Rision Limited

ABN 47 090 671 819

Annual Report - 30 June 2017

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Directors	Alan Hoffman (Non-Executive Chairman) Peter Francis (Non-Executive Director) Paul Guerra (Non-Executive Director)
Chief Executive Officer	Megan Boston
Company secretary	Justin Mouchacca
Registered office	Level 4 100 Albert Road South Melbourne VIC 3205 Phone No.: (03) 9692 7222 Fax No: (03) 9077 9233
Principal place of business	Level 1, Suite B (South Side) 1A Weston Street Balwyn VIC 3103
Share registry	Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153 Tel: (08) 9315 2333 Fax: (08) 9315 2233
Auditor	BDO (WA) Pty Ltd 38 Station Street Subiaco WA 6008
Stock exchange listing	Rision Limited shares are listed on the Australian Securities Exchange (ASX code: RNL)
Website	www.rision.com
Corporate Governance	The Company's 2017 Corporate Governance Statement has been released to ASX on this day and is available on the Company's website at https://www.rision.com/investor-4/.

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Rision Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2017.

Directors

The following persons were directors of Rision Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Alan Hoffman (Non-Executive Chairman) (appointed 24 May 2017)
Peter Francis (Non-Executive Director) (appointed 26 May 2017)
Paul Guerra (Non-Executive Director) (appointed 2 August 2017)
Adam Sierakowski (Non-Executive Director) (appointed 24 August 2016, resigned 24 May 2017)
Ron Howard (Non-Executive Director) (appointed 2 February 2016, resigned 26 May 2017)
Robert Day (Non-Executive Director) (appointed 2 February 2016, resigned 2 August 2017)
Paul Lappin (Non-Executive Chairman) (appointed 2 February 2016, resigned 24 August 2016)
Kate Comick (Managing Director) (appointed 2 February 2016, resigned 24 August 2016)
Colin McLeod (Non-Executive Director) (appointed 2 February 2016, resigned 24 August 2016)

Principal activities

Rision is a staff planning, roster and communication platform for corporate entities across all industries.

During the financial year the principal continuing activities of the consolidated entity consisted of:

- the continued development and roll out of the Rision platform to our current clients

- Further enhancement of the platform to meet customer needs in specific industries including updating the system to be more user friendly and intuitive.

This annual report covers Rision Limited, consisting of Rision Limited (“Rision” or the “Company”) and its subsidiaries.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Financial Position

The net assets of the entity decreased by $2,177,803 to $1,084,749 as at 30 June 2017 (30 June 2016: $3,262,552).

Review of operations

The loss for the Company after providing for income tax amounted to $3,065,724 (30 June 2016: $4,292,192).

The entity's working capital, being current assets less current liabilities decreased by $2,051,520 to $176,498 (30 June 2016: $2,228,018).

Our key product offering is a unique mobile technology platform aimed to help businesses manage and support their employees.

Over the last 12 months the Company’s focus has been to embed technology platform in the healthcare and hospitality industries. We have been working with key clients across the UK and USA to prove our technology and leverage off this success to expand into other corporations within these industries.

Key points:
Decrease in operating expenses. Highlights include:

- Reduced spending on hosting technology by over 50% after a review and implementation of optimisation processes; and
- Reduced spending by reviewing existing partnership agreements with various vendors;
- Consolidation of technical knowledge and improvement of delivery capability by expanding our in-house technology development team;
- Signed 5-year contract with Virgin Care Limited in March 2017 following successful product trials in December 2016;

The next 12 months includes meeting customer expectations by:

- Delivering technology with agility to respond to customer demands;
- Enhancing technology delivery capabilities;
- Achieving cost efficiency by improving system architecture design.

The last 12 months have seen significant changes to Rision's strategy and team. To align with these changes, Rision has internally undertaken and implemented a number of operational changes, including:

- A review and rationalisation of operational expenses within Rision;
- A review and rationalisation of technology investment strategies within Rision; and
- An alignment of technology delivery timelines to better meet customer needs

After these operational changes, we were able to reduce spending, particularly in relation to hosting costs, technology partnership costs, staff costs, overheads, and industry association costs.

We have also consolidated our technology sources to ensure Rision maintains total control of its core technology assets and knowledge-base by establishing an in-house technology delivery team. This will ensure Rision can better respond to customer requirements whilst better managing time to market and costs associated with technology delivery. To that end we have standardised the technology delivery process to ensure we meet the relevant compliance and performance standards our customers would expect.

In terms of customer delivery, we continue to work very closely with Virgin Care Limited to ensure the trial, and the subsequent customer on-boarding continues to be successful. This extends the recent scope growth, and so product roadmaps have been adjusted to cater for Virgin Care's needs.

In product development, we are moving towards a more flexible product architecture to ensure we can implement bespoke features quickly and efficiently – a priority when dealing with large businesses. To ensure this is the case we will:

- Deliver technology with agility to respond to customer demands, ensuring system security is upheld;
- Enhance technology delivery capability, to potentially include industry-leading technologies;
- Further cost rationalisation with technology deliveries by building further cost efficiencies into the technical architecture.

Rision will use the foundation it has created in the latter part of the 16/17 financial year to generate further interest in the Rision platform with other large corporates.

Significant changes in the state of affairs

During the year, the Company has finalised the acquisition of the RosterCloud business ("RosterCloud") in accordance with the previous ASX announcement dated 4 July 2016. In partial consideration of the acquisition, Rision issued 4,000,000 shares to the vendors on 19 July 2016.

During the financial year, there were a number of changes in Directors and management as noted below.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

Since 30 June 2017, the Board has appointed Paul Guerra as Non-Executive Director on 2 August 2017.

On 2 August 2017, Robert Day tendered his resignation from the position of Non-Executive Director. As a direct replacement, the Board has appointed Paul Guerra as Non-Executive Director.

On 11 September 2017, Megan Boston was appointed Chief Executive Officer to replace Andrew Dale.

On 28 September 2017, the Company announced that it had secured $750,000 in funding from investors based in New York, USA. At a first instance the funding will be issued as a Loan Note. The Company will seek approval from shareholders to convert the Loan Note into Convertible Notes at the Company's AGM to be held in November 2017.

No other matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

The Company will continue to consolidate its current platform and add new features to be more intuitive for our customers. Our focus will remain on the healthcare and hospitality industries with the aim of scaling our business to maximise the current product offering and potential revenues.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Alan Hoffman
Title:	Non-Executive Chairman (appointed 24 May 2017)
Experience and expertise:	Mr. Hoffman is the current Chairman of Optiscan Imaging Ltd (ASX Code: OIL) and has more than 20 years' experience in executive management roles in organisations such as Shell Australia, the Wesfarmers Group and the Coventry Group.
Other current directorships:	Optiscan Imaging Ltd (ASX: OIL) (appointed 2 May 2016)
Former directorships (last 3 years):	Nil
Interests in shares:	6,000,000 fully paid ordinary shares

Name:	Peter Francis
Title:	Non-Executive Director (appointed 26 May 2017)
Experience and expertise:	Peter Francis is a Partner of FAL Lawyers, a firm of commercial and technology lawyers with offices in Melbourne, Australia. He is one of Australia's pre-eminent lawyers on technology commercialisation and is considered to be a 'true expert with years of experience', 'particularly esteemed in non-contentious circles for his dexterous handling of commercialisation work for research organisations and technology developers' (IAM Licensing 250, 2011/2012, IAM Patent 1000, 2012).
Other current directorships:	Benitec Biopharma Ltd (ASX: BLT) (appointed 23 February 2006) Optiscan Imaging Limited (ASX: OIL) (appointed 2 May 2016)
Former directorships (last 3 years):	Nil
Interests in shares:	None

Name:	Paul Guerra
Title:	Non-Executive Director (appointed 2 August 2017)
Experience and expertise:	Mr Guerra is an internationally experienced, growth orientated leader having held a number of senior positions. He holds formal qualifications in Engineering and Management and his experience covers strategy development, revenue improvement along with operational and cultural transformation. Of note, Mr Guerra's previous roles include Managing Director, Asia Pacific, Optum International, State Director (Vic/Tas) for Vodafone and roles within Motorola Solutions including Vice President/Director Indirect Channels and General Manager Channels Australasia. He was also the Chairman of the Queen Victoria Market and is the principal consultant at Guerra Group Pty Ltd. He is also an Australia Day Ambassador
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	4,611,435 fully paid ordinary shares (indirect)

Name:	Adam Sierakowski
Title:	Non-Executive Chairman (appointed 24 August 2016, resigned 24 May 2017)
Qualifications:	Bachelor of Law
Experience and expertise:	Adam Sierakowski is a lawyer and director of the legal firm Price Sierakowski and is the co-founder and director of Perth based corporate advisory business, Trident Capital. Mr Sierakowski has held a number of board positions with ASX listed companies. He is a member of the Australian Institute of Company Directors and the Association of Mining and Exploration Companies.
Other current directorships:	Dragontail Systems (Appointed 14 September 2016), Kinetiko Energy Limited (Appointed 8 December 2010), Coziron Resources Ltd (Appointed 21 October 2010)
Former directorships (last 3 years):	Flexiroam Limited (Appointed 18 March 2015, Resigned 23 August 2016); ResApp Health Limited (Appointed 20 December 2013, Resigned 22 March 2016); iWebgate Limited (Appointed 23 July 2012, Resigned 12 February 2016)
Interests in shares:	N/A

Name:	Ron Howard
Title:	Non-Executive Director (appointed 2 February 2016, resigned 26 May 2017)
Qualifications:	Master of Science Degree in Business Administration, George Washington University and Bachelor of Science degrees in Engineering and AstroPhysics (Electrical Engineering and Mechanical Engineering) from John Hopkins University.
Experience and expertise:	Ron Howard serves as Principal of Equity Partners International, Inc, a private equity firm with offices in Washington DC, Annapolis, Maryland and Los Angeles, California. Ron served as Gate Gourmet
Other current directorships:	International, Inc's Vice Chairman, Division Americas, and held senior roles at Continental Airlines,Marriott International Corporation, and McCormick & Company, Inc
Former directorships (last 3 years):	Nil
Interests in shares:	N/A

Name:	Robert Day
Title:	Non-Executive Director (appointed 2 February 2016, resigned 2 August 2017)
Qualifications:	HDA (Hawkesbury Diploma in Agriculture)
Experience and expertise:	Robert Day founded Rision Holdings Pty Ltd in 2000 and developed and refined its business model throughout is initial years. He is an experienced recruitment executive across a range of industries. In addition he worked in a divisional role for many years in a major oil and gas distribution business.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	N/A

Name:	Paul Lappin
Title:	Chairman (appointed 2 February 2016, resigned 24 August 2016)
Qualifications:	University of the West of Scotland, Chartered Accountant
Experience and expertise:	Mr Lappin is an experienced company Director and Chairman, leading across a diverse range of sectors including hospitality, commercial and biotechnology. Paul's previous roles included Chief Executive Officer of a boutique advisory company, providing advice to a range of large businesses, State Government, and national research organisations. An experienced Chartered Accountant, Paul has worked for Price Waterhouse Coopers in Australia and the USA.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	N/A

Name:	Kate Cornick
Title:	Managing Director (appointed 2 February 2016, resigned 24 August 2016)
Qualifications:	PhD (Electrical Engineering, University of Melbourne); BE/BSc (Electrical/Physics), University of Melbourne
Experience and expertise:	Kate Cornick has considerable experience in technology innovation, across university, government and private sectors. Prior to joining Rision she was the Director of Industry Engagement and Innovation at the University of Melbourne, General Manager, Health and Education at NBN Co, Executive Director of the Institute for a Broadband-Enabled Society (IBES) and Senior Telecommunications Adviser and Deputy Chief of Staff to the Australian Minister for Broadband, Communications and the Digital Economy.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	N/A

Name:	Colin McLeod
Title:	Non-Executive Director (appointed 2 February 2016, resigned 24 August 2016)
Qualifications:	Masters of Business Administration and PhD (Commercialising New Technology), University of Melbourne
Experience and expertise:	Colin McLeod is a Director of companies in financial services, retail technology and education and an advisor to early stage businesses in transport, wearable technology, aged care and education technology. He has also been the owner and co-founder of several businesses that received awards for business management and innovation. Colin is also an Associate Professor in the Faculty of Business & Economics at the University of Melbourne and his academic career includes appointments at the Judge School of Business, University of Cambridge, and the Haas School of Business, University of California – Berkeley. His career includes Senior Executive roles at Telstra, Goldman Sachs JBWere and the Australian Football League. He was a member of the Executive Committee that raised almost $200 million to construct the Olivia Newton-John Cancer & Wellness Centre at the Austin Hospital and is a member of the AFL Research Board. Colin completed his PhD by examining the factors leading to the successful commercialisation of innovation.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	N/A

Information on Chief Executive Officers

Name:	Megan Boston
Title:	Chief Executive Officer (appointed 11 September 2017)
Qualifications:	Chartered Accountant
Experience and expertise:	Megan is a dedicated business professional with over six years' experience leading start-ups to achieve commercial success, and over 20 years' experience applying financial expertise within the financial and technology industry. Megan has had previous experience as a Managing Director, where she was responsible for overseeing a technology start-up from commencement to listing on the Australian Stock Exchange and was accountable for managing all aspects of business strategy and day to day operations.
Other current directorships:	Benitec Biopharma Ltd (ASX:BLT) (appointed 16 August 2016)
Former directorships (last 3 years):	Omni Market Tide LTD (ASX:OMT)

Name:	Andrew Dale
Title:	Chief Executive Officer (appointed 15 March 2017, terminated 8 September 2017)
Experience and expertise:	Andrew Dale has international sales experience in the software and technology sector and has proven capabilities in the start-up Information and Communications Technology sector, channel management, stakeholder engagement, customer focused outcomes and drive result oriented teams. Andrew's previous roles include Sales Director APAC for CU2 Global Distribution, APAC Sales Director for JASCO, Sales Director APAC Millennium Hallmark Software, Southern Regional Manager Harris Technology, Southern Region Sales & Marketing Manager for NEC Australia and Sales Director for Circa Telecommunications. Andrew is a member of the Australian Institute of Management, Australian Business Network and the Malaysian & Singapore Institute of Management.
Other current directorships:	N/A
Former directorships (last 3 years):	N/A

Name:	Paul Steele
Title:	Interim Chief Executive Officer (appointed 24 October 2016 and resigned 15 March 2017)
Experience and expertise:	Paul Steele has experience in successfully developing and commercialising technology businesses both in Australia and internationally. He is founder of Benefit Capital that completed a comprehensive review of the Company's technical, operational and financial capability.
Other current directorships:	N/A
Former directorships (last 3 years):	N/A

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary

Justin Mouchacca - B. Bus. (Acc), CA (appointed 9 June 2017)
Justin Mouchacca holds a Bachelor of Business majoring in Accounting. He graduated from RMIT University in 2008, became a Chartered Accountant in 2011 and since July 2013 has been a principal of Chartered Accounting firm, Leydin Freyer Corp Pty Ltd.

Justin has over 8 years' experience in the accounting profession and has extensive experience in relation to public company responsibilities, including ASX and ASIC compliance, control and implementation of corporate governance, statutory financial reporting, reorganisation of companies and shareholder relations.

Deborah Ho (appointed 23 November 2016 and resigned 15 June 2017)
Deborah holds a Bachelor of Commerce from Curtin University and is a member of the Governance Institute of Australia. She has over 2 years of experience in public practice including auditing listed and unlisted companies. She also has over 3 years of experience in company secretarial roles and financial accounting, including the preparation of financial statements.

David Williamson – B. Bus. (Acc), CA (resigned 19 December 2016)
Early in his career David worked for KPMG in Australia, Asia and USA. In the past 15 years David has held a number of CFO and Company Secretarial roles both for listed and non listed entities in the service, healthcare, biotechnology and mining services sector.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2017, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Peter Francis	1	1
Alan Hoffman	2	2
Robert Day	16	16
Adam Sierakowski	9	9
Ron Howard	13	15
Kate Cornick	5	5
Paul Lappin	5	5
Colin McLeod	5	5

Held: represents the number of meetings held during the time the director held office.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Nomination and Remuneration Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

Executive remuneration
The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on defined earnings per share targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Nomination and Remuneration Committee. Refer to the section '' below for details of the earnings and total shareholders return for the last five years.

The Nomination and Remuneration Committee is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Use of remuneration consultants
There were no external remuneration consultants engaged during the financial year.

Voting and comments made at the company's 28 November 2016 Annual General Meeting ('AGM')
At the 28 November 2016 AGM, 95.55% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2016. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

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Directors' report
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Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

	Short-term benefits			Post-employment benefits	Post-employment benefits	Long-term benefits	Share-based payments	
2017	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Termination benefits $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors:								
Adam Sierakowski[1]	36,000	-	-	-	-	-	-	36,000
Alan Hoffman[1]	6,666	-	-	-	-	-	-	6,666
Ron Howard[2]	32,035	-	-	-	-	-	28,057	60,092
Peter Francis[2]	3,333	-	-	-	-	-	-	3,333
Robert Day[3]	27,397	-	-	2,603	-	-	-	30,000
Paul Lappin[4]	20,000	-	-	-	-	-	42,085	62,085
Colin McLeod[4]	6,088	-	-	-	-	-	42,085	48,173
Executive Directors:								
Kate Cornick[4]	97,412	-	-	9,254	-	-	77,228	183,894
Other Key Management Personnel:								
Paul Steele[5]	193,502	-	-	-	-	-	-	193,502
Andrew Dale[6]	68,659	-	-	6,523	-	-	-	75,182
Deborah Ho[7]	28,000	-	-	-	-	-	-	28,000
Justin Mouchacca[7]	8,000	-	-	-	-	-	-	8,000
David Williamson[8]	83,377	-	-	-	-	-	-	83,377
	610,469	-	-	18,380	-	-	189,455	818,304

1. Adam Sierakowski resigned as Non-Executive Chairman and in replacement, Alan Hoffman was appointed as Non-Executive Chairman on 24 May 2017. Alan Hoffman's remuneration is accrued as at 30 June 2017.
2. Ron Howard resigned as Non-Executive Director and in replacement, Peter Francis was appointed as Non-Executive Director on 26 May 2017. Peter Francis's remuneration is accrued as at 30 June 2017.
3. Robert Day resigned as Non-Executive Director on 2 August 2017.
4. Paul Lappin, Colin McLeod and Kate Cornick resigned as Chairman, Non-Executive Director and Managing Director on 24 August 2016 respectively.
5. Paul Steele resigned as Interim Chief Executive Officer on 15 March 2017 and Andrew Dale was appointed as Chief Executive Officer on 15 March 2017.
6. Andrew Dale was terminated on 8 September 2017 and Megan Boston was appointed as Chief Executive Officer on 11 September 2017.
7. Deborah Ho was appointed as Company Secretary on 23 November 2016. She resigned and Justin Mouchacca was then appointed as Company Secretary on 9 June 2017.
8. David Williamson resigned as Company Secretary on 19 December 2016.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
2016	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors:							
Ron Howard	16,667	-	-	-	-	25,159	41,826
Robert Day	15,221	-	-	1,446	-	-	16,667
Paul Lappin	33,333	-	-	-	-	50,320	83,653
Colin McLeod	15,221	-	-	1,446	-	25,159	41,826
Executive Directors:							
Kate Cornick	110,350	-	-	10,483	-	156,200	277,033
Other Key Management Personnel:							
Stephen Hewitt Dutton	28,000	-	-	-	-	-	28,000
KC Dennis Ong	21,000	-	-	-	-	-	21,000
David Scoggin	21,000	-	-	-	-	-	21,000
	260,792	-	-	13,375	-	256,838	531,005

The remuneration figures in the above table represent the total amounts earned for the Key Management Personnel whilst employed or serving as a Director of Rision Limited. In the case of Messrs Howard, Lappin, Day and McLeod, along with Ms Cornick, the period that the salary and benefits relate is from 1 February 2016 to 30 June 2016. In the case of Messrs Hewitt Dutton, Ong and Scoggin the period of service was 1 July 2015 to 31 January 2016.

As the above table reflects the remuneration of KMP whilst employed by Rision Limited only, the totals do not correspond to certain tables within the financial statements as the definition of KMP under Australian Accounting Standards differs from the Corporation Law.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2017.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2017.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 30 June 2017.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Adam Sierakowski[1]	34,425,005	-	1,005,000	(35,430,005)	-
Ron Howard[2]	1,458,643	-	750,000	(2,208,643)	-
Robert Day[3]	128,308,952	-	1,600,000	-	129,908,952
Paul Lappin[4]	3,725,000	-	-	(3,725,000)	-
Colin McLeod[4]	2,500,000	-	-	(2,500,000)	-
Kate Cornick[4]	2,710,000	-	-	(2,710,000)	-
Alan Hoffman[5]	-	-	6,000,000	-	6,000,000
	173,127,600	-	9,355,000	(48,032,291)	135,908,952

1. Adam Sierakowski resigned as Non-Executive Chairman on 24 May 2017 and disposal amounts relate to shares held as at the date of resignation.
2. Ron Howard resigned as Non-Executive Director on 26 May 2017 and disposal amounts relate to shares held as at the date of resignation.
3. Robert Day resigned as Non-Executive Director on 2 August 2017 and disposal amounts relate to shares held as at the date of resignation.
4. Paul Lappin, Colin McLeod and Kate Cornick resigned as Chairman, Non-Executive Director and Managing Director on 24 August 2016 respectively. Disposal amounts relate to shares held as at the date of resignation.
5. Alan Hoffman was appointed as Non-Executive Chairman on 24 May 2017.

In addition to the shares listed above, Mr. Day has an interest in 32,077,241 performance shares (which were held at the date of his appointment as a Director.

Option holding

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Other*	Balance at the end of the year
Options over ordinary shares					
Ron Howard	5,000,000	-	-	(5,000,000)	-
Kate Cornick	24,000,000	-	-	(24,000,000)	-
Colin McLeod	5,000,000	-	-	(5,000,000)	-
Paul Lappin	10,000,000	-	-	(10,000,000)	-
	44,000,000	-	-	(44,000,000)	-

*Other refers to holdings as at the date of resignation.

Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.
The following transactions occurred with related parties and Key Management Personnel:

	2017 $	2016 $
Recapitalisation, corporate advisory and office services – Trident Capital Pty Ltd		
Trident Capital provided recapitalisation services, corporate advisory services and office accommodation during the financial year.	40,059	378,200
Company Secretarial and accounting services		
Trident Management Services provided the Company with accounting and company secretarial services during the year	55,585	51,321
Legal services		
Price Sierakowski is a legal firm that is related to Mr Adam Sierakowski. During the year they provided legal services to Rision related to the Prospectus Capital raising and also in regards to the acquisition of Rision Holdings Pty Ltd	23,458	115,553
Interest Expense		
Interest paid/payable to related parties on loans and advances	21,796	7,670
Amounts payable to related parties		
Trade and other payables	40,117	68,703
Borrowings	-	135,329
	40,117	**204,032**

Unsecured, at call loans are provided by the directors, key management personnel and other related parties on an arm's length basis. Interest is charged at 6.5% (2016 6.5%).

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Rision Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
02/02/2016	29/01/2019	$0.02	60,000,000
02/02/2016	29/01/2018	$0.03	130,000,000
			190,000,000

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

Performance Shares
The Company has 50,000,000 Performance Shares on issue as at the date of this report. The Performance Shares will automatically convert into fully paid ordinary shares on a one for one basis if on or before 30 June 2019:
(a) Rision achieves $5,000,000 EBITDA during any consecutive 12 month period; or
(b) Rision, or the Rision business, being sold for a minimum of $150,000,000 on arm's length terms.

Shares issued on the exercise of options
There were no ordinary shares of Rision Limited issued on the exercise of options during the year ended 30 June 2017 and up to the date of this report.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

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

Proceedings on behalf of the 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.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 20 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, 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 as disclosed in note 20 to the financial statements 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 advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of BDO (WA) Pty Ltd
There are no officers of the company who are former partners of BDO (WA) Pty Ltd.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
BDO (WA) Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Alan Hoffman
Non-Executive Chairman

29 September 2017

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF RISION LIMITED

As lead auditor of Rision Limited for the year ended 30 June 2017, 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 Rision Limited and the entities it controlled during the period.

Neil Smith

Director

BDO Audit (WA) Pty Ltd

Perth, 29 September 2017

Rision Limited
Consolidated Statement of profit or loss and other comprehensive income
For the year ended 30 June 2017

	Note	Consolidated 2017 $	Consolidated 2016 $
Revenue	5	37,856	20,141
Other income	6	288,589	126,917
Expenses			
Employee benefits expense		(1,041,204)	(845,404)
Depreciation and amortisation expense		(259,375)	(307,114)
Software research and development		(621,262)	(1,526,263)
Consulting and professional fees		(648,924)	(678,410)
ASX listing costs		-	(114,932)
Share based payments		(245,294)	-
Finance costs		-	(97,708)
Administration		(576,110)	(869,419)
Loss before income tax expense		(3,065,724)	(4,292,192)
Income tax expense	7	-	-
Loss after income tax expense for the year attributable to the owners of Rision Limited		(3,065,724)	(4,292,192)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Rision Limited		(3,065,724)	(4,292,192)
		Cents	**Cents**
Basic earnings per share	29	(0.32)	(0.0080)
Diluted earnings per share	29	(0.32)	(0.0080)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Rision Limited
Consolidated Statement of financial position
As at 30 June 2017

	Note	Consolidated 2017 $	Consolidated 2016 $
Assets			
Current assets			
Cash and cash equivalents	8	487,171	3,302,926
Trade and other receivables	9	179,392	103,015
Total current assets		666,563	3,405,941
Non-current assets			
Property, plant and equipment	10	8,684	16,400
Intangibles	11	899,567	1,018,134
Total non-current assets		908,251	1,034,534
Total assets		1,574,814	4,440,475
Liabilities			
Current liabilities			
Trade and other payables	12	448,459	491,669
Borrowings	13	21,796	633,254
Provisions	14	19,810	53,000
Total current liabilities		490,065	1,177,923
Total liabilities		490,065	1,177,923
Net assets		1,084,749	3,262,552
Equity			
Issued capital	15	10,782,343	10,137,346
Reserves	16	603,933	361,010
Accumulated losses		(10,301,527)	(7,235,804)
Total equity		1,084,749	3,262,552

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Rision Limited
Consolidated Statement of changes in equity
For the year ended 30 June 2017

Consolidated	Issued capital $	Reserves $	Retained profits $	Total equity $
Balance at 1 July 2015	1,336,000	-	(2,943,612)	(1,607,612)
Loss after income tax expense for the year	-	-	(4,292,192)	(4,292,192)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(4,292,192)	(4,292,192)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 15)	5,103,899	-	-	5,103,899
Issue of shares to "acquire" Rision	1,997,447	-	-	1,997,447
Issue of Facilitation Shares	400,000	-	-	400,000
Issue of shares under prospectus Noteholder offer	1,300,000	-	-	1,300,000
Cost of employee options	-	361,010	-	361,010
Balance at 30 June 2016	10,137,346	361,010	(7,235,804)	3,262,552

Consolidated	Issued capital $	Reserves $	Retained profits $	Total equity $
Balance at 1 July 2016	10,137,346	361,010	(7,235,804)	3,262,552
Loss after income tax expense for the year	-	-	(3,065,724)	(3,065,724)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(3,065,724)	(3,065,724)
Transactions with owners in their capacity as owners:				
Share-based payments (note 30)	-	245,294	-	245,294
Issue of shares as partial consideration for the acquisition of Rostercloud	40,000	-	-	40,000
Issue of fully paid ordinary shares	651,250	-	-	651,250
Capital raising costs	(46,253)	-	-	(46,253)
Translation on foreign exchange transactions	-	(2,370)	-	(2,370)
Balance at 30 June 2017	10,782,343	603,934	(10,301,528)	1,084,749

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Rision Limited
Consolidated Statement of cash flows
For the year ended 30 June 2017

	Note	Consolidated 2017 $	Consolidated 2016 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		5,992	10,000
Payments to suppliers (inclusive of GST)		(2,872,687)	(3,800,840)
Interest received		6,890	20,179
Research & development Grants received		147,185	106,738
Net cash used in operating activities	28	(2,712,620)	(3,663,923)
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired		(90,000)	94,413
Payments for property, plant and equipment	10	(4,011)	(18,091)
Payments for intangibles	11	(2,663)	-
Net cash from/(used in) investing activities		(96,674)	76,322
Cash flows from financing activities			
Proceeds from issue of shares	15	651,250	5,503,899
Proceeds from borrowings		-	1,353,638
Payments for share issue costs		(46,253)	-
Repayment of borrowings		(611,458)	-
Net cash from/(used in) financing activities		(6,461)	6,857,537
Net increase/(decrease) in cash and cash equivalents		(2,815,755)	3,269,936
Cash and cash equivalents at the beginning of the financial year		3,302,926	32,990
Cash and cash equivalents at the end of the financial year	8	487,171	3,302,926

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

The financial statements cover Rision Limited as a consolidated entity consisting of Rision Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Rision Limited's functional and presentation currency.

Rision Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Registered office

Level 4,
100 Albert Road,
South Melbourne, VIC, 3205

Principal place of business

Level 1,
Suite B (South Side),
1A Weston Street,
Balwyn, VIC, 3103

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 29 September 2017. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out either in the respective notes or below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going Concern

As at 30 June 2017, the financial position of the consolidated entity as disclosed in the financial statements reflects a net current assets position of $176,498. This balance has been determined after the consolidated entity incurred a consolidated net loss from continuing operations for the year of $3,065,724, and a net cash outflow from operating activities of $2,712,620.

In common with many entities in the technology sector, the consolidated entity’s operations are subject to an element of risk due to the nature of the development and commercialisation of its product portfolio being undertaken. A part of this risk relates to funding of the consolidated entity’s activities and related issues including the conditions prevailing in the local and international financial markets. In the context of this operating environment, the consolidated entity may need to raise additional capital in order to execute its near term and medium term plans for expansion of its product portfolio in the event that sufficient revenue is not generated in the normal course of business. The existence of these conditions indicates a material uncertainty that may cast significant doubt on the consolidated entity’s ability to continue as a going concern.

Notwithstanding the above the financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity, the realisation of assets, settlement of liabilities through the normal course of business including the presumption that sufficient funds will be available to finance the operations of the consolidated entity. In adopting this position, the directors have had regard to the following:

- The Group has a recent proven history of successfully raising capital;
- The Directors believe that there is sufficient cash available for the Group to continue operating until it can raise sufficient further capital to fund its ongoing activities;
- The Group’s is constantly undergoing restructuring changes to reduce monthly cash burn where possible and significant development costs that burdened the Group in 2016;
- Cash spending can be reduced or slowed below its current rate if required; and
- Subsequent to 30 June 2017, the Company announced that it had secured $750,000 in funding investors based in New York, USA.

Note 2. Significant accounting policies (continued)

Should the entity not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern and meet its debts as and when they become due and payable

The directors plan to continue the consolidated entity's operations on the basis as outlined above, and believe there will be sufficient funds for the Group to meet its obligations and liabilities for at least twelve months from the date of this report.

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').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates and judgements
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 24.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Rision Limited ('company' or 'parent entity') as at 30 June 2017 and the results of all subsidiaries for the year then ended. Rision Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation
The financial statements are presented in Australian dollars, which is Rision Limited's functional and presentation currency.

Note 2. Significant accounting policies (continued)

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Note 2. Significant accounting policies (continued)

Deferred tax assets and liabilities are always classified as non-current.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2017. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The Group will adopt this standard from 1 July 2018 and it is not expected to have a material impact on the consolidated entity's financial performance.

Note 2. Significant accounting policies (continued)

AASB 15 Revenue from Contracts with Customers
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgements made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The Group holds contracts with customers which do not have complex performance obligations. Therefore, management does not expect the adoption of this accounting standard will have a material impact on the Group's financial performance.

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The consolidated entity will adopt this standard from 1 January 2019. The standard will affect primarily the accounting for the Group's operating leases. As at reporting date, the Group has non-cancellable operating lease commitments of $87,357 (refer to note 23). Management does not expect the adopting of this accounting standard will have a material impact on the Group's financial performance.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Provision for impairment of receivables
The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtor's financial position.

Fair value measurement hierarchy
The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

Goodwill and other indefinite life intangible development assets
The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Asset Acquisition
When an asset acquisition does not constitute a business combination, the assets and liabilities are assigned a carrying amount based on their relative fair values in an asset purchase transaction and no deferred tax will arise in relation to the acquired assets and assumed liabilities as the initial recognition exemption for deferred tax under AASB 112 applies. No goodwill will arise on the acquisition and transaction costs of the acquisition will be included in the capitalised cost of the asset.

Note 4. Operating segments

Identification of reportable operating segments
The Consolidated Entity is organised into one operating segment focused on rolling out its team planning and analytics platform, helping businesses manage and support their employees.

Note 5. Revenue

	Consolidated 2017 $	Consolidated 2016 $
Sales	37,856	20,141

Accounting policy for revenue recognition
Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods
Sale of goods revenue is recognised at the point of sale, which is where the customer has taken delivery of the goods, the risks and rewards are transferred to the customer and there is a valid sales contract. Amounts disclosed as revenue are net of sales returns and trade discounts.

Rendering of services
Rendering of services revenue from computer maintenance fees is recognised by reference to the stage of completion of the contracts.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Note 6. Other income

	Consolidated 2017 $	Consolidated 2016 $
Interest	6,994	20,179
Government subsidies received	82,643	106,738
R&D tax incentive	198,952	-
Other income	288,589	126,917

Accounting policy for revenue recognition

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Note 7. Income tax expense

	Consolidated 2017 $	Consolidated 2016 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(3,065,724)	(4,292,192)
Tax at the statutory tax rate of 27.5% (2016: 30%)	(843,074)	(1,287,658)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible depreciation and amortisation	-	91,120
Non-allowable items	311	34,480
Non-assessable items	(54,712)	-
Share options expensed during year	166,482	108,300
Temporary differences and losses not recognised	118,904	1,053,758
Current year tax losses not recognised (Aus)	673,915	-
Current year tax losses not recognised (US)	45,327	-
Difference in tax rates	(125,836)	-
Impact of change in Australia corporate tax rate on brought forward deferred tax balances	18,683	-
Income tax expense	-	-

	Consolidated 2017 $	Consolidated 2016 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised (Australia) - Current year	16,987,087	14,536,487
Potential tax benefit @ 27.5%	5,096,126	4,360,946

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 8. Current assets - cash and cash equivalents

	Consolidated 2017 $	Consolidated 2016 $
Cash at bank	487,171	107,528
Cash on deposit	-	3,195,398
	487,171	3,302,926

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

Note 9. Current assets - trade and other receivables

	Consolidated 2017 $	Consolidated 2016 $
Trade receivables	8,004	11,000
Other receivables	171,388	92,015
	179,392	103,015

Effective 1 July 2011, the R&D tax incentive regime replaced the R&D tax concession. Under this regime, the Company, having expected aggregated turnover of under $20 million, is entitled to a refundable R&D credit of 45% from 2016 on the eligible R&D expenditure incurred on eligible R&D activities. An R&D grant was received for last financial year amounting to $123,000.

Accounting policy for trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

Note 10. Non-current assets - property, plant and equipment

	Consolidated 2017 $	Consolidated 2016 $
Computer equipment - at cost	18,322	21,438
Less: Amortisation	(9,900)	(5,038)
	8,422	16,400
Office equipment - at cost	1,170	-
Less: Amortisation	(908)	-
	262	-
	8,684	16,400

Note 10. Non-current assets - property, plant and equipment (continued)

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

Consolidated	$	Total $
Balance at 1 July 2015	16,400	16,400
Balance at 30 June 2016	16,400	16,400
Additions	1,170	1,170
Disposals	(5,770)	(5,770)
Impairment of assets	(3,116)	(3,116)
Balance at 30 June 2017	8,684	8,684

Accounting policy for property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Note 11. Non-current assets - intangibles

	Consolidated	
	2017 $	**2016 $**
Research and development expenditure	1,018,134	1,323,558
Acquisition of Rostercloud	130,000	-
Less: Accumulated amortisation	(248,567)	(305,424)
	899,567	1,018,134

During the financial year, the consolidated entity acquired RosterCloud, a leading cloud based provider of rostering services for the catering industry. The acquisition costs amounted to $130,000, being a cash payment of $90,000 and the issue of $40,000 worth of shares. This was deemed an asset acquisition. Refer to Note 3 for estimate and judgement.

Note 12. Current liabilities - trade and other payables

	Consolidated	
	2017 $	**2016 $**
Trade payables	261,643	286,218
Key management personnel related entities	40,117	68,703
Other payables	146,699	136,748
	448,459	491,669

Note 12. Current liabilities - trade and other payables (continued)

Refer to note 18 for further information on financial instruments.

Accounting policy for trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 13. Current liabilities - borrowings

	Consolidated	
	2017	**2016**
	$	**$**
Unsecured Convertible Notes - other	21,796	497,922
Unsecured Convertible Notes - Key Management	-	135,332
	21,796	633,254

Refer to note 18 for further information on financial instruments.

Accounting policy for borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

During the year, the lender owed $497,922 (principal and interest) and elected to have their loan repaid in cash.

On 1 September 2016 the principal of this loan was repaid. Two of the remaining lenders with a balance of $81,957 at 30 June 2016 elected to have their loans repaid by cash. These loans were subsequently repaid during the financial year including interest payable. The remaining borrower has indicated that they will elect to convert shares into equity which is expected to require shareholder approval. All borrowings were repaid during the financial year, $21,796 remains as interest charged.

Note 14. Current liabilities - provisions

	Consolidated	
	2017 $	2016 $
Annual leave	19,810	53,000

Accounting policy for employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Note 15. Equity - issued capital

	Consolidated			
	2017 Shares	2016 Shares	2017 $	2016 $
Ordinary shares - fully paid	1,097,599,735	963,349,735	10,782,343	10,137,346

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2015	313,349,735		1,336,000
Cost of share issue	30 January 2016	-	-	(896,101)
Issue of shares for cash pursuant to the Public Offer	12 February 2016	300,000,000	$0.02	6,000,000
Issue of Shares as consideration for the acquisition of Rision Holdings Pty Ltd	12 February 2016	200,000,000	-	1,997,447
Issue to Noteholders pursuant to the Public Offer	12 February 2016	130,000,000	$0.01	1,300,000
Issue of shares as Facilitation fees pursuant to the Public Offer	12 February 2016	20,000,000	$0.02	400,000
Balance	30 June 2016	963,349,735		10,137,346
Issue of shares as partial consideration for the acquisition of Roster Cloud	18 July 2016	4,000,000	$0.01	40,000
Issue of fully paid ordinary shares	14 June 2017	130,250,000	$0.005	651,250
Capital raising costs	27 June 2017	-	-	(46,253)
Balance	30 June 2017	1,097,599,735		10,782,343

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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.

Capital risk management
The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

Note 15. Equity - issued capital (continued)

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 2016 Annual Report.

Accounting policy for 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.

Note 16. Equity - reserves

	Consolidated	
	2017 $	2016 $
Foreign currency reserve	(2,371)	-
Share-based payments reserve	606,304	361,010
	603,933	361,010

Note 17. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 18. Financial instruments

Financial risk management objectives
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Note 18. Financial instruments (continued)

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

Price risk
The consolidated entity is not exposed to any significant price risk.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the 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 consolidated entity does not hold any collateral.

Liquidity risk
Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 19. Fair value measurement

Accounting policy for fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Note 20. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by , the auditor of the company:

	Consolidated	
	2017	**2016**
	$	**$**
Audit services -		
Audit or review of the financial statements	36,500	41,314
Other services -		
Taxation services	13,500	5,610
Due diligence	-	16,493
	13,500	22,103
	50,000	63,417

Note 21. Key management personnel disclosures

Directors
The following persons were directors of Rision Limited during the financial year:

Alan Hoffman (appointed 24 May 2017)
Peter Francis (appointed 26 May 2017)
Adam Sierakowski (appointed 24 August 2016, resigned 24 May 2017)
Ron Howard (appointed 2 February 2016, resigned 26 May 2017)
Robert Day (appointed 2 February 2016, resigned 2 August 2017)
Paul Lappin (appointed 2 February 2016, resigned 24 August 2016)
Kate Comick (appointed 2 February 2016, resigned 24 August 2016)
Colin McLeod (appointed 2 February 2016, resigned 24 August 2016)

Other key management personnel
The following person also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Andrew Dale – Chief Executive Officer (appointed 15 March 2017, terminated 8 September 2017)
Paul Steele – Chief Executive Officer (appointed 24 October 2016, resigned 15 March 2017)
David Williamson – Company Secretary (resigned 19 December 2016)
Deborah Ho – Company Secretary (appointed 23 November 2016, resigned 15 June 2017)
Justin Mouchacca – Company Secretary (appointed 9 June 2017)

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

	Consolidated	
	2017	**2016**
	$	**$**
Short-term employee benefits	610,469	260,792
Post-employment benefits	18,380	13,375
Share-based payments	189,455	256,838
	818,304	531,005

Note 22. Contingent liabilities

The Directors are not aware of any contingent liabilities that arise from the Groups operations as at 30 June 2017.

Note 23. Commitments

	Consolidated 2017 $	Consolidated 2016 $
Capital commitments		
Committed at the reporting date but not recognised as liabilities, payable:		
Intangible assets	-	622,000
Lease commitments - operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	41,782	-
One to five years	45,575	-
	87,357	-

Operating lease commitments includes contracted amounts for the Consolidated Entity's offices under non-cancellable operating leases expiring within 2 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Note 24. Related party transactions

Parent entity
Rision Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 26.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated 2017 $	Consolidated 2016 $
Payment for goods and services:		
Payment for corporate advisory and administration services from Trident Capital	40,059	378,200
Payment for company secretarial and accounting services from Trident Management	55,585	51,321
Payment for legal services from Price Sierakowski	23,458	115,553
Payment for other expenses:		
Interest paid/payable to related parties on loans and advances	21,796	7,670

Trident Capital Pty Ltd ("Trident Capital") was a substantial shareholder of the Company during the year and its employees were members of the Board of Directors. Trident Management Services Pty Ltd is a company that a former Director, DC Ong is a Director of, and through this association is a related party.

Price Sierakowski is a legal services firm that is related to Mr Adam Sierakowski who was a former Director of Rision, and through this association is a related party.

All services provided above were provided at arms length.

Receivable from and payable to related parties
Borrowings are provided by directors, key management personnel and other related parties on an arm’s length basis. Interest is charged at 6.5% (2016: 6.5%) and is payable on repayment of the loan (if certain conditions are met).

Note 24. Related party transactions (continued)

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated	
	2017	**2016**
	$	**$**
Current borrowings:		
Trade payables to associate	-	68,703
Borrowings	21,796	135,329

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 25. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2017	**2016**
	$	**$**
Loss after income tax	(3,018,245)	(5,657,680)
Total comprehensive income	(3,018,245)	(5,657,680)

Statement of financial position

	Parent	
	2017	**2016**
	$	**$**
Total current assets	496,431	3,253,864
Total non-current assets	829,615	-
Total assets	1,326,046	3,253,864
Total current liabilities	241,512	1,376
Total liabilities	241,512	1,376
Equity		
Issued capital	9,154,155	8,549,158
Share-based payments reserve	606,304	361,010
Accumulated losses	(8,675,925)	(5,657,680)
Total equity	1,084,534	3,252,488

Note 26. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2017 %	Ownership interest 2016 %
Rision Holdings	Australia	100.00%	100.00%
Rision Inc	United States	100.00%	100.00%

Note 27. Events after the reporting period

Since 30 June 2017, the Board has appointed Paul Guerra as Non-Executive Director on 2 August 2017.

On 2 August 2017, Robert Day tendered his resignation from the position of Non-Executive Director. As a direct replacement, the Board has appointed Paul Guerra as Non-Executive Director.

On 11 September 2017, Megan Boston was been appointed Chief Executive Officer to replace Andrew Dale who was terminated on 8 September 2017.

On 28 September 2017, the Company announced that it had secured $750,000 in funding from investors based in New York, USA. At a first instance the funding will be issued as a Loan Note. The Company will seek approval from shareholders to convert the Loan Note into Convertible Notes at the Company's AGM to be held in November 2017.

No other matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 28. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2017 $	Consolidated 2016 $
Loss after income tax expense for the year	(3,065,724)	(4,292,192)
Adjustments for:		
Depreciation and amortisation	259,375	307,114
Share-based payments	245,294	361,000
ASX Listing cost	-	114,932
Rision Limited Losses to 31 January 2016	-	(379,815)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(76,377)	155,945
Increase/(decrease) in trade and other payables	(41,998)	69,093
Decrease in employee benefits	(33,190)	-
Net cash used in operating activities	(2,712,620)	(3,663,923)

Note 29. Earnings per share

	Consolidated 2017 $	Consolidated 2016 $
Loss after income tax attributable to the owners of Rision Limited	(3,065,724)	(4,292,192)

Note 29. Earnings per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	972,862,064	534,444,153
Weighted average number of ordinary shares used in calculating diluted earnings per share	972,862,064	534,444,153

	Cents	Cents
Basic earnings per share	(0.32)	(0.008)
Diluted earnings per share	(0.32)	(0.008)

Accounting policy for earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Rision Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Note 30. Share-based payments

On 12 February 2016, 60,000,000 share options were granted to Directors and Employees to take up ordinary shares at an exercise price of $0.02 (2 cents) per option.

These options vest over a two year period with a percentage of Employee options vesting on 1 June 2016. Vesting subsequent to grant date is not subject to any conditions or performance criteria. The options hold no voting or dividend rights.

During the financial year, the recipients of these options ceased to be employees of the business and a share based payment expense amounting to $245,294 has been accounted for as at 30 June 2017.

Set out below are summaries of options granted under the plan:

2017

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
12/02/2016	29/01/2019	$0.02	60,000,000	-	-	-	60,000,000
			60,000,000	-	-	-	60,000,000

2016

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
12/02/2016	29/01/2019	$0.00	-	60,000,000	-	-	60,000,000
			-	60,000,000	-	-	60,000,000

Accounting policy for share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Note 30. Share-based payments (continued)

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or 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, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 31. Variation from Appendix 4E Preliminary Final Report

Adjustments have been made to the financial results presented in the 30 June 2017 Appendix 4E preliminary Final Report which was lodged with the ASX on 31 August 2017.

The audit continued to be in progress at 31 August 2017 and the results lodged at this time were unaudited. Following the finalisation of the audit a further adjustment has been made in accordance with AASB 2 - Share Based Payments. Under the requirements of this standard management have included an accelerated expense for options issued during prior financial years amounting to $245,294.

It also noted that an accrual for expenses relating to the 30 June 2017 financial year amounting to $70,000 have also been accounted as they were not confirmed at 31 August 2017 when the Appendix 4E was finalised.

Rision Limited
Directors' declaration
30 June 2017

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Alan Hoffman
Non-Executive Chairman

29 September 2017

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Rision Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Rision Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2017, 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, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the Corporations Act 2001, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying value and useful life of Intangible assets

Key audit matter	How the matter was addressed in our audit
As disclosed in Note 11, the Group had intangible assets of $899,567 as at 30 June 2017, predominantly in relation to historical development costs of the Rision platform. The Group's accounting policy for intangibles is described in Note 2 of the financial report. The assessment of the carrying value of intangible assets is considered to be a key audit matter due to the significance of the assets to the Group's consolidated financial position, and requires management to make judgement involved in assessing if there are any indicators of impairment in accordance with AASB136 Impairment of Assets.	Our procedures included, but were not limited to the following: • Assessing management's determination of the useful lives of the intangible assets; • Holding discussions with management to understand the feasibility of probable future economic benefits of the Rision platform; • Evaluating the amortisation charge and compared this to Group's amortisation policy; • Challenging management's assessment of indicators of impairment in accordance with AASB 136 Impairment of Assets; and • Assessing the adequacy of the related disclosures in Note 2 and Note 11 of the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2017, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the directors 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 preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 14 of the directors' report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of Rision Limited, for the year ended 30 June 2017, complies with section 300A of the Corporations Act 2001.

Responsibilities

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.

BDO Audit (WA) Pty Ltd

BDO

Neil Smith

Director

Perth, 29 September 2017

Rision Limited
Shareholder information
30 June 2017

The shareholder information set out below was applicable as at 29 September 2017.

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares
1 to 1,000	1,229
1,001 to 5,000	222
5,001 to 10,000	36
10,001 to 100,000	164
100,001 and over	553
	2,204
Holding less than a marketable parcel	1,587

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
Pebtilly Pty Ltd	113,308,962	10.32
Peters Investments Pty Ltd	40,000,000	3.64
Harech Pty Ltd	34,500,000	3.14
Dr Philip James Currie & Mrs Anne Jennifer Currie	30,000,000	2.73
T & H Corby Pty Ltd	26,996,625	2.46
Mr Chris Graham & Mrs Diane Graham	19,000,000	1.73
Apex Private Wealth Pty Ltd	18,972,628	1.73
Mr John Roger Crosby & Mrs Mary Josephine Fisher	18,243,023	1.66
Trident Capital Pty Ltd	16,425,000	1.50
Mr Robert John Day & Mr Philip John Day	15,000,000	1.37
Mr Eric William Tucker & Mrs Kaye Lynette Tucker	12,750,000	1.16
Kebin Nominees Pty Ltd	11,700,000	1.07
Gerard O’Brien PL	10,216,821	0.93
Numeruno Superannuation Fund Pty Ltd	10,000,000	0.91
Amabowl Pty Ltd	9,973,753	0.91
Dr Philip James Currie & Mrs Anne Jennifer Currie	9,000,000	0.82
Aegean Capital Pty Ltd	8,900,000	0.81
Anthony Dixon	8,548,931	0.78
Arlington Cap Pty Ltd	8,333,333	0.76
Mr Darrel William Rosser	8,201,195	0.75
	430,070,271	39.18

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares	190,000,000	24

Substantial holders

Substantial holders in the company are set out below:

	Ordinary shares Number held	% of total shares issued
Pebtilly Pty Ltd	129,908,962	11.84

Voting rights

The voting rights attached to ordinary shares are set out below:

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.

There are no other classes of equity securities.

Restricted securities

Class	Expiry date	Number of shares
Fully paid ordinary shares	11 February 2018	169,981,253
Performance shares	10 February 2018	50,000,000
		219,981,253

Use of funds

The Company has used its cash assets in a way which is consistent with its business objectives.