GRP CORPORATION LIMITED ABN 57 096 781 716

FINANCIAL REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

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DIRECTORS' REPORT FOR THE HALF YEAR ENDED 31 DECEMBER 2012

Your directors submit the half year report of GRP Corporation Limited ("GRP" or "the Company"), for the half year ended 31 December 2012 ("the Period").

It is recommended that the Directors' Report be read in conjunction with the annual financial statements for the year ended 30 June 2012 and considered together with any public announcement made by the Company during the Period and up to the date of this report.

1. DIRECTORS

The names of the Company's Directors who held office during the Period and until the date of this report are set out below. Directors were in office for this entire Period unless otherwise stated.

| Director | Position | Duration of Appointment |
|---------------------|------------------------|---|
| Mark Rowbottam | Non-Executive Chairman | (Appointed 4 November 2010) |
| Zane Lewis | Non-Executive Director | (Appointed 10 October 2011) |
| Grant Gibson (1) | Non-Executive Director | (Appointed 30 June 2014) |
| Michael Thorley (1) | Non-Executive Director | (Appointed 25 March 2014, Resigned 30 June 2014) |
| Miguel Laborde | Non-Executive Director | (Resigned 25 March 2014) |
| Steve Nicols | Non-Executive Director | (Appointed 4 November 2010, Resigned 7 July 2011) |
| Stephen Quantrill | Executive Director | (Appointed 7 July 2011, Resigned 10 October 2011) |

⁽¹⁾ Information on Directors appointed during the Period or subsequent to Period end:

Grant Gibson

Mr Gibson is an experienced corporate finance executive, financier and advisor having more than 20 years' experience in merger & acquisitions, debt, equity and hybrid capital structuring and capital raisings as well as acting as principal investor running multi-billion dollar investment portfolios in Australia, Europe and North America.

Mr Gibson has held senior management roles setting up and running businesses for multinational financial institutions including Deutsche Bank, UBS, RBC Capital Markets and the Royal Bank of Scotland. Mr Gibson was also co-founder of Alegra Capital, an asset management firm based in Zurich and founder of Quattro Capital Group, a corporate and investment advisory company based in Perth.

Mr Gibson has a Bachelor of Commerce Degree in Accounting and Economics, holds a Graduate Certificate in Securities and Financial Derivatives and is the Responsible officer for the AFSL held by Quattro Capital Group.

Michael Thorley

Mr Thorley is an experienced Chartered Accountant, Company Executive and Director with more than forty years' experience in financial management, project and corporate development, including engagements to the World Bank and Asian Development Bank.

Mr Thorley is a member of the Australian Institute of Chartered Accountants.

2. COMPANY SECRETARY

On 1 August 2013, Mr Roland Berzins was appointed as Company Secretary and Mr Zane Lewis resigned.

On 30 June 2014, Mr Zane Lewis was appointed Joint Company Secretary of the Company.

DIRECTORS' REPORT FOR THE HALF YEAR ENDED 31 DECEMBER 2012

3. PRINCIPAL ACTIVITIES

During the period, the principal activities of GRP Corporation Limited was to pursue opportunities in the Resource Sector.

4. REVIEW OF OPERATIONS AND ACTIVITIES

During July to October 2012, the Company had successfully raised \$498,000 via convertible loans.

On 15 February 2013, the Company moved its share registry from Computershare Investors Services Pty Limited to Advanced Share Registry Services Limited.

On 1 August 2013, Mr Roland Berzins was appointed as company secretary and Mr Zane Lewis resigned.

On 25 March 2014, Mr Michael Thorley was appointed as Non-Executive Director to the Board and the Board accepted the resignation of Mr Miguel Laborde.

On 25 March 2014, the Company moved its registered office and principal place of business to Suite 2, 16 Ord Street, West Perth WA 6005.

On 30 June 2014, Mr Zane Lewis was appointed as joint company secretary, Mr Grant Gibson was appointed as Non-Executive Director and the Board accepted the resignation of Mr Michael Thorley as Non-Executive Director. The Company also moved its registered office and principal place of business to Level 1, 981 Wellington Street, West Perth WA 6005.

European Energy Limited ("EEL")

During July to November 2012, the Company loaned \$605,000 to European Energy Limited in the form of a convertible loan.

At 30 June 2012, the Company had a Binding Term Sheet to acquire European Energy Limited, subject to satisfactory due diligence and various condition precedent including the successful re-listing of GRP on the ASX.

On 31 January 2013, the Binding Term Sheet to acquire European Energy Limited was terminated as not all of the condition precedents were achieved.

On 4 April 2013, the Company entered into a Deed of Priority with European Energy Limited and the Convertible Note Holders of European Energy Limited. The Deed provides that if European Energy Limited sold or disposed of its Kezmarok asset, the sale proceeds would be prioritised to repay GRP's loan to European Energy Limited first, then European Energy Limited convertible note holders and then other European Energy Limited creditors. The end date of the deed is 31 May 2013 or as otherwise agreed by the parties to the Deed.

On 31 July 2013, EEL rejected an offer from GRP to purchase the Kezmarok license and notified that it intends to relinquish the license on the annual renewal date. Accordingly, the directors are of the view that the loan provided to EEL is not fully recoverable and provision for impairment has been made at the end of the reporting period.

Odin Energy

On 31 July 2013, the Company announced that it has entered into a conditional agreement with Odin Energy Limited to transfer its rights to acquire Berkeley Investment Holdings Pte Ltd ("Berkeley"). In the assignment, the obligations of the Odin, in relation to the Berkeley transaction are transferred in full to the Company.

Subsequent to July 2013, the transaction to acquire Berkeley was terminated as not all of the conditions precedent were achieved.

DIRECTORS' REPORT FOR THE HALF YEAR ENDED 31 DECEMBER 2012

Helpa Inc (Spring.me)

On 29 April 2014, the Company announced that it has signed a binding agreement with Helpa Inc, agreeing to acquire 100% of the issued shares in Helpa Inc, and thereby acquiring the established global social media business, Spring.me.

Spring.me is a question and answer based social network that helps members meet new people, express themselves and expand their lives. On the Spring.me network, members from around the world post, comment, question, respond, like, smile, share, flirt, meet, date with friends, followers or other Spring.me members via multiple media feeds they can browse through on the web, mobile or tablet.

The completion of the restructuring and the acquisition of Helpa Inc is subject to regulatory, ASX and shareholder approval, which will be undertaken at the earliest opportunity.

On 5 May 2014, the Company appointed DJ Carmichael as Lead Manager and Corporate Advisor to assist in the re-compliance listing of the Company and the acquisition of Helpa Inc and the Spring.me social media business. DJ Carmichael will manage an initial raise of up to \$1.5 million to sophisticated and professional investors and the re-compliance raise of a minimum of \$3 million under a prospectus.

During May to June 2014, the Company has successfully raised \$921,382 via convertible loans, as part of the initial raise of up to \$1.5 million to sophisticated and professional investors.

In April 2014, the Company signed a facility agreement with Helpa, whereby the Company agreed to provide Helpa with a loan facility of up to \$1,100,000.

As of the date of this report, the Company's securities remain suspended from trading on ASX and will not be reinstated until the ASX confirm the Company's re-compliance with the admission requirements of Chapter 1 and 2 of the ASX Listing Rules.

5. FINANCIAL RESULTS

The financial results of the Company for the half year ended 31 December 2012 are:

| | 31-Dec-12 | 30-Jun-12 |
|------------------------------|-----------|-----------|
| Cash & cash equivalents (\$) | 3,520 | 70,583 |
| Net assets (\$) | (496,437) | (181,703) |

| | 31-Dec-12 | 31-Dec-11 |
|-------------------------|-----------|-----------|
| Revenue (\$) | 95 | 103 |
| Net loss after tax (\$) | (783,337) | (105,927) |
| Loss per share (cents) | (5.71) | (1.22) |
| Dividend (\$) | - | - |

6. AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration under s 307C of the Corporations Act 2001 is set out on page 5 for the half-year ended 31 December 2012.

This report is signed in accordance with a resolution of the Board of Directors.

Mark Rowbottam

Non-Executive Chairman

1 August 2014



Chartered Accountants and Business Advisers

GRP CORPORATION LIMITED ABN 57 096 781 716

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF GRP CORPORATION LIMITED

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2012 there have been:

- (a) no contraventions of the auditor independence requirements as set out in 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.

Hall Chadwick

Level 40, 2 Park Street Sydney NSW 2000

Hall Challerick

Sydney NSW 2000

Drew Townsend

Partner

Dated: 1 August 2014

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF YEAR ENDED 31 DECEMBER 2012

| | Note | 31-Dec-12 | 31-Dec-11 |
|---|---------|--------------|--------------|
| | _ | \$ | \$ |
| Interest income | 3 | 95 | 103 |
| Compliance and regulatory expenses | | (27,377) | (10,435) |
| Consulting and corporate expenses | 3 | (64,075) | (67,620) |
| Director fees | | (19,636) | (22,000) |
| Exploration and evaluation expenditure | 3 | (16,566) | - |
| Impairment of loan receivables | 3 | (627,286) | - |
| Rent and utilities | | (19,669) | (2,000) |
| Other expenses | | (8,823) | (3,975) |
| Loss before income tax | - | (783,337) | (105,927) |
| Income tax expense | _ | - | <u>-</u> |
| Loss after income tax | • | (783,337) | (105,927) |
| Other comprehensive income | | | |
| Other comprehensive income for the period, net of income tax | | - | - |
| Total comprehensive loss for the period | _ | (783,337) | (105,927) |
| | - | | |
| | | <u>Cents</u> | <u>Cents</u> |
| Loss per share attributable to the ordinary equity holders of the C | ompany: | | |
| Basic loss per share | | (5.71) | (1.22) |
| Diluted loss per share | | (5.71) | (1.22) |

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2012

| | Note | 31-Dec-12 | 30-Jun-12 |
|-----------------------------|------|-------------|-------------|
| | - | \$ | \$ |
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | | 3,520 | 70,583 |
| Trade and other receivables | | 24,142 | 59,090 |
| Total Current Assets | • | 27,662 | 129,673 |
| TOTAL ASSETS | • | 27,662 | 129,673 |
| | | | |
| LIABILITIES | | | |
| Current Liabilities | | | |
| Trade and other payables | | 216,387 | 148,376 |
| Financial liabilities | | 307,712 | 163,000 |
| Total Current Liabilities | | 524,099 | 311,376 |
| TOTAL LIABILITIES | • | 524,099 | 311,376 |
| NET ASSETS | • | (496,437) | (181,703) |
| | | | |
| EQUITY | | | |
| Issued capital | 4 | 8,309,093 | 7,840,490 |
| Accumulated losses | | (8,805,530) | (8,022,193) |
| TOTAL EQUITY | - | (496,437) | (181,703) |
| | - | | |

STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2012

| | Issued Capital | Accumulated Losses | Total Equity |
|---|-------------------------------|-----------------------------|---|
| | \$ | \$ | \$ |
| At 1 July 2011 | 7,765,035 | (7,776,481) | (11,446) |
| Comprehensive income: | | | |
| Loss for the period | - | (105,927) | (105,927) |
| Total comprehensive loss for the period | - | (105,927) | (105,927) |
| Transactions with owners in their capacity as owners | - | - | - |
| At 31 December 2011 | 7,765,035 | (7,882,408) | (117,373) |
| | | | |
| | | | |
| | Issued | Accumulated | Total |
| | Issued Capital | Accumulated Losses | Total Equity |
| | | | |
| At 1 July 2012 | Capital | Losses | Equity |
| At 1 July 2012 Comprehensive income: | Capital \$ | Losses \$ | Equity \$ |
| | Capital \$ | Losses \$ | Equity \$ |
| Comprehensive income: | Capital \$ | Losses \$ (8,022,193) | Equity \$ (181,703) |
| Comprehensive income: Loss for the period | Capital \$ | Losses \$ (8,022,193) | Equity \$ (181,703) (783,337) |
| Comprehensive income: Loss for the period Total comprehensive loss for the period | Capital \$ | Losses \$ (8,022,193) | Equity \$ (181,703) (783,337) |
| Comprehensive income: Loss for the period Total comprehensive loss for the period Transactions with owners in their capacity as owners | 7,840,490 | Losses \$ (8,022,193) | Equity \$ (181,703) (783,337) (783,337) |
| Comprehensive income: Loss for the period Total comprehensive loss for the period Transactions with owners in their capacity as owners Shares issued during the period | Capital \$ 7,840,490 498,000 | Losses \$ (8,022,193) | Equity \$ (181,703) (783,337) (783,337) |

STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED 31 DECEMBER 2012

| | 31-Dec-12 | 31-Dec-11 |
|--|-----------|-----------|
| | \$ | \$ |
| Cash flows from operating activities | | |
| Payment to suppliers and employees | (75,473) | (112,358) |
| Interest received | 95 | 103 |
| Net cash flows used in operating activities | (75,378) | (112,255) |
| Cash flows from investing activities | | |
| Loan to a related entity | (605,000) | - |
| Net cash flows used in investing activities | (605,000) | - |
| Cash flows from financing activities | | |
| Proceeds from convertible loan, net of transaction costs | 398,603 | - |
| Loan from related parties | 201,000 | 108,000 |
| Loan from unrelated parties | 13,712 | - |
| Net cash flows provided by financing activities | 613,315 | 108,000 |
| Net decrease in cash and cash equivalents | (67,063) | (4,255) |
| Cash and cash equivalents at the beginning of the period | 70,583 | 5,393 |
| Cash and cash equivalents at the end of the period | 3,520 | 1,138 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2012

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These general purpose interim financial statements for half-year reporting period ended 31 December 2012 have been prepared in accordance with requirements of the Corporations Act 2001 and Australian Accounting Standard AASB 134: Interim Financial Reporting. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

This interim financial report is intended to provide users with an update on the latest annual financial statements of GRP Corporation Limited (referred to as GRP or the Company). As such, it does not contain information that represents relatively insignificant changes occurring during the half-year within the Company. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended 30 June 2012, together with any public announcements made during the following half-year.

(a) Accounting Policies

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements.

(b) Going Concern

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal trading activities and realisation of assets and settlement of liabilities in the normal course of business.

The Company has incurred a net loss after tax for the half-year ended 31 December 2012 of \$783,337 (31 December 2011: \$105,927), and a net cash outflow from operations of \$75,378 (31 December 2011: \$112,255). As at 31 December 2012 the Company had a net asset deficiency of \$496,437 (30 June 2012: \$181,703).

On 5 May 2014, the Company appointed DJ Carmichael as Lead Manager and Corporate Advisor to manage the Company's capital raising and relisting to the ASX. As part of this process, the Company has entered into a binding agreement to acquire 100% of the issued shares in Helpa Inc.

The Company's ability to continue as a going concern is dependent upon the Company raising sufficient capital required to pay its debts as and when they fall due. Based on the cash flow forecast, the Company is projecting to raise up to \$5.95 million as part of a capital raising and requoting.

At date of this report, the Company has successfully raised \$1.041 million.

In the event the capital raising is not obtained, there is significant uncertainty over the ability of the Company to continue as a going concern, and therefore it may have to realise its assets and extinguish its liabilities in a manner other than in the normal course of the business.

The financial statements do not include any adjustments relating to the recoverability or classification of recorded asset amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2012

New and Revised Accounting Requirements Applicable to the Current Half-year Reporting Period

Presentation of Items of Other Comprehensive Income

The Company adopted AASB 2011–9: Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income on 1 July 2012. AASB 2011–9 is mandatorily applicable from 1 July 2012 and amends AASB 101: Presentation of Financial Statements.

AASB 2011–9 amends the presentation requirements of other comprehensive income. It requires items of other comprehensive income to be grouped between:

- items that will not be reclassified subsequently to profit or loss; and
- those that will be reclassified subsequently to profit or loss when specific circumstances occur.

It also requires, when items of other comprehensive income are presented before the related tax effects with a single amount shown for the aggregate amount of income tax relating to those items, the amount of tax effect to be allocated between:

- items that will not be reclassified subsequently to profit or loss; and
- those that might be reclassified subsequently to profit or loss.

AASB 2011–9 also amends AASB 101 to change the title "income statement" to "statement of profit or loss" under the two-statement approach. Although other titles are also permitted, the Company has decided to use the title "statement of profit or loss".

The adoption of AASB 2011–9 only changed the presentation of the Company's financial statements and did not have any impact on the amounts reported for the current period or for any prior period in the Company's financial statements.

NOTE 2: OPERATING SEGMENTS

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The information presented in the financial report in the same information that is viewed by the directors.

The Company is currently operating in one geographic region being Australia.

NOTE 3: LOSS FOR THE PERIOD

The following revenue and expense items are relevant in explaining the financial performance for the interim period:

| | 31-Dec-12 | 31-Dec-11 |
|--|-----------|-----------|
| | \$ | \$ |
| Interest income | 95 | 103 |
| Exploration and evaluation expenditure Impairment of loan receivable to related entities | (16,566) | - |
| - Related party (i) | (605,000) | - |
| - Unrelated party | (22,286) | - |
| Consulting and corporate expenses | | |
| - Related party | (27,452) | - |
| - Unrelated party | (36,623) | (67,620) |

(i) On 30 June 2013, the Directors are of the view to impair the funds provided to European Energy Limited, a company of which Mr Zane Lewis and Mr Mark Rowbottam were directors from 16 November 2012 until 3 April 2013.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2012

NOTE 4: ISSUED CAPITAL

| | 31-Dec-12 | | 30-Jun-12 | |
|----------------------------|-----------|------------|-----------|------------|
| | \$ | No. | \$ | No. |
| Fully paid ordinary shares | 8,309,093 | 17,861,095 | 7,840,490 | 11,636,095 |

| Movement in ordinary shares | \$ | No. | Issue price |
|--|-----------|------------|-------------|
| Balance at 30 June 2012 | 7,840,490 | 11,636,095 | |
| Conversion of convertible loan to shares (i) | 498,000 | 6,225,000 | \$0.08 |
| Transaction costs | (29,397) | - | - |
| Balance at 31 December 2012 | 8,309,093 | 17,861,095 | |

⁽i) On 31 October 2012, the Company issued 6,225,000 shares at \$0.08 per share on conversion of \$498,000 worth of convertible loans.

NOTE 5: CONTINGENT LIABILITIES

There has been no change in contingent liabilities since the last annual reporting period.

NOTE 6: RELATED PARTY TRANSACTIONS

During the period the following related party transactions were incurred:

(a) Loans provided / repaid during the period:

At 31 December 2012 the Company owed Edgestone Pty Ltd \$3,000 (a company of which Miguel Laborde is a Director).

(b) Other transactions during the period:

During the period, the Company incurred fees for rent and Company Secretary / accounting fees payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). Total rent incurred for the period was \$19,669 and Company Secretary / accounting fees was \$37,453. Both amounts were outstanding at 31 December 2012.

During the period, the Company provided a loan to European Energy Limited (a company of which Zane Lewis and Mark Rowbottam were directors from 16 November 2012 until 3 April 2013) totalling \$605,000. This balance was fully impaired and provided for at 31 December 2012.

NOTE 7: EVENTS AFTER THE END OF THE INTERIM PERIOD

On 15 February 2013, the Company moved its share registry from Computershare Investors Services Pty Limited to Advanced Share Registry Services Limited.

On 1 August 2013, Mr Roland Berzins was appointed as company secretary and Mr Zane Lewis resigned.

On 25 March 2014, Mr Michael Thorley was appointed as Non-Executive Director to the Board and the Board accepted the resignation of Mr Miguel Laborde.

On 25 March 2014, the Company moved its registered office and principal place of business to Suite 2, 16 Ord Street. West Perth WA 6005.

On 30 June 2014, Mr Zane Lewis was appointed as joint company secretary, Mr Grant Gibson was appointed as Non-Executive Director and the Board accepted the resignation of Mr Michael Thorley as Non-Executive Director. The Company also moved its registered office and principal place of business to Level 1, 981 Wellington Street, West Perth WA 6005.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2012

European Energy Limited ("EEL")

On 31 January 2012, the Binding Term Sheet to acquire European Energy Limited was terminated as not all of the condition precedents were achieved.

On 4 April 2013, the Company entered into a Deed of Priority with European Energy Limited and the Convertible Note Holders of European Energy Limited. The Deed provides that if European Energy Limited sold or disposed of its Kezmarok asset, the sale proceeds would be prioritised to repay GRP's loan to European Energy Limited first, then European Energy Limited convertible note holders and then other European Energy Limited creditors. The end date of the deed is 31 May 2013 or as otherwise agreed by the parties to the Deed.

On 31 July 2013, EEL rejected an offer from GRP to purchase the Kezmarok license and notified that it intends to relinquish the license on the annual renewal date. Accordingly, the directors are of the view that the loan provided to EEL is not fully recoverable and provision for impairment has been made at the end of the reporting period.

Odin Energy

On 31 July 2013, the Company announced that it has entered into a conditional agreement with Odin Energy Limited to transfer its rights to acquire Berkeley Investment Holdings Pte Ltd ("Berkeley"). In the assignment, the obligations of the Odin, in relation to the Berkeley transaction are transferred in full to the Company.

Subsequent to July 2013, the transaction to acquire Berkeley was terminated as not all of the conditions precedent were achieved.

Helpa Inc (Spring.me)

On 29 April 2014, the Company announced that it has signed a binding agreement with Helpa Inc, agreeing to acquire 100% of the issued shares in Helpa Inc, and thereby acquiring the established global social media business, Spring.me.

Spring.me is a question and answer based social network that helps members meet new people, express themselves and expand their lives. On the Spring.me network, members from around the world post, comment, question, respond, like, smile, share, flirt, meet, date with friends, followers or other Spring.me members via multiple media feeds they can browse through on the web, mobile or tablet.

The completion of the restructuring and the acquisition of Helpa Inc is subject to regulatory, ASX and shareholder approval, which will be undertaken at the earliest opportunity.

On 5 May 2014, the Company appointed DJ Carmichael as Lead Manager and Corporate Advisor to assist in the re-compliance listing of the Company and the acquisition of Helpa Inc and the Spring.me social media business. DJ Carmichael will manage an initial raise of up to \$1.5 million to sophisticated and professional investors and the re-compliance raise of a minimum of \$3 million under a prospectus.

In April 2014, the Company signed a facility agreement with Helpa, whereby the Company agreed to provide Helpa with a loan facility of up to \$1,100,000.

During May to June 2014, the Company has successfully raised \$921,382 via convertible loans, as part of the initial raise of up to \$1.5 million to sophisticated and professional investors.

DIRECTORS' DECLARATION FOR THE HALF YEAR ENDED 31 DECEMBER 2012

In accordance with a resolution of the directors of GRP Corporation Limited, the directors of the company declare that:

- The financial statements and notes, as set out on pages 6 to 13 are in accordance with the Corporations
 Act 2001, including:
 - a. complying with Accounting Standard AASB 134: Interim Financial Reporting; and
 - giving a true and fair view of the Company's financial position as at 31 December 2012 and of its performance for the half-year ended on that date.
- In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Mark Rowbottam

Non-Executive Chairman

1 August 2014



Chartered Accountants and Business Advisers

GRP CORPORATION LIMITED ABN 57 096 781 716

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GRP CORPORATION LIMITED

Report on the Half-year Financial Report

We have reviewed the accompanying half-year financial report of GRP Corporation Limited, which comprises the statement of financial position as at 31 December 2012, the statement of profit or loss and other comprehensive income, and statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of GRP Corporation Limited 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 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 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 half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of GRP Corporation Limited's financial position as at 31 December 2012 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 GRP Corporation 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 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*.

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GRP CORPORATION LIMITED ABN 57 096 781 716

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GRP CORPORATION LIMITED

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 GRP Corporation Limited is not in accordance with the *Corporations Act 2001* including:

- (i) giving a true and fair view of GRP Corporation Limited's financial position as at 31 December 2012 and of its performance for the half-year ended on that date; and
- (ii) complying with AASB 134: Interim Financial Reporting and the *Corporations Regulations 2001*.

Emphasis of Matter

Without modifying our conclusion, we draw attention to Note 1 in the financial report which indicates that the company incurred an operating loss after income tax of \$783,337 during the half-year ended 31 December 2012 and as of that date the company's current liabilities exceed its total assets by \$496,437. These conditions, along with other matters as set forth in Note 1(b) indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

Hall Chadwick

Level 40, 2 Park Street SYDNEY NSW 2000

Chardwick

DREW TOWNSEND

Partner

Dated: 1 August 2014