>\$</b>
<b>Change in profit</b>		
Increase in interest rate by 2%	43,782	2,270
Decrease in interest rate by 2%	(43,782)	(2,270)
<b>Change in equity</b>		
Increase in interest rate by 2%	43,782	2,270
Decrease in interest rate by 2%	(43,782)	(2,270)

## 26. CONTINGENT LIABILITIES

There were no commitments or contingent liabilities as at the date of this report.

## 27. INCOME TAX

Major components of income tax expense

	CONSOLIDATED 2015	PARENT 2014
	\$	\$
<b>Accounting loss before income tax</b>	<b>(2,849,304)</b>	<b>(211,239)</b>
Income tax benefit at the Company's statutory rate of 30%	(854,791)	(63,372)
Permanent differences	357,379	(10,242)
Temporary differences and losses not recognised	497,712	73,614
	-	-

Currently GRT App Pty Ltd has a year end for tax purposes of 30 June 2015 and Omni Market Tide Ltd has a year end for tax purposes of 31 December 2015. The group is currently in the process of aligning GRT App Pty Ltd's year end with Omni Market Tide Ltd. GRT App Pty Ltd is currently in the process of considering whether it meets the eligibility criteria for the Research and Development Tax Incentive. To the extent that it does meet the criteria, there could be a substantial change to the Company's deferred tax asset; this would reduce deferred tax assets and increase current tax assets. As this has not yet been determined the Company has not recognised a current tax asset. No deferred tax assets have been recognised as it is not probable within the immediate future that tax profits will be available against which deductible temporary differences can be utilised.

The benefit for tax losses will only be obtained if:

- the Company derives future assessable income in Australia of a nature and of an amount sufficient to enable the benefit from deductions for the losses to be realised;
- the Company continues to comply with the conditions for deductibility imposed by tax legislation in Australia; and
- there are no changes in tax legislation in Australia which will adversely affect the Company in realising the benefit from deductions for the losses.

## 28. SEGMENT INFORMATION

The consolidated entity is organised into one main operating segment. All of the consolidated entity's activities are interrelated and discrete financial information is reported to the Board (Chief Operating Decision Maker) as a single segment. Accordingly, all significant operating decisions are based upon analysis of the consolidated entity as one segment. The financial results from this segment are equivalent to the financial statements of the consolidated entity as a whole.

## THE DIRECTORS OF THE COMPANY DECLARE THAT:

1. the financial statements and notes, as set out on pages 3 to 24 are in accordance with the Corporations Act 2001 and:
  - a. comply with Accounting Standards and the Corporations Regulations 2001 other mandatory professional reporting requirements; and
  - b. give a true and fair view of the financial position as at 31 December 2015 and of the performance for the financial year ended on that date of the Company and entity; and
  - c. complies with International Financial Reporting Standards as disclosed in note 1.
2. the Chief Executive Officer (or equivalent) and Chief Financial Officer (or equivalent) have each declared that:
  - a. the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;
  - b. the financial statements and notes for the financial year comply with Accounting Standards; and
  - c. the financial statements and notes for the financial year give a true and fair view.
3. in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



**Megan Boston**  
Managing Director

Dated this 31st day of March 2016

## INDEPENDENT AUDITOR'S REPORT

To the members of Omni Market Tide Limited

### Report on the Financial Report

We have audited the accompanying financial report of Omni Market Tide Limited, which comprises the consolidated statement of financial position as at 31 December 2015, the consolidated statement of profit or loss and other 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 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

#### Auditor's Responsibility

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

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

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



## Independence

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

## Opinion

In our opinion:

- (a) the financial report of Omni Market Tide 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 31 December 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.


## Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2015. 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 Omni Market Tide Limited for the year ended 31 December 2015 complies with section 300A of the *Corporations Act 2001*.

**BDO Audit (WA) Pty Ltd**

BDO  


**Phillip Murdoch**  
Director

Perth, 31 March 2016



ADDITIONAL  
INFORMATION  
FOR LISTED  
PUBLIC  
COMPANIES

## 1. ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

### A. ASX ADDITIONAL INFORMATION

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 1 February 2016.

### B. SUBSTANTIAL SHAREHOLDERS

Substantial holders in the Company are set out below:

	ORDINARY SHARES	
	NUMBER HELD	% OF TOTAL ISSUED SHARES
<b>IP Payovation Pty Ltd</b>	39,238,050	17.28%
<b>MSQ Nominees Pty Ltd</b> (as trustee for MSQ Investment Trust No. 1)	39,190,500	17.26%
<b>Glize Investments Pty Ltd</b> (as trustee for the Vass Trust #2)	25,349,377	11.19%
<b>SJMJ Pty Ltd</b> (as trustee for the SJMJ Family Trust)	25,238,100	11.11%

### C. VOTING RIGHTS

#### i. Ordinary Shares

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

#### ii. Options

No voting rights.

### D. DISTRIBUTION SCHEDULE OF FULLY PAID ORDINARY SHARES AS AT 1 FEBRUARY 2016

HOLDINGS RANGES	HOLDERS	NUMBER HELD	% OF TOTAL ISSUED SHARES
1 – 1,000	467	62,946	0.028
1,001 – 5,000	81	195,785	0.086
5,001 – 10,000	26	195,934	0.086
10,001 – 100,000	228	9,458,758	4.175
100,001 and above	120	216,655,475	95.625
<b>Totals</b>	<b>922</b>	<b>226,568,898</b>	<b>100.000</b>



**E. TWENTY LARGEST SHAREHOLDERS**

The names of the twenty largest holders of equity securities (including escrowed fully-paid ordinary shares):

	ORDINARY SHARES	
	NUMBER HELD	% OF TOTAL ISSUED SHARES
IP PAYOVATION PTY LTD	39,238,050	17.318
MSQ NOMINEES PTY LTD <MSQ INVESTMENT TRUST NO. 1 A/C>	39,190,500	17.297
GLIZE INVESTMENT PTY LTD <VASS TRUST #2 A/C>	25,238,100	11.139
SJMJ PTY LTD <SJMJ FAMILY TRUST A/C>	25,238,100	11.139
BOLT INVESTMENTS PTY LTD <ROSS BLAIR-HOLT FAMILY TRUST A/C>	11,238,150	4.960
BICARB PTY LTD <SHAREHOLDER ENGAGEMENT APP A/C>	9,857,100	4.351
CITICORP NOMINEES PTY LIMITED	7,263,917	3.206
NATIONAL NOMINEES LIMITED	6,238,865	2.754
SPO EQUITIES PTY LIMITED <MARCH STREET EQUITY A/C>	3,500,000	1.545
SWAN CAPITAL LIMITED	2,921,994	1.290
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,770,885	1.223
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,665,698	1.177
FOSTER STOCKBROKING NOMINEES PTY LTD <NO 1 ACCOUNT>	1,552,500	0.685
SWAN CAPITAL LIMITED	1,535,995	0.678
UBS NOMINEES PTY LTD	1,500,000	0.662
PROSPECT CUSTODIAN LIMITED	1,445,000	0.638
J P MORGAN NOMINEES AUSTRALIA LIMITED	1,147,392	0.506
PETRA SECURITIES LIMITED	950,000	0.419
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	893,998	0.395
JONTRA HOLDINGS PTY LTD	833,334	0.368
	<b>185,219,578</b>	<b>81.750</b>

**F. UNQUOTED EQUITY SECURITIES**

The number of unquoted equity securities that are on issue and the number of holders:

	NUMBER ON ISSUE	HOLDERS
Ordinary shares	150,000,000	6

Substantial unquoted equity holders in the Company are set out below:

	NUMBER HELD	% OF TOTAL ISSUED SHARES
IP PAYOVATION PTY LTD	39,238,050	26.159
MSQ NOMINEES PTY LTD <MSQ INVESTMENT TRUST NO. 1 A/C>	39,190,500	26.127
GLIZE INVESTMENT PTY LTD <VASS TRUST #2 A/C>	25,238,100	16.825
SJMJ PTY LTD <SJMJ FAMILY TRUST A/C>	25,238,100	16.825
BOLT INVESTMENTS PTY LTD <ROSS BLAIR-HOLT FAMILY TRUST A/C>	11,238,150	7.492
BICARB PTY LTD <SHAREHOLDER ENGAGEMENT APP A/C>	9,857,100	6.571
	150,000,000	100%

**G. UNISSUED EQUITY SECURITIES**

	NUMBER	HOLDERS
Options over ordinary shares, exercisable at \$0.10 each	25,000,000	201

**H. SECURITIES SUBJECT TO ESCROW**

CLASS	NUMBER	EXPIRY DATE	DETAILS
Ordinary shares	150,000,000	30 July 2017	150,000,000 fully paid ordinary shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.
Class A Performance Shares	30,000,000	30 July 2017	30,000,000 Class A Performance Shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.
Class B Performance Shares	10,000,000	30 July 2017	10,000,000 Class B Performance Shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.

**OMNI  
MARKET  
TIDE**

Level 1, 200 Toorak Road  
South Yarra VIC 3141

**T** 03 8566 6888

**F** 03 8566 6889

**E** [engage@omnimarkettide.com](mailto:engage@omnimarkettide.com)

[omnimarkettide.com.au](http://omnimarkettide.com.au)