

iBuy Group Limited
Appendix 4D
Half-year report

1. Company details

Name of entity:	iBuy Group Limited
ABN:	12 345 678 901
Reporting period:	For the half-year ended 30 June 2014
Previous period:	Not applicable

2. Results for announcement to the market

	\$
Revenues from ordinary activities	25,474,692
Loss from ordinary activities after tax attributable to the owners of iBuy Group Limited	(6,658,281)
Loss for the half-year attributable to the owners of iBuy Group Limited	(6,658,281)

Dividends

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

Comments

The loss for the group after providing for income tax amounted to \$6,658,281.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	-	0.60

4. Control gained over entities

On 2 April 2014, the company gained control of Ensogo Holdings Limited Hong Kong and its subsidiaries, namely Livingsocial Sdn Bhd, Ensogo Co Ltd, PT Livingsocial and Ensogo Inc.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

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

7. Dividend reinvestment plans

Not applicable.

Significant changes in the state of affairs

The group acquired Southeast Asian business of LivingSocial, Inc. on April 2nd, 2014, entering three new markets (Thailand, Philippines and Indonesia) and increasing market share in Malaysia. Total consideration paid was US\$18.5m.

Matters subsequent to the end of financial period

The group appointed Kris Marszalek as CEO on Aug 13th, 2014. Mr. Marszalek is a co-founder of iBuy Group and prior to his appointment served as COO of the Group.

Likely Developments and expected results of operations

Growth of the business is expected to come from:

- Development of a single brand, common user interface and core technology platform in all markets so that consumers have a unified engagement with the Company regardless of location or device.
- Improved logistics so that the length of time from point of purchase to delivery is reduced, with various trials for three day and next day delivery underway in various group markets.
- Improvements that come from taking best practice in individual markets and applying them across the Group

Environmental regulation

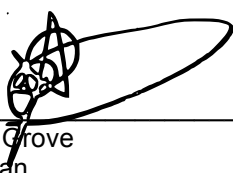
The group is not subject to any significant environmental regulation under Australian Commonwealth or State laws.

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 on the following page.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Patrick Grove
Chairman

27 August 2014

iBuy Group Limited

ABN 12 345 678 901

Interim Report - 30 June 2014

iBuy Group Limited
Directors' report
30 June 2014

The directors present their report, together with the financial statements, of the consolidated entity (referred to hereafter as the 'group') consisting of iBuy Group Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2014. This is the first interim financial statements of the group since incorporation in August 2013 and since listing on ASX in December 2013.

Directors

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

Patrick Grove
Lucas Elliott
Sam Weiss
Ermann Akinci
Nick Geddes
Thomas Baum (appointed on 4 July 2014)

Principal activities

The principal activity of iBuy Group Limited during the financial period is the provision of e-Commerce flash sales business in South East Asia. The company has operations in Singapore, Malaysia, Hong Kong, Thailand, Philippines and Indonesia.

Operating & Financial Review

The loss for the group after providing for income tax amounted to \$6,658,281 (30 June 2013: profit of \$nil).

The group recorded revenue of \$25,474,692, during the period. The loss for the group after providing for income tax amounted to \$6,658,281 (30 June 2013: profit of \$nil).

Cash Receipts during the period were \$56,416,380. Cash position increased to \$14,427,271 (31 Dec 2013: \$10,580,071.) Gross Turnover for the six months was \$71,238,470. (Gross Turnover is an unaudited non IFRS measure and represents the total billings to customers for the period for all product and service sales.)

The Company's strategy for growth, as established by the Executive Team and Board, is based on three pillars:

- increase economies of scale by integrating acquired businesses into a single technology platform & regional supply chain under a common consumer brand
- drive topline growth by increased number of flash sale events and cutting delivery times to customers
- identify acquisition opportunities in Southeast Asia that can increase the Company's scale and scope

During the first half of 2014, the group made significant progress in bringing together both the businesses that were acquired at IPO in December 2013 and the acquisition of LivingSocial SEA in April 2014, delivering on our objective of "one technology platform and one brand by Q1 2015".

Significant changes in the state of affairs

The group acquired Southeast Asian business of LivingSocial, Inc. on April 2nd, 2014, entering three new markets (Thailand, Philippines and Indonesia) and increasing market share in Malaysia. Total consideration paid was US\$18.5m.

Matters subsequent to the end of financial period

The group appointed Kris Marszalek as CEO on Aug 13th, 2014. Mr. Marszalek is a co-founder of iBuy Group and prior to his appointment served as COO of the Group.

Likely Developments and expected results of operations

Growth of the business is expected to come from:

- Development of a single brand, common user interface and core technology platform in all markets so that consumers have a unified engagement with the Company regardless of location or device.
- Improved logistics so that the length of time from point of purchase to delivery is reduced, with various trials for three day and next day delivery underway in various group markets.
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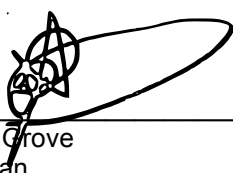
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This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Patrick Grove
Chairman

27 August 2014



Auditor's Independence Declaration

As lead auditor for the review of iBuy Group Limited for the half-year ended 30 June 2014, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of iBuy Group Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'S.P. #A'.

Jon Roberts
Partner
PricewaterhouseCoopers

Melbourne
27 August 2014

Contents

Statement of profit or loss and other comprehensive income
Statement of financial position
Statement of changes in equity
Statement of cash flows
Notes to the financial statements
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Independent auditor's review report to the members of iBuy Group Limited

General information

The financial statements cover iBuy Group Limited as a group consisting of iBuy Group Limited and its subsidiaries. The financial statements are presented in Australian dollars, which is iBuy Group Limited's functional and presentation currency.

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

Registered office

Level 3, 70 Pitt Street
Sydney
NSW 2000
Australia

Principal place of business

2 Kalang Avenue
CT Hub #03-09
Singapore 339407

A description of the nature of the group'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 27 August 2014.

iBuy Group Limited
Statement of profit or loss and other comprehensive income
For the half-year ended 30 June 2014

		Consolidated	
	Note	30 Jun 2014	30 Jun 2013
		\$	\$
Revenue	3	25,474,692	-
Other income	4	324,589	-
Expenses			
Cost of sales		(13,663,826)	-
Marketing		(1,848,654)	-
Administration		(15,777,189)	-
Other expenses		(1,167,893)	-
Loss before income tax expense	5	(6,658,281)	-
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of iBuy Group Limited		(6,658,281)	-
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		995,030	-
Other comprehensive income for the half-year, net of tax		995,030	-
Total comprehensive income for the half-year attributable to the owners of iBuy Group Limited		(5,663,251)	-
		Cents	Cents
Basic earnings per share		(1.72)	-
Diluted earnings per share		(1.72)	-

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

iBuy Group Limited
Statement of financial position
As at 30 June 2014

		Consolidated	
	Note	30 Jun 2014	31 Dec 2013
		\$	\$
Assets			
Current assets			
Cash and cash equivalents		14,427,271	10,580,071
Trade and other receivables	6	4,237,935	1,436,011
Inventories		1,502,064	720,230
Other	7	2,269,541	532,690
Total current assets		<u>22,436,811</u>	<u>13,269,002</u>
Non-current assets			
Receivables		2,120,197	2,229,472
Property, plant and equipment		1,401,488	465,340
Intangibles	8	103,156,977	77,742,652
Total non-current assets		<u>106,678,662</u>	<u>80,437,464</u>
Total assets		<u>129,115,473</u>	<u>93,706,466</u>
Liabilities			
Current liabilities			
Trade and other payables	9	26,036,278	13,814,930
Employee benefits		334,720	-
Total current liabilities		<u>26,370,998</u>	<u>13,814,930</u>
Non-current liabilities			
Employee benefits		9,398	-
Total non-current liabilities		<u>9,398</u>	<u>-</u>
Total liabilities		<u>26,380,396</u>	<u>13,814,930</u>
Net assets		<u>102,735,077</u>	<u>79,891,536</u>
Equity			
Issued capital	10	108,995,054	80,488,262
Reserves		953,876	(41,154)
Accumulated losses		<u>(7,213,853)</u>	<u>(555,572)</u>
Total equity		<u>102,735,077</u>	<u>79,891,536</u>

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

iBuy Group Limited
Statement of changes in equity
For the half-year ended 30 June 2014

Consolidated	Issued capital \$	Foreign currency Reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
Balance at 1 January 2013	-	-	-	-	-
Profit after income tax expense for the half-year	-	-	-	-	-
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive income for the half-year	-	-	-	-	-
Balance at 30 June 2013	-	-	-	-	-
Consolidated	Issued capital \$	Foreign currency Reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
Balance at 1 January 2014	80,488,262	(41,154)	(555,572)	-	79,891,536
Loss after income tax expense for the half-year	-	-	(6,658,281)	-	(6,658,281)
Other comprehensive income for the half-year, net of tax	-	995,030	-	-	995,030
Total comprehensive income for the half-year	-	995,030	(6,658,281)	-	(5,663,251)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 10)	28,506,792	-	-	-	28,506,792
Balance at 30 June 2014	108,995,054	953,876	(7,213,853)	-	102,735,077

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

iBuy Group Limited
Statement of cash flows
For the half-year ended 30 June 2014

		Consolidated	
	Note	30 Jun 2014	30 Jun 2013
		\$	\$
Cash flows from operating activities			
Receipts from customers		56,416,380	-
Payments to suppliers and employees		(60,884,103)	-
		(4,467,723)	-
Interest received		1,065	-
Net cash used in operating activities		(4,466,658)	-
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired		(18,692,119)	-
Payments for property, plant and equipment and intangibles		(665,700)	-
Net cash used in investing activities		(19,357,819)	-
Cash flows from financing activities			
Proceeds from issue of shares	10	29,942,324	-
Share issue transaction costs		(2,153,157)	-
Repayment of shareholder loan		(117,490)	-
Net cash from financing activities		27,671,677	-
Net increase in cash and cash equivalents		3,847,200	-
Cash and cash equivalents at the beginning of the financial half-year		10,580,071	-
Cash and cash equivalents at the end of the financial half-year		<u>14,427,271</u>	<u>-</u>

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

Note 1. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 30 June 2014 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted in the preparation of the financial statements are consistent with those of the previous financial year.

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.

- 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.

Fair value measurement

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

iBuy Group Limited

30 June 2014

Note 2. Operating segments

Identification of reportable operating segments

The group is organised into geographical operating segments. These operating segments are based on internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. The company operates in only one business segment which is the e-Commerce segment.

The company's reportable segments are Hong Kong, Singapore, Malaysia, and other, which consists of Thailand, Indonesia and Philippines. Unallocated amounts relate to corporate operations which are not determined to be an operating segment.

Major customers

The group does not have a major customer that contributes 10% or more to its revenue for the current period.

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Operating segment information

Consolidated - 30 Jun 2014	Group \$	Hong Kong \$	Singapore \$	Malaysia \$	Other \$	Intersegment eliminations \$	Total \$
Revenue	-	15,342,270	4,124,565	3,492,161	2,413,730	101,966	25,474,692
Expenses	(1,537,541)	(16,670,221)	(4,951,083)	(4,854,824)	(3,804,513)	(314,791)	(32,132,973)
Loss before income tax expense	(1,537,541)	(1,327,951)	(826,518)	(1,362,663)	(1,390,783)	(212,825)	(6,658,281)
Income tax expense							-
Loss after income tax expense							(6,658,281)
Assets							
Segment assets	114,831,681	10,168,431	861,491	2,164,943	4,317,782	(3,228,855)	129,115,473
Total assets							129,115,473
Liabilities							
Segment liabilities	792,752	9,729,471	4,192,660	4,766,827	9,159,837	(2,261,151)	26,380,396
Total liabilities							26,380,396

Note 3. Revenue

	Consolidated	
	30 Jun 2014	30 Jun 2013
	\$	\$
Sales of products	16,813,965	-
Provision of services	8,073,016	-
Other revenue	585,711	-
	<hr/>	<hr/>
Revenue	<u>25,472,692</u>	<u>-</u>

Note 4. Other income

	Consolidated	
	30 Jun 2014	30 Jun 2013
	\$	\$
Other income	324,589	-
	<hr/>	<hr/>

Other income mainly consists of government service tax refunds during the period.

Note 5. Expenses

	Consolidated	
	30 Jun 2014	30 Jun 2013
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Depreciation	282,180	-
	<hr/>	<hr/>
<i>Amortisation</i>		
Amortisation	53,996	-
	<hr/>	<hr/>
Total depreciation and amortisation	336,176	-
	<hr/>	<hr/>
<i>Employment expense</i>		
Salaries and wages	9,976,799	-
	<hr/>	<hr/>

Note 6. Current assets - trade and other receivables

	Consolidated	
	30 Jun 2014	31 Dec 2013
	\$	\$
Trade receivables	3,039,019	965,265
Other receivables	1,198,916	470,746
	<hr/>	<hr/>
	<u>4,237,935</u>	<u>1,436,011</u>

Trade receivables are primarily balances outstanding from payment gateways. Payment gateways are e-commerce service providers that authorise payments via credit card and other banking solutions for the consolidated entity in order to receive payments for goods and services from its customers. Receipts from customers via payment gateways are subsequently cleared to the consolidated entity within one to seven days. The consolidated entity does not provide any allowance for credit losses for these receivables. There were no past due balances as at 30 June 2014 that remain unprovided for.

Note 7. Current assets - other

	Consolidated	
	30 Jun 2014	31 Dec 2013
	\$	\$
Prepayments	1,082,817	-
Other deposits	1,186,724	532,690
	<u>2,269,541</u>	<u>532,690</u>

Note 8. Non-current assets - intangibles

	Consolidated	
	30 Jun 2014	31 Dec 2013
	\$	\$
Goodwill - at cost	102,384,509	77,568,303
Other intangible assets - at cost	1,174,357	174,646
Less: Accumulated amortisation	(401,889)	(297)
	<u>772,468</u>	<u>174,349</u>
	<u>103,156,977</u>	<u>77,742,652</u>

Reconciliations

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

Consolidated	Goodwill	Other	Total
	\$	intangibles	\$
	\$	\$	\$
Balance at 1 January 2014	77,568,303	174,349	77,742,652
Additions *	-	652,115	652,115
Additions through business combinations (note 13)	25,619,142	-	25,619,142
Adjustment to fair value of assets on acquisition	(802,936)	-	(802,936)
Amortisation expense	-	(53,996)	(53,996)
Balance at 30 June 2014	<u>102,384,509</u>	<u>772,468</u>	<u>103,156,977</u>

* Additions include a combination of capitalised development expenditure and payments for acquisitions of software and licences.

With respect to business acquisitions made during the period, management has performed a provisional assessment of the fair value of the assets and liabilities as at the date of acquisition. Assets and liabilities have therefore been recorded at their provisional fair values and the excess of the consideration paid over the provisional fair values has been allocated to a provisional goodwill asset. Under Australian Accounting Standards, the company has up to 12 months from the date of acquisition to complete its initial acquisition accounting. Any adjustment to the fair values, including associated tax adjustments, will have an equal and opposite impact on the provisional goodwill recorded on acquisition. At 30 June 2014 the recoverable amount of these assets has been determined based on fair value less costs to sell, with reference to the recent purchase price of the acquired business. There are no indicators to suggest that the fair value of the cash generating units ("CGUs") have significantly changed since acquisition.

For the purposes of undertaking impairment testing, the consolidated entity has determined its CGUs as the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The group has 12 months from the date of acquisition of its businesses to determine the value of goodwill attributable to its operating segments and areas of operation. This exercise will be completed by year end.

Note 9. Current liabilities - trade and other payables

	Consolidated	
	30 Jun 2014	31 Dec 2013
	\$	\$
Trade payables	19,129,816	9,900,953
Deferred revenue	1,212,758	102,901
Shareholder loans	-	920,426
Accruals	3,667,291	1,715,038
Other payables	2,026,413	1,175,612
	<u>26,036,278</u>	<u>13,814,930</u>

Deal Mates Sdn Bhd, a wholly owned subsidiary of the consolidated entity, had amounts owing to Catcha Group Pte Ltd, a shareholder of iBuy amounting to \$117,490. These amounts were in relation to outstanding management fees and working capital advances. The amounts due were unsecured and interest free. The loans were repaid in full during the period.

Deal Guru Holdings Pte Ltd, a wholly owned subsidiary of the consolidated entity, had amounts owing to Rebate Networks, a shareholder of iBuy amounting to \$802,936. These amounts were in relation to working capital advances. The amounts due were unsecured and interest free with no specified repayment date. The loans were forgiven during the period and adjusted through goodwill on acquisition.

Note 10. Equity - issued capital

	Consolidated			
	30 Jun 2014	31 Dec 2013	30 Jun 2014	31 Dec 2013
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>426,069,834</u>	<u>359,305,037</u>	<u>108,995,054</u>	<u>80,488,262</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 January 2014	359,305,037		80,488,262
Issue of shares	14 April 2014	58,304,276	\$0.45	26,236,924
Issue of shares	12 May 2014	8,234,223	\$0.45	3,705,400
Issue of shares - as director's remuneration	10 June 2014	226,298	\$0.33	75,946
Share issue costs		-	\$0.00	(1,511,478)
Balance	30 June 2014	<u>426,069,834</u>		<u>108,995,054</u>

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.

Share buy-back

There is no current on-market share buy-back.

Note 11. Fair value measurement

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Note 12. Key management personnel disclosures

Compensation

During the period, 226,298 shares in the company valued at \$75,946 were issued to the directors as compensation for remuneration for the financial period ended 31 December 2013 as approved by shareholders at the Annual General Meeting held on 28 May 2014.

Note 13. Business combinations

On 2 April 2014, iBuy acquired 100% of the ordinary shares of Ensogo Holdings Limited Hong Kong including Philippines, Thailand and Indonesian subsidiaries (altogether the "LivingSocial South East Asian" or "LivingSocial SEA" operations) for the total cash consideration transferred of \$19,950,260 (USD \$18 million). The initial accounting of the acquisition has been provisionally determined at the end of the reporting period. At the date of finalisation of these consolidated financial statements, the relevant market valuations and other calculations have not been finalised and therefore the fair value of all assets and liabilities and goodwill below are provisionally determined.

The consideration paid for the business combinations includes amounts in relation to the expected benefit of synergies, revenue growth, and future market development of the acquired business. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The directors do not consider it practical to estimate what the consolidated revenue and profit for the period ended 30 June 2014 would have been if the acquisition had occurred on 1 January 2014 due to costs and time involved.

Details of the acquisition are as follows:

	Fair value \$
Cash and cash equivalents	1,258,141
Trade receivables	393,683
Property, plant and equipment	1,150,684
Trade payables	(6,134,489)
Other net liabilities	<u>(2,336,901)</u>
Net liabilities acquired	(5,668,882)
Goodwill	<u>25,619,142</u>
Acquisition-date fair value of the total consideration transferred	<u><u>19,950,260</u></u>
Representing:	
Cash paid or payable to vendor	<u><u>19,950,260</u></u>

iBuy Group Limited
Notes to the financial statements
30 June 2014

Note 13. Business combinations (continued)

	Consolidated	
	30 Jun 2014	30 Jun 2013
	\$	\$
Cash used to acquire business, net of cash acquired:		
Acquisition-date fair value of the total consideration transferred	19,950,260	-
Less: cash and cash equivalents	<u>(1,258,141)</u>	<u>-</u>
Net cash used	<u><u>18,692,119</u></u>	<u><u>-</u></u>

Note 14. Events after the reporting period

No matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect the group's operations, the results of those operations, or the group's state of affairs in future financial years.

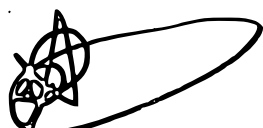
iBuy Group Limited
Directors' declaration
30 June 2014

In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto give a true and fair view of the group's financial position as at 30 June 2014 and of its performance for the financial half-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.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in black ink, appearing to be 'Patrick Grove', written over a horizontal line.

Patrick Grove
Chairman

27 August 2014



Independent auditor's review report to the members of iBuy Group Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of iBuy Group Limited (the Company), which comprises the statement of financial position as at 30 June 2014, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, selected explanatory notes and the directors' declaration for iBuy Group Limited (the consolidated entity). The consolidated entity comprises the company and the entities it controlled from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Australian Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of iBuy Group Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

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



Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of iBuy Group Limited is not in accordance with the *Corporations Act 2001* including:

- a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the half-year ended on that date;
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A handwritten signature in black ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in black ink that appears to read 'J. Roberts'.

Jon Roberts
Partner

Melbourne
27 August 2014

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