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**ChimpChange Ltd and  
controlled entity**

**ABN 34 150 762 351**

Consolidated Financial report  
For the year ended 30 June 2015

**Pitcher Partners**

Level 30  
Central Plaza 1  
345 Queen Street  
Brisbane QLD 4000

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**

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**DIRECTORS' REPORT**

The directors present their report together with the financial report of the group, being the company and its controlled entity, for the year ended 30 June 2015 and auditor's report thereon. This financial report has been prepared in accordance with Australian Accounting Standards.

**Directors names**

The names of the directors in office at any time during or since the end of the year are:

Ashley Shilkin	Appointed 6 May 2011
Benjamin William Harrison	Appointed 16 January 2015
Ian Leijer	Appointed 16 January 2015
Peter Graham Clare	Appointed 16 April 2015

Duncan Patrick Cornish (Company Secretary) Appointed 2 July 2015

The directors have been in office since the start of the year to the date of this report unless otherwise stated.

**Results**

The loss of the group for the year after providing for income tax amounted to \$2,165,596 (2014: loss of \$600,888).

**Review of operations**

ChimpChange completed the first stage of development of its mobile banking application. Following sponsor bank approvals in December 2014, the product went live in limited Beta release in January 2015 with general release in July of that year.

To drive the Company's growth several new employees joined Chimpchange this year including Clayton Fosset as Chief Operating Officer. At the date of this report there was a full-time team of 12 people.

Three new directors joined Board and the Company welcomes Ben Harrison, Ian Leijer and Peter Clare.

To support its development the company successfully raised \$1.3 million in February 2015 through private placement with the funds raising largely spent on product development and working capital.

**Significant changes in state of affairs**

There were no significant changes in the group's state of affairs that occurred during the financial year, other than those referred to elsewhere in this report.

## CHIMPCHANGE LTD AND CONTROLLED ENTITY

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### DIRECTORS' REPORT

#### Principal activities

The principal activity of the group during the year was providing digital banking services for its customers.

No significant change in the nature of these activities occurred during the year.

#### Likely developments

The group has plans to list on the Australian Securities Exchange within the next 12 months. Progress on an IPO is underway.

#### Dividends paid, recommended and declared

No dividends were paid or declared since the start of the year. No recommendation for payment of dividends has been made.

#### Information on directors and company secretary

<b>Ashley Shilkin</b>	Director
Experience	Mr Shilkin is the founder and managing director Chimpchange. He was previously CFO of a publicly listed company and holds a Master of Law and Bachelor of Commerce.
<b>Benjamin William Harrison</b>	Director
Experience	Mr Harrison is an experienced advisor and investor with over 10 years experience in equities research, capital markets, and M&A.
<b>Ian Leijer</b>	Director
Experience	Mr Ian Leijer has an accounting and finance background with over 20 years experience in accounting and corporate finance including 10 years experience as a public company CFO and CEO.
<b>Peter Graham Clare</b>	Director
Experience	Mr Clare has over 20 years' experience in banking, risk and information technology. He has previously held the roles of Chief Operating Officer of Westpac and the Chief Executive Officer of Westpac New Zealand.
<b>Duncan Patrick Cornish</b>	Company Secretary
Experience	Mr Cornish is a Chartered Accountant with more than 20 years experience in the accountancy profession and has extensive experience in all aspects of company financial reporting, corporate regulatory and governance areas, business acquisition and disposal due diligence, capital raising and company listings and company secretarial responsibilities, and serves as corporate secretary and chief financial officers of several public companies.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**

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**DIRECTORS' REPORT****Meetings of directors**

Directors	Directors' meetings	
	Number eligible to attend	Number attended
Ashley Shilkin	3	3
Benjamin William Harrison	3	3
Ian Leijer	3	3
Peter Graham Clare	2	2

**Options**

Options over unissued ordinary shares granted by ChimpChange Ltd during or since the financial year to the directors and any of the 5 most highly remunerated officers of the group (other than the directors) were as follows:

Directors	Options granted
Ashley Shilkin	3,500,000
Benjamin William Harrison	950,000
Ian Leijer	250,000
Peter Graham Clare	750,000

Executives	Options granted
Clayton Fosset	300,000

**Shares issued on exercise of options**

The following ordinary shares of ChimpChange Ltd were issued during or since the end of the financial year as a result of the exercise of an option:

Date issued	Number of ordinary shares issued	Amount paid per share
01/02/2016	1,175,000	0.35
01/02/2016	180,000	0.35
07/04/2016	1,142,440	0.35

There are no amounts unpaid on shares issued on exercise of options.

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## CHIMPCHANGE LTD AND CONTROLLED ENTITY

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### DIRECTORS' REPORT

#### After balance date events

The Company completed private placements net of capital raising fees of \$2.1 million in July 2015 and \$3.8 million in November 2015 to fund ongoing product development and marketing. An amount of \$768,000 from the July capital raising was received prior to year end and is recorded within these financial statements as subscription funds received in advance at Note 12.

In August 2015, the status of the company was converted from proprietary to public.

Subsequent to year end, the company made a decision to change its primary sponsor bank from Eagle Bank and Trust Company of Missouri to Central Bank of Kansas City (CBKC) and has entered into a service provider agreement with CBKC to provide banking services to support the operation of the ChimpChange mobile banking application (or 'app'). The change in provider was made to enable the company to access a greater range of services and provide greater benefits to customers.

The company has entered into a number of new employment contracts subsequent to year end as the activities of the company grow. These contracts include opportunities for the new employees to join the existing company ESOP. At the signing date of this financial report, no shares or options had been issued to employees subject to these new employment contracts.

The company has paid bonus payments and success fees to two of its directors subsequent to year end as a result of the achievement of previously established milestones related to user registrations. Bonuses and success fees totalling \$688,000 were settled in December 2015 and January 2016.

In January 2016 by entities associated with Ash Shilkin and Ian Leijer exercised options with an exercise value of \$345,000.

In an Extraordinary General Meeting in April 2016, the shareholders approved an Executive Director Loan Funded Share Plan. The operation of the Share Plan has enabled the immediate exercise by Ash Shilkin and Ian Leijer of all options currently vested through funding provided by the group. The loans are secured by the shares issued through exercise of the options. If the loans are not repaid by the termination date, the shares issued under the Share Plan will be cancelled, and a bonus contractually agreed with Ash Shilkin, and a success fee contractually agreed with Unimain Pty Limited (a related entity of Ian Leijer), will be forfeited.

In an Extraordinary General Meeting in April 2016, the shareholders approved the issue of options to the directors as follows:

- Peter Clare – 450,000
- Ian Leijer – 250,000
- Benjamin Harrison – 250,000
- Ash Shilkin – 3,500,000

The options issued to Peter Clare, Ian Leijer, Benjamin Harrison and 1,000,000 options issued to Ash Shilkin vest immediately and will expire on 31 December 2018. The remaining options issued to Ash Shilkin have market vesting conditions attached and will expire after 5 years from the date of issue.

Other than the matters noted above, there has been no matter or circumstance, which has arisen since 30 June 2015, that has significantly affected or may significantly affect the operations of the group, the results of those operations, or the state of affairs of the group in future financial years.

#### Indemnification of officers

No indemnities have been given or insurance premiums paid, during or since the end of the year, for any person who is or has been an officer of the group.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**

**ABN 34 150 762 351**

**DIRECTORS' REPORT**

**Indemnification of auditors**

No indemnities have been given or insurance premiums paid, during or since the end of the year, for any person who is or has been an auditor of the group.

**Environmental regulation**

The group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

**Proceedings on behalf of the group**

No person has applied for leave of Court to bring proceedings on behalf of the group or intervene in any proceedings to which the group is a party for the purpose of taking responsibility on behalf of the group for all or any part of those proceedings.

**Auditor's independence declaration**

A copy of the auditor's independence declaration under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

Signed in accordance with a resolution of the board of directors.

Director: \_\_\_\_\_



Ashley Shilkin

Dated this

**11**

day of

**May**

2016

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**PITCHER PARTNERS**

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KYLIE LAMPRECHT  
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BRETT HEADRICK  
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SIMON CHUN

The Directors  
ChimpChange Ltd  
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Los Angeles CA 90036

### **Auditor's Independence Declaration**

As lead auditor for the audit of ChimpChange Ltd for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

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

PITCHER PARTNERS

J. J. EVANS  
Partner

Brisbane, Queensland  
11 May 2016

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	Note	2015 USD\$	2014 USD\$
<b>Revenue</b>	2	24	1,607
<b>Less: expenses</b>			
Depreciation and amortisation expense	3	(2,355)	(862)
Employee benefits expense		(1,255,655)	(13,921)
Occupancy expense		(21,514)	(12,058)
Advertising expense		(62,401)	(20,185)
Finance costs		(4,378)	(431)
Consulting		(291,191)	(275,058)
Travel expense		(61,174)	(50,728)
Other expenses		<u>(466,952)</u>	<u>(229,252)</u>
		<u>(2,165,620)</u>	<u>(602,495)</u>
<b>Profit / (loss) before income tax expense</b>		(2,165,596)	(600,888)
Income tax expense	4	<u>-</u>	<u>-</u>
<b>Net profit / (loss) from continuing operations</b>		<u>(2,165,596)</u>	<u>(600,888)</u>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit and loss</i>			
Options issued		<u>1,708,434</u>	<u>13,718</u>
		<u>1,708,434</u>	<u>13,718</u>
<i>Items that may be reclassified subsequently to profit and loss</i>			
Exchange differences on translation of parent operations		<u>(62,775)</u>	<u>11,245</u>
		<u>(62,775)</u>	<u>11,245</u>
<b>Other comprehensive income for the year</b>		<u>1,645,659</u>	<u>24,963</u>
<b>Total comprehensive income</b>		<u>(519,937)</u>	<u>(575,925)</u>

The accompanying notes form part of these financial statements.

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2015**

	Note	2015 USD\$	2014 USD\$
<b>Current assets</b>			
Cash and cash equivalents	6	753,039	78,307
Receivables	7	34,316	1,229
Other assets	8	<u>2,550</u>	<u>2,361</u>
<b>Total current assets</b>		<u>789,905</u>	<u>81,897</u>
<b>Non-current assets</b>			
Intangible assets	10	626,225	229,595
Property, plant and equipment	9	<u>16,649</u>	<u>3,779</u>
<b>Total non-current assets</b>		<u>642,874</u>	<u>233,374</u>
<b>Total assets</b>		<u>1,432,779</u>	<u>315,271</u>
<b>Current liabilities</b>			
Payables	11	47,948	10,948
Provisions		20,544	-
Other liabilities	12	<u>768,000</u>	<u>-</u>
<b>Total current liabilities</b>		<u>836,492</u>	<u>10,948</u>
<b>Total liabilities</b>		<u>836,492</u>	<u>10,948</u>
<b>Net assets</b>		<u>596,287</u>	<u>304,323</u>
<b>Equity</b>			
Share capital	13	1,914,187	1,102,286
Reserves	14	1,670,622	24,963
Retained earnings / (Accumulated losses)		<u>(2,988,522)</u>	<u>(822,926)</u>
<b>Total equity</b>		<u>596,287</u>	<u>304,323</u>

The accompanying notes form part of these financial statements.

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	Contributed equity USD\$	Reserves USD\$	Retained earnings USD\$	Total equity USD\$
<b>Consolidated</b>				
<b>Balance as at 1 July 2013</b>	372,199	-	(222,038)	150,161
Profit/(loss) for the year	-	-	(600,888)	(600,888)
Exchange differences on translation of parent operations	-	11,245	-	11,245
Options issued	-	13,718	-	13,718
<b>Total comprehensive income for the year</b>	-	24,963	(600,888)	(575,925)
<b>Transactions with owners in their capacity as owners:</b>				
Contributions	730,087	-	-	730,087
<b>Total transactions with owners in their capacity as owners</b>	730,087	-	-	730,087
<b>Balance as at 30 June 2014</b>	<u>1,102,286</u>	<u>24,963</u>	<u>(822,926)</u>	<u>304,323</u>
<b>Balance as at 1 July 2014</b>	1,102,286	24,963	(822,926)	304,323
Profit/(loss) for the year	-	-	(2,165,596)	(2,165,596)
Exchange differences on translation of parent operations	-	(62,775)	-	(62,775)
Options issued	-	1,708,434	-	1,708,434
<b>Total comprehensive income for the year</b>	-	1,645,659	(2,165,596)	(519,937)
<b>Transactions with owners in their capacity as owners:</b>				
Contributions	811,901	-	-	811,901
<b>Total transactions with owners in their capacity as owners</b>	811,901	-	-	811,901
<b>Balance as at 30 June 2015</b>	<u>1,914,187</u>	<u>1,670,622</u>	<u>(2,988,522)</u>	<u>596,287</u>

The accompanying notes form part of these financial statements.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	Note	2015 USD\$	2014 USD\$
<b>Cash flow from operating activities</b>			
Receipts from customers		-	1,000
Payments to suppliers and employees		(1,103,461)	(581,148)
Interest received		24	607
Finance costs		-	(38)
Income tax paid		<u>(6)</u>	<u>-</u>
<b>Net cash provided by / (used in) operating activities</b>		<u>(1,103,443)</u>	<u>(579,579)</u>
<b>Cash flow from investing activities</b>			
Payment for property, plant and equipment		(15,225)	(4,641)
Payment for intangible assets		<u>(460,210)</u>	<u>(180,506)</u>
<b>Net cash provided by / (used in) investing activities</b>		<u>(475,435)</u>	<u>(185,147)</u>
<b>Cash flow from financing activities</b>			
Proceeds from share issue		<u>2,263,308</u>	<u>742,974</u>
<b>Net cash provided by financing activities</b>		<u>2,263,308</u>	<u>742,974</u>
<b>Reconciliation of cash</b>			
Cash at beginning of the financial year		78,307	101,811
Net increase / (decrease) in cash held		684,430	(21,752)
Foreign exchange differences on cash holdings		<u>(9,698)</u>	<u>(1,752)</u>
<b>Cash at end of financial year</b>		<u>753,039</u>	<u>78,307</u>

The accompanying notes form part of these financial statements.

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CHIMPCHANGE LTD AND CONTROLLED ENTITY  
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NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards - Reduced Disclosure Requirements, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

The financial report was approved by the directors as at the date of the directors' report.

The financial report is for the entity ChimpChange Ltd as an individual entity and ChimpChange Ltd and its consolidated entity. ChimpChange Ltd is a company limited by shares, incorporated and domiciled in Australia. ChimpChange Ltd is a for-profit entity for the purpose of preparing the financial statements.

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

**(a) Basis of preparation of the financial report**

*Historical Cost Convention*

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

**(b) Principles of consolidation**

The consolidated financial statements are those of the consolidated entity ("the group"), comprising the financial statements of the parent entity and all of the entities the parent controls. The group controls an entity where it has the power, for which the parent has exposure or rights to variable returns from its involvement with the entity, and for which the parent has the ability to use its power over the entities to affect the amount of its returns.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies which may exist.

All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is transferred to the group and are de-recognised from the date that control ceases.

Non-controlling interests in the result of subsidiaries are shown separately in the consolidated statement of comprehensive income and consolidated statement of financial position respectively.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY  
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**NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(c) Going concern**

The group has incurred a loss for the year to 30 June 2015 of \$2,165,596 (2014: loss of \$600,888). At 30 June 2015, the group was in a net current liability position of \$46,587 due to an amount of \$768,000 being classified as a current liability as it related to an issuance of share capital that occurred after 30 June 2015 (refer to Notes 12 and 20). Subsequent to 30 June 2015, this amount was appropriately reclassified to equity upon the issuance of share capital.

At the date of this financial report, the group is preparing raise additional capital through an initial public offering of \$11.25 million, with \$4.49 million allocated to operating expenses, payroll expenses and working capital.

The Group's ongoing operations, and its ability to meet its repayment obligations with existing creditors, is dependent on a number of factors including the successful raising of additional capital and its ability to earn sufficient profits and achieve a positive cash flow.

The Directors believe the Company will have sufficient cash resources for the next 12 months on the basis that operations to date have included a number of significant expenses associated with developing a product for customer use and, ultimately, revenue generation, the initial public offering referred to above is well advanced, the Company has a history of successful capital raisings, and it has the continued financial support of existing shareholders.

Accordingly the Directors are of the opinion that the Group is a going concern and will be able to pay its debts as and when they become due and payable.

The financial statements have been prepared on a going concern basis which assumes that the parent entity and Group will realise their assets and extinguish their liabilities in the normal course of business. Ongoing operations are dependent upon the matters described above. Should these not occur, there is significant uncertainty whether the parent entity and Group will be able to continue as going concerns and whether they will realise their assets and settle their liabilities and commitments in the normal course of business at the amounts stated in the financial report. No adjustments have been made to the financial report relating to the recoverability and classification of the asset carrying amounts or the amounts and classification of liabilities that might be necessary should the parent entity and Group not continue as going concerns.

CHIMPCHANGE LTD AND CONTROLLED ENTITY  
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NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(d) Foreign currency translations and balances**

*Functional and presentation currency*

The financial statements of each entity within the consolidated entity are measured using the currency of the primary economic environment in which that entity operates (the functional currency). The consolidated financial statements are presented in US dollars which is the consolidated entity's functional and presentation currency.

*Transactions and Balances*

Transactions in foreign currencies of entities within the consolidated group are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

Except for certain foreign currency hedges, all resulting exchange differences arising on settlement or re-statement are recognised as revenues and expenses for the financial year.

Entities that have a functional currency different from the presentation currency are translated as follows:

- Assets and liabilities are translated at the closing rate on reporting date;
- Income and expenses are translated at actual exchange rates or average exchange rates for the period, where appropriate; and
- All resulting exchange differences are recognised in other comprehensive income.

**(e) Revenue**

Interest revenue is recognised when it becomes receivable on a proportional basis taking in to account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax (GST).

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(f) Income tax**

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

**(g) Financial instruments**

*Non-derivative financial instruments*

Non-derivative financial instruments consist of investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are initially recognised at fair value, plus directly attributable transaction costs (if any), except for instruments recorded at fair value through profit or loss. After initial recognition, non-derivative financial instruments are measured as described below.

*Financial liabilities*

Financial liabilities include trade payables, other creditors and loans from third parties including inter-company balances and loans from or other amounts due to director-related entities.

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

Financial liabilities are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

CHIMPCHANGE LTD AND CONTROLLED ENTITY  
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NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(h) Property, plant and equipment**

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and any accumulated impairment losses.

*Plant and equipment*

Plant and equipment is measured on a cost basis.

*Depreciation*

The depreciable amount of all property, plant and equipment is depreciated over their estimated useful lives commencing from the time the asset is held ready for use. Land and the land component of any class of property, plant and equipment is not depreciated.

<b>Class of fixed asset</b>	<b>Depreciation rates</b>	<b>Depreciation basis</b>
Motor vehicles under lease	12.5%	Straight line
Office equipment at cost	25%	Straight line
Computer equipment at cost	25%	Straight line

**(i) Research and development expenditure**

Expenditure on research activities is recognised as an expense when incurred.

Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the entity is able to use or sell the asset; the entity has sufficient resource; and intent to complete the development and its costs can be measured reliably. Capitalised development expenditure is stated at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of its estimated useful life commencing when the intangible asset is available for use. The asset carrying value is reviewed for impairment annually and amounts are written off to the extent that realisable future benefits are considered to be no longer probable.

Other development expenditure is recognised as an expense when incurred.

**(j) Impairment of non-financial assets**

Intangible assets not yet ready for use are not subject to amortisation and are therefore tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

An impairment loss is recognised where the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset is defined as the higher of its fair value less costs to sell and value in use.

For an asset measured at cost, an impairment loss is recognised in profit or loss where the carrying amount of the asset exceeds its recoverable amount.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(k) Employee benefits**

*(i) Short-term employee benefit obligations*

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

*(ii) Long-term employee benefit obligations*

Liabilities arising in respect of long service leave and annual leave which is not expected to be settled within twelve months of the reporting date are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date.

Employee benefit obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

**(l) Goods and services tax (GST)**

Revenues, expenses and purchased assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the 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 consolidated statement of financial position are shown inclusive of GST.

Cash flows are presented in the consolidated 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.

**(m) Comparatives**

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
**ABN 34 150 762 351**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
<b>NOTE 2: REVENUE AND OTHER INCOME</b>		
Other revenue		
Interest income	24	607
Other revenue	<u>-</u>	<u>1,000</u>
	<u>24</u>	<u>1,607</u>
	<u>24</u>	<u>1,607</u>

**NOTE 3: OPERATING PROFIT**

Profit / (losses) before income tax has been determined after:

Depreciation		
- plant and equipment	2,355	862
Research and development costs	36,551	10,838
Employee benefits:		
- Other employee benefits	1,255,655	13,921

**NOTE 4: INCOME TAX**

**(a) Prima facie tax payable**

The net loss before income tax is reconciled to the income tax expense as follows:

Net loss subject to income tax - Australia	1,253,256	192,224
Net loss subject to income tax - USA	<u>912,340</u>	<u>408,664</u>
	2,165,596	600,888
Less:		
Tax losses not recognised - Australia	1,253,256	192,224
Tax losses not recognised - USA	<u>912,340</u>	<u>408,664</u>
	<u>2,165,596</u>	<u>600,888</u>
Balance of net losses on which income tax benefit recognised	<u>-</u>	<u>-</u>

The gross value of total tax losses not recognised at 30 June 2015 is \$2,988,522 (2014: \$822,926).

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
<b>NOTE 5: KEY MANAGEMENT PERSONNEL COMPENSATION</b>		
Compensation received by key management personnel of the group		
- short-term employee benefits	216,213	-
- post-employment benefits	2,782	-
- share-based payments	<u>992,337</u>	<u>13,718</u>
	<u><u>1,211,332</u></u>	<u><u>13,718</u></u>
 <b>NOTE 6: CASH AND CASH EQUIVALENTS</b>		
Cash at bank	<u><u>753,039</u></u>	<u><u>78,307</u></u>
 <b>NOTE 7: RECEIVABLES</b>		
CURRENT		
Trade debtors	214	262
Other receivables	<u>34,102</u>	<u>967</u>
	<u><u>34,316</u></u>	<u><u>1,229</u></u>
 <b>NOTE 8: OTHER ASSETS</b>		
CURRENT		
Other current assets	<u><u>2,550</u></u>	<u><u>2,361</u></u>

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
**ABN 34 150 762 351**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
<b>NOTE 9: PROPERTY, PLANT AND EQUIPMENT</b>		
<b>Plant and equipment</b>		
Motor vehicles under lease	4,943	-
Accumulated depreciation	<u>(16)</u>	<u>-</u>
	<u>4,927</u>	<u>-</u>
Office equipment at cost	2,049	807
Accumulated depreciation	<u>(370)</u>	<u>(80)</u>
	<u>1,679</u>	<u>727</u>
Computer equipment at cost	12,874	3,834
Accumulated depreciation	<u>(2,831)</u>	<u>(782)</u>
	<u>10,043</u>	<u>3,052</u>
Total property, plant and equipment	<u>16,649</u>	<u>3,779</u>
<b>(a) Reconciliations</b>		
Reconciliation of the carrying amounts of property, plant and equipment at the beginning and end of the current financial year		
<i>Motor vehicles</i>		
Opening carrying amount	-	-
Additions	4,943	-
Depreciation expense	<u>(16)</u>	<u>-</u>
Closing carrying amount	<u>4,927</u>	<u>-</u>
<i>Office equipment</i>		
Opening carrying amount	727	-
Additions	1,242	807
Depreciation expense	<u>(290)</u>	<u>(80)</u>
Closing carrying amount	<u>1,679</u>	<u>727</u>
<i>Computer equipment</i>		
Opening carrying amount	3,052	-
Additions	9,040	3,834
Depreciation expense	<u>(2,049)</u>	<u>(782)</u>
Closing carrying amount	<u>10,043</u>	<u>3,052</u>

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
<b>NOTE 10: INTANGIBLE ASSETS</b>		
Patents, trademarks and licences at cost	936	1,148
Accumulated amortisation and impairment	<u>-</u>	<u>-</u>
	<u>936</u>	<u>1,148</u>
Software Development at cost	625,289	228,447
Accumulated amortisation and impairment	<u>-</u>	<u>-</u>
	<u>625,289</u>	<u>228,447</u>
Total intangible assets	<u><u>626,225</u></u>	<u><u>229,595</u></u>

Amortisation of intangible assets has not yet commenced as the assets are not yet in use. Useful lives consistent with the directors expectations of their ability to generate revenue will be determined in the 2016 financial year.

**(a) Reconciliations**

Reconciliation of the carrying amounts of intangible assets at the beginning and end of the current financial year

*Patents, trademarks and licences at cost*

Opening balance	1,148	1,131
Net foreign currency movement arising from foreign operation	<u>(212)</u>	<u>17</u>
Closing balance	<u><u>936</u></u>	<u><u>1,148</u></u>

*Software Development at cost*

Opening balance	228,447	45,787
Additions	460,210	180,506
Net foreign currency movement arising from foreign operation	<u>(63,368)</u>	<u>2,154</u>
Closing balance	<u><u>625,289</u></u>	<u><u>228,447</u></u>

**NOTE 11: PAYABLES**

CURRENT

*Unsecured liabilities*

Trade creditors	<u>47,948</u>	<u>10,948</u>
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**NOTE 12: OTHER LIABILITIES**

CURRENT

Share subscription funds received in advance of share issue	<u>768,000</u>	<u>-</u>
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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

			2015 USD\$	2014 USD\$
<b>NOTE 13: SHARE CAPITAL</b>				
Issued and paid-up capital			<u>1,914,187</u>	<u>1,102,286</u>
23,415,530 (2014: 3,517) Ordinary Shares				
	<b>2015</b>		<b>2014</b>	
	<b>Number</b>	<b>USD\$</b>	<b>Number</b>	<b>USD\$</b>
<b>Ordinary Shares</b>				
Opening balance	3,517	1,102,286	2,200	372,199
Shares issued:				
29 October 2013	-	-	45	29,987
7 April 2014	-	-	300	100
30 June 2014	-	-	972	700,000
19 November 2014	400	468,426	-	-
19 January 2015	19,996,083	-	-	-
16 February 2015	3,290,000	1,031,776	-	-
16 February 2015	125,530	35,284	-	-
Transaction costs relating to shares issued, net of tax	<u>-</u>	<u>(723,585)</u>	<u>-</u>	<u>-</u>
	23,412,013	811,901	1,317	730,087
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At reporting date	<u>23,415,530</u>	<u>1,914,187</u>	<u>3,517</u>	<u>1,102,286</u>

At an extraordinary general meeting on 19 January 2015, the company passed a resolution to restructure the share capital such that the existing 3,917 ordinary shares were converted into 20,000,000 ordinary shares. No new capital funds were raised as part of the restructure.

**Rights of each type of share**

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

		2015 USD\$	2014 USD\$
<b>NOTE 14: RESERVES</b>			
Foreign currency translation reserve	14(a)	(51,530)	11,245
Share based payments reserve	14(b)	<u>1,722,152</u>	<u>13,718</u>
		<u>1,670,622</u>	<u>24,963</u>

**(a) Foreign currency translation reserve**

The foreign currency translation reserve is used to record the exchange differences arising on translation of a foreign entity.

*Movements in reserve*

Opening balance		11,245	-
Exchange differences on translation of parent operations		<u>(62,775)</u>	<u>11,245</u>
Closing balance		<u>(51,530)</u>	<u>11,245</u>

**(b) Share based payments reserve**

The share based payments reserve is used to record the fair value of shares or options issued.

*Movements in reserve*

Opening balance		13,718	-
Options issued		<u>1,708,434</u>	<u>13,718</u>
Closing balance		<u>1,722,152</u>	<u>13,718</u>

**NOTE 15: CASH FLOW INFORMATION**

**Reconciliation of cash**

Cash at the end of the financial year as shown in the consolidated statement of cash flows is reconciled to the related items in the consolidated statement of financial position is as follows:

Cash at bank		<u>753,039</u>	<u>78,307</u>
		<u>753,039</u>	<u>78,307</u>

**NOTE 16: CAPITAL AND LEASING COMMITMENTS**

**Operating lease commitments**

The group has entered into an office rental agreement on a month-to-month basis. Monthly rent is \$1,050. The agreement may be terminated with 30 days notice.

**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
**ABN 34 150 762 351**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**NOTE 17: SHARE BASED PAYMENTS**

**Equity-settled share-based payments**

*(i) Employee options issued*

Details of the options granted are provided below:

**2015**

Grant date	Expiry date	Exercise price	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at the end of the year	Exercisable at end of the year
1/12/2014	1/12/2017	\$ 0.49	-	1,257,366	-	-	1,257,366	1,257,366
1/04/2015	1/04/2018	\$ 0.49	-	50,000	-	-	50,000	50,000
1/04/2015	20/10/2018	\$ 0.49	-	50,000	-	-	50,000	-
1/04/2015	20/10/2019	\$ 0.49	-	100,000	-	-	100,000	-
1/04/2015	20/10/2020	\$ 0.49	-	100,000	-	-	100,000	-
			-	1,557,366	-	-	1,557,366	1,307,366

**2014**

24/06/2014	31/12/2019	\$ 0.35	-	6,183,304	-	-	6,183,304	6,183,304
24/06/2014	31/12/2019	\$ 0.35	-	1,322,441	-	-	1,322,441	1,322,441
			-	7,505,745	-	-	7,505,745	7,505,745

Fair value of options granted:

The total assessed fair value of the options at grant date was \$1,960,455. Fair value was determined using the Black Scholes pricing model. The following inputs were utilised:

- Share price at grant date: \$0.15, \$0.26 and \$0.40 (2014: \$0.15 and \$0.26)
- Expected price volatility of the group's shares: 100% (2014: 100%)
- Risk-free interest rate: 2.27% - 3.07% (2014: 2.27% - 3.07%)

Volatility of 100% is based upon the company being unlisted, operating within a high-tech industry, and is consistent with other entities within the same industry.

*(ii) Expenses recognised from share-based payment transactions*

The expense recognised in the statement of comprehensive income in relation to the share-based payment transactions was recorded within employee benefit expense for directors and employees, and within general expenses and capital raising costs for non-employees, as follows:

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
Options issued to directors and employees	992,337	13,718
Options issued to external parties - general expense	25,488	-
Options issued to external parties - capital raising costs	690,609	-
Total expense and capital raising costs recognised from share-based payment transactions	<u>1,708,434</u>	<u>13,718</u>

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

	<b>2015</b>	<b>2014</b>
	<b>USD\$</b>	<b>USD\$</b>
<b>NOTE 18: PARENT ENTITY DETAILS</b>		
Summarised presentation of the parent entity, ChimpChange Ltd, financial statements:		
<b>(a) Summarised consolidated statement of financial position</b>		
<b>Assets</b>		
Current assets	155,250	34,558
Non-current assets	<u>2,555,489</u>	<u>689,164</u>
Total assets	<u>2,710,739</u>	<u>723,722</u>
<b>Liabilities</b>		
Current liabilities	793,448	10,735
Non-current liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>793,448</u>	<u>10,735</u>
Net assets	<u>1,917,291</u>	<u>712,987</u>
<b>Equity</b>		
Share capital	1,914,187	1,102,286
Retained earnings	(1,667,518)	(414,262)
Reserves		
Foreign currency translation reserve	(51,530)	11,245
Share based payments reserve	<u>1,722,152</u>	<u>13,718</u>
Total equity	<u>1,917,291</u>	<u>712,987</u>
<b>(b) Summarised consolidated statement of comprehensive income</b>		
Profit for the year	(1,253,256)	(192,224)
Other comprehensive income for the year	<u>907,407</u>	<u>19,264</u>
Total comprehensive income for the year	<u>(345,849)</u>	<u>(172,960)</u>
<b>NOTE 19: RELATED PARTY TRANSACTIONS</b>		
During the financial year, the group issued options to key management personnel. Details of options issued are recorded within Note 16.		
During the financial year, the group paid consulting fees to directors of the group, and entities associated with directors of the group, as follows:		
Riverfire Capital Ventures (an entity associated with Ben Harrison)	54,259	-
Unimain Pty Ltd (an entity associated with Ian Leijer)	39,905	-
Ashley Shilkin	-	27,518
Shared Runway Pty Ltd (an entity associated with Peter Clare)	<u>6,315</u>	<u>-</u>

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**CHIMPCHANGE LTD AND CONTROLLED ENTITY**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**NOTE 20: EVENTS SUBSEQUENT TO REPORTING DATE**

The Company completed private placements net of capital raising fees of \$2.1 million in July 2015 and \$3.8 million in November 2015 to fund ongoing product development and marketing. An amount of \$768,000 from the July capital raising was received prior to year end and is recorded within these financial statements as subscription funds received in advance at Note 12.

In August 2015, the status of the company was converted from proprietary to public.

Subsequent to year end, the company made a decision to change its primary sponsoring bank from Eagle Bank and Trust Company of Missouri to Central Bank of Kansas City (CBKC) and has entered into a service provider agreement with CBKC to provide banking services to support the operation of the ChimpChange mobile banking application (or 'app'). The change in provider was made to enable the company to access a greater range of services and provider greater benefits to users.

The company has entered into a number of new employment contracts subsequent to year end as the activities of the company grow. These contracts include opportunities for the new employees to join the existing company ESOP. At the signing date of this financial report, no shares or options had been issued to employees subject to these new employment contracts.

The company has paid bonus payments and success fees to two of its directors subsequent to year end as a result of the achievement of previously established milestones related to user registrations. Bonuses and success fees totalling \$688,000 were settled in December 2015 and January 2016.

In January 2016 by entities associated with Ash Shilkin and Ian Leijer exercised options with an exercise value of \$345,000.

In an Extraordinary General Meeting in April 2016, the shareholders approved an Executive Director Loan Funded Share Plan. The operation of the Share Plan has enabled the immediate exercise by Ash Shilkin and Ian Leijer of all options currently vested through funding provided by the group. The loans are secured by the shares issued through exercise of the options. If the loans are not repaid by the termination date, the shares issued under the Share Plan will be cancelled, and a bonus contractually agreed with Ash Shilkin, and a success fee contractually agreed with Unimain Pty Limited (a related entity of Ian Leijer), will be forfeited.

In an Extraordinary General Meeting in April 2016, the shareholders approved the issue of options to the directors as follows:

- Peter Clare – 450,000
- Ian Leijer – 250,000
- Benjamin Harrison – 250,000
- Ash Shilkin – 3,500,000

The options issued to Peter Clare, Ian Leijer, Benjamin Harrison and 1,000,000 options issued to Ash Shilkin vest immediately and will expire on 31 December 2018. The remaining options issued to Ash Shilkin have market vesting conditions attached and will expire after 5 years from the date of issue.

Other than the matters noted above, there has been no matter or circumstance, which has arisen since 30 June 2015 that has significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2015, of the group, or
- (b) the results of those operations, or
- (c) the state of affairs, in financial years subsequent to 30 June 2015, of the group.

CHIMPCHANGE LTD AND CONTROLLED ENTITY  
ABN 34 150 762 351

DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 7 - 25, are in accordance with the *Corporations Act 2001*: and
  - (a) comply with Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Regulations 2001*; and
  - (b) give a true and fair view of the financial position of the consolidated entity as at 30 June 2015 and its performance for the year ended on that date.
2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

Director: \_\_\_\_\_



Ashley Shilkin

Dated this

11

day of

May

2016

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**PITCHER PARTNERS**  
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IAN JONES  
KYLIE LAMPRECHT  
NORMAN THURECHT  
BRETT HEADRICK  
WARWICK FACE  
NIGEL BATTERS  
COLE WILKINSON  
SIMON CHUN

## Independent Auditor's Report

### To the Members of ChimpChange Ltd

We have audited the accompanying financial report of ChimpChange Ltd, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards - *Reduced Disclosure Requirements* 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.

#### Auditor's Responsibility

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

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

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

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#### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

#### Opinion

In our opinion, the financial report of ChimpChange Ltd is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards - Reduced Disclosure Requirements and the *Corporations Regulations 2001*.

#### Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1(c) in the financial report, which indicates that the group is dependent on additional capital raising for continued operations. This condition, along with other matters as set forth in Note 1(c), indicates the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

PITCHER PARTNERS



J. J. EVANS  
Partner

Brisbane, Queensland  
11 May 2016

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