

QUESTUS LIMITED

2017

Annual
Report



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if money matters

QUESTUS

TABLE OF CONTENTS

Corporate Directory	2
Letter from the Chairman.....	3
Directors' Report.....	4
Corporate Governance	15
Auditor's Independence Declaration.....	22
Consolidated Statement of Profit or Loss and Other Comprehensive Income	23
Consolidated Statement of Financial Position	24
Consolidated Statement of Cash Flows	25
Consolidated Statement of Changes in Equity	26
Notes to the Consolidated Financial Statements.....	27
Directors' Declaration	78
Independent Auditor's Report.....	79
Additional Securities Exchange Information	86

CORPORATE DIRECTORY

DIRECTORS	David James Somerville (Executive Chairman) Robert William Olde (Non-Executive Director) Graeme Michael Goff (Executive Director)
COMPANY SECRETARY	Elizabeth Bee Hiang Lee Graeme Michael Goff
REGISTERED AND PRINCIPLE OFFICE	105 Railway Road SUBIACO WA 6008 Telephone: +61 8 9489 4444 Facsimile: +61 8 9381 4963
AUDITORS	William Buck Audit (WA) Pty Ltd Chartered Accountants 3/15 Labouchere Rd SOUTH PERTH WA 6151
SOLICITORS	Steinepreis Paganin Level 4, Next Building 16 Milligan Street PERTH WA 6000
SHARE REGISTRY	Security Transfer Registrars Pty Ltd Alexandrea House Suite 1, 770 Canning Highway APPLECROSS WA 6153 Telephone: + 61 8 9315 2333 Facsimile: + 61 8 9315 2233
SECURITIES EXCHANGE LISTING	Questus Limited shares are listed on the Australian Securities Exchange under the code QSS.
WEB SITE	www.questus.com.au
COMPANY DOMICILE AND LEGAL FORM	Questus Limited is a public Company limited by shares, incorporated and domiciled in Australia.

LETTER FROM THE CHAIRMAN

31 August 2017

Dear Shareholders

I am pleased to present to shareholders the Annual Report of Questus Limited (Questus, or the Company) for the year ended 30 June 2017.

The results for the financial year reflect a profit after income tax of \$307,795.

During the year, Questus has continued its involvement with the delivery of affordable housing through its engagement in the now discontinued, Federal Government's National Rental Affordability Scheme (NRAS). During the year, Questus has facilitated the activation of 300 NRAS incentives across the mainland states of Australia.

As a result of the Federal Government's decision to discontinue the NRAS, Questus has also been focussing on realising assets that have been developed with its engagement in the sector, including the disposal of its minority interest in the NRAS compliance business, Australian Affordable Housing Securities Limited.

The Board will continue to focus its activities on the delivery of the remaining NRAS entitlements and an asset realisation program.

In addition to the continuation of these activities, the Board is actively pursuing a number of strategic corporate opportunities for the future growth and development of the Company.

In closing, I would like to thank the Shareholders for their continued support, the Board and all of the staff for their efforts and commitment to the Company.

Yours sincerely



DJ SOMERVILLE
Executive Chairman

DIRECTORS' REPORT

DIRECTORS

The names of the Company's directors in office during the year and until the date of this report are as below.

DJ Somerville	Age 57	appointed 22 October 2007	Executive
RW Olde	Age 46	appointed 7 November 2007	Non-Executive
Prof. AJ Brennan	Age 44	resigned 30 June 2017	Non-Executive
GM Goff	Age 53	appointed 30 June 2017	Executive

DIRECTORSHIPS OF OTHER LISTED COMPANIES

DJ Somerville is a director of CI Resources Ltd, an ASX Listed Company.

The current directors do not hold and have not held directorships of any other listed companies in the past three years other than the companies mentioned above.

DIRECTORS' QUALIFICATIONS AND EXPERIENCE

The directors of the Company and their qualifications are set out below.

David James Somerville (B.Bus, MBA, CPA, AFAIM) Executive Chairman

Mr Somerville has a background as a Certified Practising Accountant with considerable experience in capital raising, business development and property development over 25 years. Mr Somerville was a senior partner with a large Western Australian accounting practice, where he was responsible for a large number of clients across a broad range of industries, through the provision of accounting, taxation and management services. Mr Somerville was the founding director and shareholder of Questus Group in 2003.

Robert William Olde (Dip FS, AIMM) Non-Executive Director

Mr Olde studied Commerce at Murdoch University and holds a Diploma in Financial Planning and also holds a Triennial Certificate as a Real Estate and Business Agent from the Real Estate Institute of Western Australia. Mr Olde has considerable experience in the Funds Management sector and is a responsible officer on the companies within the group that hold AFSL's.

Prof. Anthony Joseph Brennan (LLB) (resigned 30 June 2017) Non-Executive Director

Professor Brennan holds a Bachelor of Laws degree from the University of Queensland, a Graduate Diploma in Legal Practice and has practiced with one of Australia's largest private law firms as a solicitor in the area of corporate advisory, mergers and acquisitions and banking and finance. Professor Brennan has worked for local and state government bodies, Australian blue chip companies and national and international banks. He brings to the Board extensive experience in corporate banking and finance transactions including development finance, general corporate banking matters and significant commercial property transactions.

Graeme Goff (B.Bus) (appointed 30 June 2017) Executive Director

Mr Goff is a qualified accountant with over 28 years experience in Public Practice and Commerce with a strong focus on compliance, management systems, year-end financial reporting and taxation. Mr Goff was previously employed as Chief Financial Officer of a Responsible Entity of a listed property trust, and has extensive experience in funds management in the property sector. Mr Goff is currently Chief Financial Officer and joint Company Secretary of Questus Limited.

DIRECTORS' REPORT

COMPANY SECRETARY

Elizabeth Bee Hiang Lee, Company Secretary – B Bus, GCIS, Grad.Dip. Corp. Gov. ASX Listed Entities

Ms Lee has over 19 years' experience in the areas of corporate governance and company secretarial functions. Prior to joining Questus, Ms Lee held company secretarial positions for Phosphate Resources Limited, Macmahon Holdings Limited, Corporate Compliance Partners and Lend Lease Primelife Limited. Ms Lee holds a Bachelor of Business majoring in Finance and Business Law from Edith Cowan University, a Graduate Diploma in Corporate Governance from Governance Institute of Australia, a Graduate Diploma in Corporate governance for ASX Listed Entities from Kaplan Financial Institute and is a Fellow member of the Governance Institute of Australia.

DIRECTORS' MEETINGS & AUDIT, RISK & COMPLIANCE MEETINGS

The number of meetings of the Company's board of directors held during the year and the number of meetings attended by each director were:

DIRECTOR	NUMBER OF MEETINGS ATTENDED	NUMBER OF MEETINGS ENTITLED TO ATTEND
DJ Somerville	3	3
RW Olde	3	3
AJ Brennan	3	3
GM Goff	-	-

The number of meetings of the Company's Audit, Risk and Compliance Committee held during the year and the number of meetings attended by each committee member were:

COMMITTEE MEMBER	NUMBER OF MEETINGS ATTENDED	NUMBER OF MEETINGS ENTITLED TO ATTEND
Jacqui Stewart	4	4
Reena Shah	4	4
Jamie Kelly	4	4

DIRECTORS' INTERESTS

As at the date of this report, the direct and indirect interests of the Directors in the Company were:

DIRECTOR	SHARES		OPTIONS (UNLISTED)	
	In Own Name	In Other Names	In Own Name	In Other Names
DJ Somerville	-	19,130,715	-	-
RW Olde	134,542	8,831	-	-
AJ Brennan	-	-	-	-
GM Goff	-	-	-	-

DIRECTORS' REPORT

PRINCIPAL ACTIVITIES

The principal activities of the Group are as a participant in the State and Federal Government's National Rental Affordability Scheme incorporating boutique funds management.

RESULTS AND REVIEW OF OPERATIONS

The results of Questus Limited for the financial year reflect a profit after income tax of \$307,795 (2016: \$2,782,123).

During the year, Questus has continued its involvement with the delivery of affordable housing through its engagement in the now discontinued Federal Government's National Rental Affordability Scheme (NRAS). During the year, Questus has facilitated the activation of 300 NRAS incentives delivering an equal number of affordable dwellings into the sector. Since its inception, Questus has been involved in the delivery of 2,703 NRAS incentives across the mainland states of Australia.

As a result of the Federal Government's decision to discontinue the NRAS, Questus has also been focussing on realising assets that have been developed with its engagement in the sector, including the disposal of its minority interest in the NRAS compliance business, Australian Affordable Housing Securities Limited.

FINANCIAL POSITION

The net assets of the consolidated entity were \$3,627,432 as at 30 June 2017 (2016: \$3,319,638).

DIVIDENDS

There was no dividend for the year ended 30 June 2017 paid or declared on ordinary shares (2016: Nil).

PERFORMANCE IN RELATION TO ENVIRONMENTAL REGULATION

The Company is not subject to significant environmental regulation in respect of its operating activities.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than the Federal Government's decision to discontinue the NRAS, there are no other significant changes in the state of affairs.

EVENTS AFTER THE END OF THE REPORTING PERIOD

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the result of those operations or the state of affairs, in future years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Questus will continue to deliver its NRAS dwellings in Western Australia through Questus' own developments and partnering with other West Australian developers. As a result of the Federal Government's decision to discontinue the NRAS, Questus is actively pursuing a number of strategic corporate opportunities for the future growth and development of the company.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)

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

Remuneration Philosophy

The Board of Directors of Questus Limited is responsible for determining and reviewing compensation arrangements for directors and the executive team. The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and level of performance and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality.

Remuneration Details and employment terms

The Directors are remunerated based on the provision of services provided to the Company for executive management and for their services as Directors. The Directors fees are determined by the Company in general meeting and other consulting services are remunerated at levels agreed by the Board of Directors. Each non-executive director receives a fixed fee for their services as directors. There is no link between remuneration paid to any of the directors and corporate performance such as bonus payments for achievement of certain key performance indicators. The board considers the fees paid to non-executive directors comparable to other companies.

The remuneration structure for executive officers, including executive directors, is based on a number of factors, including length of service, particular experience of the individual concerned, and overall performance of the Company. The contracts for service between the Company and directors and executives are on a continuing basis the terms of which are not expected to change in the immediate future. Upon retirement directors and executives are paid employee benefit entitlements accrued to date of retirement.

Employment contracts for Directors and Executives stipulate a range of one to three month resignation periods. Termination payments are not payable on dismissal for serious misconduct. The Company may terminate an employment contract without cause by providing the appropriate written notice under each contract or making payment in lieu, based upon the individual's remuneration together with a severance benefit. The key terms are disclosed below:

Director	Salary per annum plus statutory superannuation contribution	Directors Fees	Notice for termination	Termination payments
DJ Somerville	\$383,250		5 weeks notice required	If notice is not provided, the Company is entitled to deduct an amount representing the number of weeks or days of the notice period that was not worked for
GM Goff	\$219,000		5 weeks notice required	If notice is not provided, the Company is entitled to deduct an amount representing the number of weeks or days of the notice period that was not worked for
AJ Brennan	\$54,750		4 weeks notice required	If notice is not provided, the Company is entitled to deduct an amount representing the number of weeks or days of the notice period that was not worked for
RW Olde		\$72,000	Not required	Not required

DIRECTORS' REPORT

Voting and comments made at the company's 2016 Annual General Meeting ('AGM')

At the 2016 AGM, 100% 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. The latest determination for the aggregate remuneration of non-executive directors was determined on 16 November 2004 with a total amount of \$210,000 per annum.

Names and positions held of consolidated and parent entity key management personnel in office at any time during the financial year are:

Key Management Person	Position
Mr DJ Somerville	Executive Chairman
Mr RW Olde	Non-Executive Director
Mr AJ Brennan	Non-Executive Director (resigned 30 June 2017)
Mr GM Goff	Executive Director (appointed 30 June 2017)

REMUNERATION REPORT (AUDITED) (CONTINUED)

Details of the nature and amount of each element of the remuneration of each director of the Company for the financial year are as follows: Remuneration of Directors and Officers

30 June 2017	Primary			Post Employment	Equity	Total	
Name	Salary & Fees \$	Cash Bonus \$	Non Monetary benefits \$	Superannuation and Long Service Leave \$	Options \$	\$	Total option related %
Directors:							
DJ Somerville (1)	350,000	-	-	81,157	-	431,157	-
RW Olde (1)	72,000	-	-	-	-	72,000	-
AJ Brennan	50,000	-	-	4,750	-	54,750	-
GM Goff (2)	200,000	-	-	19,000	-	219,000	-
Total remuneration:	672,000	-	-	104,907		776,907	-

30 June 2016	Primary			Post Employment	Equity	Total	
Name	Salary & Fees \$	Cash Bonus \$	NonMonetary benefits \$	Superannuation and Long Service Leave \$	Options \$	\$	Total option related %
Directors:							
DJ Somerville (1)	350,090	-	-	81,165	-	431,255	-
RW Olde (1)	72,000	-	-	-	-	72,000	-
AJ Brennan	50,000	-	-	4,750	-	54,750	-
GM Goff (2)	-	-	-	-	-	-	-
Total remuneration:	472,090	-	-	85,915	-	558,005	-

(1) Salary includes consulting fees paid/payable to directors and to related parties of directors.

(2) Mr Goff was appointed as a director on 30 June 2017. Mr Goff is also Chief Financial Officer of the Company and was considered an executive who had authority and responsibility for controlling activities of the Company for the whole of the financial year.

DIRECTORS' REPORT

There are no other contracts to which a Director is a party or under which a Director is entitled to a benefit other than as disclosed in these financial statements.

Share-based compensation

There are no shares or options issued to directors as part of compensation during the year.

REMUNERATION REPORT (AUDITED)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Proportions of Elements of remuneration not related to performance		Proportions of Elements of remuneration related to performance	
	Fixed salary/Fee %		Options %	
	2017	2016	2017	2016
Directors:				
DJ Somerville	100%	100%	-	-
RW Olde	100%	100%	-	-
AJ Brennan	100%	100%	-	-
GM Goff	100%	100%	-	-

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 01 July 2016	Granted as Remuneration	On Exercise of Options	Net Change Other	Balance 30 June 2017
2017	Ord	Ord	Ord	Ord	Ord
Directors					
DJ Somerville*	16,630,715	-	-	2,500,000	19,130,715
RW Olde	143,373	-	-	-	143,373
AJ Brennan	-	-	-	-	-
GM Goff	-	-	-	-	-
Total	16,774,088	-	-	-	19,274,088

* Held either directly or indirectly.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (CONTINUED)

Option holding

There are no options over ordinary shares in the Company held during the financial year by any director and other members of key management personnel of the consolidated entity, including their personally related parties.

Additional information

The earnings of the consolidated entity for the five years to 30 June 2017 are summarised below:

	2017	2016	2015	2014	2013
	\$	\$	\$	\$	\$
Sales revenue	10,190,420	15,182,200	19,701,385	8,982,916	5,415,766
EBITDA	1,332,531	5,442,141	(2,154,307)	1,445,765	1,550,593
EBIT	1,314,370	5,349,385	(2,338,788)	1,296,692	1,507,882
Profit after income tax	307,795	2,782,123	(2,705,999)	181,877	199,062

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (CONTINUED)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2017	2016	2015	2014	2013
Share price at financial year end (\$)	0.02	0.03	0.03	0.04	0.04
Total dividends declared (cents per share)	-	-	-	-	-
Basic earnings per share (cents per share)	0.33	3.00	(2.92)	0.20	0.26

Other transactions with key management personnel and their related parties

(a) Loans

The following table sets out the related party loans included in the statement of financial position of the Group.

Loan provided by:	Loan provided to/ (from):	2017 \$
Questus Capital Group Pty Ltd [1]	Questus Limited and its subsidiaries	(16,983)
APMF Victoria Trust [2]	Questus Limited and its subsidiaries	(6,700,000)
APMF NSW Trust [2]	Questus Limited and its subsidiaries	(2,065,000)

(b) Creditors & Debtors

The following amounts appear as trade and other creditors and trade and other debtors respectively in the statement of financial position of the Group.

Debtors

Australia Property Management Fund	105,845
Australian Affordable Housing Securities[3]	106,667

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (CONTINUED)

(c) Services provided by Questus Limited and its subsidiaries

The following services were provided by Questus Limited and its subsidiaries to related companies/ key management personnel.

Service provided to	Nature of service	2017
Australian Affordable Housing Securities Ltd[3]	Management fees	135,002
Questus Realty Pty Ltd[4]	Expense recoveries	32,000
Australia Property Management Fund	Management fees	105,845

(d) Services provided to Questus Limited and its subsidiaries

Service provided by	Nature of services	2017
		\$
APMF NSW Trust [2]	Interest on loans	165,200
APMF Victoria Trust [2]	Interest on loans	563,890

[1] DJ Somerville is a director of this company.

[2] DJ Somerville and RW Olde are Directors of the Trustee Company for the trust.

[3] Associate company of the Group where DJ Somerville is the director of the company.

[4] Company acquired and disposed of during the year. DJ Somerville and RW Olde are directors of the company.

[End of Remuneration Report]

SHARE OPTIONS

As at the date of this report there were no options on issue.

No options were issued or exercised during year ended 30 June 2017 (2016: Nil).

INDEMNIFICATION AND INSURANCE OF OFFICERS

The Company has paid an insurance premium in respect of a contract insuring each of the Directors of the Company and its controlled entities and each executive officer against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law, other than conduct involving a wilful breach of duty in relation to the Company.

DIRECTORS' REPORT

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 the previous 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 of the auditor, or the previous company auditor or a related entity of the previous company auditor.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Company or 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 any 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 27 to the financial statements.

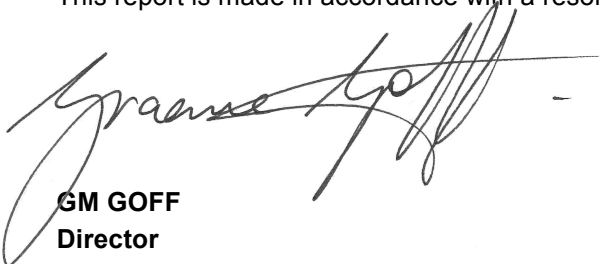
The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the directors prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- The nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is included within these financial statements.

This report is made in accordance with a resolution of Directors.



GM GOFF
Director

Dated at Perth this 31st day of August 2017

CORPORATE GOVERNANCE

Questus Limited is a boutique funds management company operating in the funds management industry. Questus Limited is committed to protecting and enhancing shareholder value and adopting best practice governance policies and practices. The Corporate Governance Statement outlines the main Corporate Governance practices that were in place throughout the financial year, which comply with the ASX Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council (third edition).

The following summarises the eight recommended ASX Principles of Good Governance and the Company's policies and procedures against each of the principles. Where a recommendation has not been followed, this is clearly stated along with an explanation for the departure.

Principle 1 – Lay solid foundations for management and oversight

The Board which currently consists of three non-independent Directors, is the governing body of the Company. The Board and the Company act within a statutory framework – principally the Corporations Act and also the Constitution of the Company. Subject to this statutory framework, the Board has the authority and the responsibility to perform the functions, determines the policies and controls the affairs of Questus Limited.

The Directors are aware of their responsibilities and obligations to protect shareholder's funds. Due care is taken to explain both the positive and negative aspects in all reports to highlight the inherent risks involved in the finance industry. The Board must ensure that Questus Limited acts in accordance with prudent commercial principles and satisfies shareholders – consistent with maximising the Company's long term value.

The Board of Directors determines the strategic direction of the Company by regularly monitoring and evaluating the performance and status of each of the Company's projects and activities.

Advice on the performance of the Company's business operations and investments is also provided by consultants and employees, where required. No formal evaluation of Board members took place this financial year.

Senior executives are provided with a written employment agreement which sets out the terms and conditions of their appointment. Senior executives' annual performance evaluations are conducted following the end of the financial year. No formal evaluation of senior executives took place this financial year.

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

Diversity Policy

Questus Limited recognises the value contributed to the organisation by employing people with varying skills, cultural backgrounds, ethnicity and experience. Questus believes its diverse workforce is the key to its continued growth, improved productivity and performance.

We actively value and embrace the diversity of our employees and are committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated.

As at 30 June 2017 the Company has a 60% proportion of females in employment and 25% of proportion of the Board executives and Company Secretary are female.

A copy of the Diversity Policy can be found on the Questus website.

CORPORATE GOVERNANCE

Principle 2 – Structure the board to add value

The Board comprises an Executive Chairman, Executive Director and a Non-Executive Director. Full details of the Company's Board of Directors and their relevant experience and skills are detailed within the Directors' Report. The Company's Constitution requires that one third of the members of the Board retire by rotation each year but they are eligible for re-election.

Any new Director appointed holds office only until the next general meeting and is then eligible for re-election. The Board will ensure that any such person to be appointed as a Director possesses an appropriate level of qualifications, expertise and experience. Due to its size, the Company does not have a Nomination Committee. Key terms and conditions relating to the appointment of non-executive directors are set out in a formal letter of appointment.

The Chairman is also the Managing Director, appointed by the full Board. A majority of the Board are also substantial shareholders. The Board considers that given the size of the Company, it is more important that directors are motivated to perform as a result of their shareholding in the Company.

Principle 3 – Act ethically and responsibly

The Board places great emphasis on ethics and integrity in all its business dealings. In regards to principles 3.1, the Board considers the business practices and ethics exercised by individual board members and key executives to be of the highest standards.

The Board being committed to the highest standards of ethical business conduct has adopted a formal Code of Conduct to guide executives, management and staff in carrying out their duties and responsibilities. The Code is subject to ongoing review to ensure that Questus Limited's standards of behaviour and corporate culture reflect best practice in corporate governance. The Code is based on the following key principles:

- acting with honesty and integrity
- abiding by laws and regulations
- respecting confidentiality and handling information in a proper manner
- maintaining the highest standards of professional behaviour
- avoiding conflicts of interest
- striving to be a good corporate citizen and to achieve community respect.

Questus Limited also has a number of specific policies, including the Directors Code of Conduct that underpin the Code of Conduct and elaborate on various legal and ethical issues. These policies are designed to foster and maintain ethical business conduct within Questus Limited, and govern such things as workplace and human resources practices, handling of confidential information, insider trading, risk management and legal compliance.

A formal Securities Trading Policy has been adopted, lodged and released to the market. This is to ensure compliance with the "insider trading" provisions of the Corporations Act by executive staff who may be in possession of sensitive information concerning the Company's affairs, prior to release to the market.

In addition, the Board has guidelines dealing with disclosure of interests by Directors in participating and voting at Board meetings where any such interests are discussed. In accordance with the Corporations Act, any Director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered, and may not vote on the matter.

A copy of the Directors Code of Conduct, the Corporate Code of Conduct and the Securities Trading Policy can be found on the Questus website (www.questus.com.au).

CORPORATE GOVERNANCE

Principle 3 – Act ethically and responsibly (continued)

The Board expects a high standard of ethical behaviour from all directors and staff. A code of business ethics has been developed outlining the policies and procedures which operate within the Company to ensure its exemplary reputation is maintained.

Principle 4 – Safeguard integrity in Corporate reporting

It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, including the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information.

The Company is responsible for the appointment of the external auditors of the Company, and will time to time review the scope, performance and fees of those external auditors. The Company has replaced RSM Australia Partners with William Buck Audit (WA) Pty Ltd (William Buck) as its auditors. William Buck will be managing this external audit and will attend the 2017 AGM and be available to respond to shareholder questions relating to the external audit.

Principle 5 – Make timely and balanced disclosure

The Company complied with all disclosure requirements to ensure that it manages the disclosure of price sensitive information effectively and in accordance with the requirements as set out by regulatory bodies. All market disclosures are approved by the Board.

The Executive Chairman and Company Secretary are authorised to communicate with shareholders and the market in relation to Board approved disclosures. The Executive Chairman and Company Secretary are responsible for ensuring compliance with the continuous disclosure to the Australian Securities Exchange, analysts, broker, shareholders, the media and the public.

The continuous disclosure requirements are set out in the ASX Listing Rules. The rules require the Company to immediately notify the ASX of any information concerning the Company, which a reasonable person would expect to have a material effect on the price of securities. When considering the disclosure of information due consideration should also be given to the exemptions (carve outs) granted under the ASX listing rules in respect of continuous disclosure.

CORPORATE GOVERNANCE

Principle 5 – Make timely and balanced disclosure (Continued)

The Company shall disclose:

- All information that is required to be disclosed pursuant to ASX Listings Rules.
- The Board, collectively, has primary responsibility for ensuring that the Company complies with its disclosure obligations.
- The Board will monitor news sources and seek to avoid the emergence of a false market in the Company's securities. However, it is recognised that this may not be possible pursuant to ASX Listing Rule 3.1.B.
- The confidentiality of corporate information will be safeguarded to avoid premature disclosure.
- The Company Secretary is appointed as the Disclosure Officer in compliance with ASX Listing Rules. All directors and employees must immediately inform the Disclosure Officer if they obtain material information.

A copy of the Continuous Disclosure Policy can be found on the Questus website (www.questus.com.au).

Principle 6 – Respect the rights of security holders

The Company has a positive strategy to communicate with shareholders and actively promote shareholder involvement in the Company. It aims to continue to increase and improve the information available to shareholders on its website. All Company announcements, presentations to analysts and other significant briefings are posted on the Company's website after release to the Australian Securities Exchange.

In addition, the Company has made available an email address for shareholders and investors generally to make enquiries of Questus and to register with the Share Registry to receive communications electronically.

Questus encourages and welcomes shareholder participation at general meetings with the AGM being the major forum for shareholders to ask questions about the performance of Questus and to provide feedback.

Principle 7 – Recognise and manage risk

The Board has adopted a formal Risk Management Policy. The Board's collective experience should assist in enabling accurate identification of the principal risks which may affect the Company's business. Identifying key operational risks and their management will be recurring items for deliberation at Board meetings.

The Board oversees the establishment, implementation and ongoing review of the Company's risk management and internal control system. Recommendation 7.1 requires the establishment of a risk committee. Refer to details of Audit Risk & Compliance Committee under Principle 4.

The Board has received assurance from the Executive Chairman and the Chief Financial Officer that, the directors' declaration provided in accordance with section 295A of the Corporations Act, is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Principle 8 – Remunerate fairly and responsibly

The Board is responsible for determining and reviewing compensation arrangements for the Directors, the Executive Chairman and Senior Executives. The Directors are remunerated based on the provision of services provided to the Company for executive management and for their services as Directors. The Directors fees are determined by the Company in general meetings and other consulting services are remunerated at levels agreed by the Board of Directors. Access is available to the Company's auditors and senior managers, and the ability to consult independent experts when necessary.

CORPORATE GOVERNANCE

Principle 8 – Remunerate fairly and responsibly (continued)

In relation to non-executive directors, there are presently no schemes for termination or retirement benefits, other than statutory superannuation.

The Board recognises that the interests of all stakeholders will be best served when the Company, its directors and staff adhere to highest standards of business ethics and comply with the law.

CORPORATE GOVERNANCE

EXPLANATION FOR DEPARTURE FROM BEST PRACTICE RECOMMENDATIONS

The Company has complied with each of the Eight Essential Corporate Governance principles and the corresponding Best Practice Recommendations as published by ASX Corporate Governance Council ("ASX Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council (third edition).") other than in relation to the matters specified below.

Principle No	Best Practice Recommendation	Compliance	Reason for Non-compliance
1.6	Disclose the process for performance evaluation of the board, individual directors and senior executives	The board and individual directors are constantly aware of the Company's share price, market capitalisation and its financial performance. There is no formal policy for evaluating performance. However, the Company maintains regular contact with financial advisors and stockbrokers seeking third party feedback on the Company's performance in order to continue to seek improvement in this area.	In a competitive environment such as the sector in which Questus Limited operates, market forces will ensure that the Board and individual directors are judged based upon the performance of the Company both relative to the market and relative to its particular circumstances. Given the size and scope of operations and the size of the Board, day to day management is conducted under the control of the Executive Chairman and all major decisions are assessed at Board level. Accordingly the Company does not evaluate the performances of senior executives.
2.1	The board should establish a nomination committee	The board does not have a nomination committee.	The Board members have concluded that no efficiencies would be achieved by establishing a separate nomination committee. The functions of any nomination committee are normally undertaken by the full board.

CORPORATE GOVERNANCE

Principle No	Best Practice Recommendation	Compliance	Reason for Non-compliance
2.3, 2.4 and 2.5	<p>Disclose the names of directors considered to be independent directors</p> <p>The majority of the Board and the Chairman should be independent directors and the Chair should not be the same person as the CEO</p>	<p>Directors DJ Somerville (Managing Director and Chairman of the Board) and RW Olde (Non-Executive Director) do not satisfy the test of 'independence' as set out in the ASX Corporate Governance Council Practice Recommendations.</p> <p>DJ Somerville and RW Olde are Substantial Shareholders of the Company. DJ Somerville is an executive of the Company.</p> <p>GM Goff is an executive director and chief financial officer of the Company.</p> <p>In light of the above, the Company does not comply with the Best Practice Recommendations requirement of having a majority of independent directors.</p>	<p>The Board considers that given the current size of the Company, it is more important that directors are motivated to perform as a result of their shareholding in the Company and involvement in day-to-day activities.</p>
8.1	<p>The Board should establish a remuneration committee</p>	<p>The Company does not have a remuneration committee.</p>	<p>Given the size and scope of the Company's operations, and the size of the board it is not considered that a remuneration committee is necessary. Accordingly the Company does not have a remuneration committee.</p>
8.2	<p>Clearly distinguish the structure of non-executive directors remuneration from that of executives</p>	<p>Executive directors receive a fixed salary pursuant to a contract plus a fixed annual director's fee.</p> <p>Non-executive directors do not receive a fixed salary but are entitled to director's fees approved by shareholders and fees for additional services provided up to a maximum of \$210,000 per annum in aggregate.</p>	<p>Individuals must be remunerated for the risks of being a director of a public Company. It is not feasible to attract quality directors unless they can be appropriately remunerated for their efforts and the risks undertaken.</p>

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

I declare that, to the best of my knowledge and belief during the year ended 30 June 2017 there have been:

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

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

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Conley Manifis
Director

Dated this 31st day of August, 2017

**CHARTERED ACCOUNTANTS
& ADVISORS**

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017

	Notes	2017 \$	2016 \$
Revenue	4	10,190,420	15,182,200
Employee benefits expenses		(1,503,418)	(1,655,984)
Direct development costs		(4,996,736)	(1,584,061)
Selling costs		(273,298)	(515,253)
Depreciation and amortisation		(18,161)	(92,756)
Impairment of assets and investments	4a	(267,318)	(988,621)
Provision for non-recoverable amounts	4b	(24,125)	(112,911)
Goodwill on consolidation written off	14	-	(1,947,234)
Other expenses	4c	(1,792,994)	(2,935,995)
Profit before tax and finance costs		1,314,370	5,349,385
Finance costs		(870,094)	(1,365,406)
Profit before income tax		444,275	3,983,979
Income tax expense	5a	(136,481)	(1,201,856)
Profit from continuing operations		307,795	2,782,123
Other comprehensive income, net of income tax		-	-
Total comprehensive income for the year		307,795	2,782,123
Earnings per share (cents per share) - basic and diluted for profit for the year	6	0.33	3.00

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017

	Notes	2017 \$	2016 \$
ASSETS			
Current Assets			
Cash and cash equivalents	7	1,918,704	1,103,056
Trade and other receivables	8	5,048,097	4,589,129
Inventories	9	1,908,320	5,565,598
Other assets	10	44,628	109,280
Total Current Assets		8,919,749	11,367,063
Non-Current Assets			
Financial assets	11	5,390	5,390
Trade and other receivables	8	1,086,233	960,955
Other assets	10	-	34,800
Inventories	9	1,897,242	1,698,683
Deferred tax asset	18	1,571,158	1,717,673
Plant and equipment	13	54,241	66,503
Intangible assets	14	548,234	534,134
Investment accounted for using equity method	29	-	405,087
Total Non-Current Assets		5,162,498	5,423,225
TOTAL ASSETS		14,082,247	16,790,288
LIABILITIES			
Current Liabilities			
Trade and other payables	15	953,113	1,762,348
Interest-bearing liabilities	16	6,082,936	3,412,593
Provisions	17	97,166	70,838
Total Current Liabilities		7,133,215	5,245,779
Non-Current Liabilities			
Other payables	15	121,600	-
Interest-bearing liabilities	16	3,200,000	8,160,301
Provisions	17	-	64,570
Total Non-Current Liabilities		3,321,600	8,224,871
TOTAL LIABILITIES		10,454,815	13,470,650
NET ASSETS		3,627,432	3,319,638
EQUITY			
Issued capital	19	19,556,370	19,556,370
Reserves	20	152,890	152,890
Accumulated losses	21	(16,081,828)	(16,389,622)
TOTAL EQUITY		3,627,432	3,319,638

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2017

	Notes	2017 \$	2016 \$
Cash flows from operating activities			
Receipts from customers		8,897,295	11,767,370
Payments to suppliers and employees		(2,840,313)	(6,090,850)
Payments for inventories		(2,907,368)	(1,638,173)
Interest received		15,936	18,905
Interest and borrowing costs paid		(598,144)	(1,192,959)
Net cash generated by operating activities	22a	2,567,406	2,864,293
Cash flows from investing activities			
Purchase of investments		-	(415,000)
Purchase of subsidiary		(135,000)	-
Purchase of plant and equipment		(19,801)	(9,009)
Proceeds from disposal of other asset		278,000	1,623,063
Proceeds from disposal of subsidiary		50,000	-
Proceeds from disposal of associate		415,000	-
Loans to related parties:			
- payments made		-	(6,219)
- proceeds from borrowings		-	-
Net cash generated by investing activities		538,199	1,192,835
Cash flows from financing activities			
Proceeds from borrowings		1,549,648	546,997
Repayments of borrowings		(3,839,605)	(693,531)
Loans from related parties:			
- proceeds from borrowings		-	-
- payment made		-	(3,880,000)
Net cash used in financing activities		(2,289,957)	(4,026,534)
Net increase in cash and cash equivalents		815,648	30,594
Cash and cash equivalents at beginning of year		1,103,056	1,072,462
Cash and cash equivalents at end of year	7	1,918,704	1,103,056

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2017

	Issued Capital	Accumulated Losses	Share Option Reserves	Total
	\$	\$	\$	\$
At 1 July 2015	19,556,370	(19,171,745)	152,890	537,515
Profit for the year	-	2,782,123	-	2,782,123
Other comprehensive income for the year, net of income tax	-	-	-	-
Total comprehensive income for the year	-	2,782,123	152,890	3,319,638
At 30 June 2016	19,556,370	(16,389,622)	152,890	3,319,638
At 1 July 2016	19,556,370	(16,389,622)	152,890	3,319,638
Profit for the year	-	307,795	-	307,795
Other comprehensive income for the year, net of income tax	-	-	-	-
Total comprehensive income for the year	-	307,795	-	307,795
At 30 June 2017	19,556,370	(16,081,828)	152,890	3,627,432

The accompanying notes form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

1 CORPORATE INFORMATION

This financial report of Questus Limited ('Company') for the year ended 30 June 2017 comprises the Company and its subsidiaries ('Group' or 'Consolidated Entity').

The separate financial statements of the parent entity, Questus Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

Questus Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (AASB) and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under the Australian Accounting Standards.

Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

New, revised or amending Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

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

(a) Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of subsidiaries controlled by Questus Limited at the end of the reporting period.

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.

Where controlled entities have entered or left the group during the year, the financial performance of those entities are included only for the period of the year that they were controlled.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the group have been eliminated on consolidation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Principles of Consolidation (Continued)

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the statement of profit or loss and other comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill

Goodwill is carried at cost less accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- The consideration transferred;
- Any non-controlling interest; and
- The acquisition date fair value of any previously held equity interest

Over the acquisition date fair value of net identifiable asset acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

Changes in the ownership interests in a subsidiary are accounted for as equity transactions and do not affect the carrying values of goodwill.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets and liabilities are expected to be recovered or settled.

Tax consolidation

Questus Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under tax consolidation legislation. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity. The tax consolidated group has entered a tax funding arrangement whereby each company in the consolidated group contributes to the income tax payable by the group in proportion to their contribution to the group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding arrangement are recognised as either a contribution by, or distribution to the head entity.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated on a straight-line basis to write off the net cost (including any expected residual value) over the estimated useful life of the asset as follows:

Leasehold improvements – 10 years

Office Equipment – 2 to 10 years

Computer Software – 2.5 years

Impairment

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss and other comprehensive income. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

(d) Intangible Assets except goodwill

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An identifiable non-monetary asset without physical substance is recognised as an intangible asset at acquisition cost if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. After initial recognition, an intangible asset with a finite useful life is carried at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful life is calculated on the straight line basis. The expected useful life of the asset as follows:

Licence – 10 years

Software Development costs – 2.5 years

Australian Financial Services Licence

The expenditure incurred by the Company in relation to the issue by the Australian Securities and Investments Commission of an Australian Financial Services Licence has been capitalised.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Intangible Assets except goodwill (Continued)

Software Development costs

Software that is an integral part of the related hardware is recognised as plant and equipment. Software that is not an integral part of the related hardware is recognised as an intangible asset. Development costs incurred in relation to developing internally generated intangible assets are capitalised only when the future economic benefit of the project is probable. Other costs are expensed off as incurred.

Impairment

Management makes an assessment at each reporting period on whether there is any indication that the asset may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the asset. The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(e) Financial Instruments

Initial Recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and Subsequent Measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost.

Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the *effective interest method*.

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

The *effective interest* method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

i. Financial assets at fair value through profit or loss

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Financial Instruments (continued)

i. Financial assets at fair value through profit or loss (continued)

of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

ii. Loans and receivables

Loans and trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and trade and other receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period (all other loans and receivables are classified as non-current assets).

Trade receivables, which generally have 30-60 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

iii. Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. All other investments are classified as current assets.

iv. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with changes in such fair value (i.e. gains or losses) recognised in other comprehensive income (except for impairment losses and foreign exchange gains and losses). When the financial asset is derecognised, the cumulative gain or loss pertaining to that asset previously recognised in other comprehensive income is reclassified into profit or loss.

Available-for-sale financial assets are included in current assets where they are expected to be sold within 12 months after the end of the reporting period. All other financial assets are classified as non-current assets.

v. Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost. Gains or losses are recognised in profit and loss through the amortisation process and when the financial liability is derecognised.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Financial Instruments (continued)

Impairment

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in profit or loss. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified to profit or loss at this point.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity is no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

(f) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease.

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

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

(g) 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 within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Employee Benefits (Continued)

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are recognised in non-current liabilities, provided there is an unconditional right to defer settlement of the liability. The liability is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Equity-settled compensation

The Group operates an employee share ownership plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(h) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(i) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturity of 3 months or less, and bank overdrafts. Bank overdrafts are reported within short-term borrowings in current liabilities in the statement of financial position.

(j) Inventories

Inventories, including land held for resale, are stated at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Inventories (Continued)

Cost includes the cost of acquisition, development costs, holding costs and directly attributable interest on borrowed funds where the development is a qualifying asset. Capitalisation of borrowing costs is ceased during extended periods in which active development is interrupted. When a development is completed and ceases to be a qualifying asset, borrowing costs and other costs are expensed as incurred.

(k) Other financial liabilities

All loan borrowings and trade and other payables are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. Interest is accrued over the period it becomes due and is recorded as part of other payables.

(l) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use of sale.

All other borrowing costs are recognised in income in the period in which they are incurred.

(m) Leases

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as the lease income.

Operating lease payments are recognised as an expense in the statement of profit or loss and other comprehensive income on a straight-line basis over the lease term.

(n) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Rendering of services

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

Interest

Revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

Other revenue

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Revenue (Continued)

Development projects and land sales

Revenue and profits from the sale of blocks from completed stages of land subdivision are recognised on settlement of the sale. This represents the point when risk and rewards have passed to the buyer.

(o) Good and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office.

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 ATO is included with other receivables or 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 ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(p) Lease receivables

Unearned Revenue

Unearned revenue is being progressively recognised over the period of the lease in a manner which produces a constant rate of return on the investment in the lease outstanding at the beginning of each lease payment period. For revenue recognition purposes, the investment in the lease represents the total lease payment receivable net of unearned revenue.

Investment in the Lease

The investment in the lease is allocated between current and non-current elements. The principal component of the lease rental due as at the end of the succeeding financial year is shown as current and the remainder of the investment as non-current.

(q) 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.

(r) Earnings per Share

Basic earnings per share

Basic earnings per share is determined by dividing profit after income tax attributable to members of the company, excluding any costs of servicing of 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 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 diluted 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Fair value of assets and liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instrument, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) 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.

(u) Associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

(v) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

Key Estimates — Impairment

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Goodwill

The Group determines whether goodwill with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units to which the goodwill is allocated. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill with indefinite useful life are discussed in note 14.

Trade receivables

No other impairment has been recognised in respect of trade and other receivables other than those already disclosed in the financial statements for the year ended 30 June 2017.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Critical Accounting Estimates and Judgments (Continued)

Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, forecasted projected cash flow and other factors that affect inventory obsolescence.

Taxation

The Group's accounting policy for taxation requires management's judgement as to the types of arrangements considered to be a tax on income in contrast to an operating cost. Judgement is also required in assessing whether deferred tax assets and certain deferred tax liabilities are recognised on the statement of financial position. Deferred tax assets, including those arising from unrecouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits.

Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. Judgements are also required about the applicability of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax losses and temporary differences not yet recognised. In such circumstances, some or all of the carrying amounts of recognised deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to the statement of profit or loss and other comprehensive income.

On 26 October 2012, the Group failed the continuity of ownership test ("COT") in order to carry forward the tax losses to be utilised in future taxable profits. However, the directors have considered the same business test ("SBT") and believe that the Group is able to satisfy the SBT test in the future period when tax losses are utilised. On that basis, no adjustment is provided against the deferred tax balances. Should the Group fail the SBT in a future period, a reversal of deferred tax assets would be recognised in statement of profit or loss and other comprehensive income. The balance of deferred tax assets related to carry forward tax losses is disclosed in note 18.

(w) Basis of consolidation

Changes in the Group's ownership interest in existing in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in the irrelative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139 'Financial Instruments: Recognition and Measurement', when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3 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 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 as 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.

As at 30 June 2017, The Group has non-cancellable operating lease commitments of \$40,128. AASB 117 does not require the recognition of any right-of-use asset or liability for future payments for these leases. A preliminary assessment indicates that these arrangement will meet the definition of a lease under AASB 16, and hence the Group will recognise right-of-use asset and a corresponding liability in respect of all leases unless they qualify for low value or short-term leases upon application of AASB 16. Due to the Company's small number of non-cancellable operating lease at 30 June 2017, the company is not expected to have a significant impact on the amounts recognised in the Group's consolidated financials. In contrast, the group does not have any finance leases where the group is a lessee.

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

3 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED (CONTINUED)

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 judgments 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 major sources of revenue that the Group recognises are from the sale of constructed property and activation fees from properties that have been activated under the National Rental Affordability Scheme (NRAS). The directors of the Group have preliminarily assessed that the sale of property and activation fees present two separate performance obligations. Revenue for the sale of properties will be recognised when control over the corresponding property is transferred to the buyer during settlement. Due to the nature of the product sold, no warranties are attached to the sale, no provision against any future costs are required. Revenue for the service fees for the activation on NRAS is recognised when the Department of Social Services have allocated the NRAS incentive to the specified lot and the developer of the lot has committed to the construction of the NRAS dwelling. This is similar to the current identification of separate revenue components under IAS 18. The timing of revenue recognition for the performance obligations (at settlement of property and at activation of property under NRAS) are also expected to be consistent with current practice.

The directors are still in the process of assessing the full impact of the application of IFRS 15 on the Group's financial statements and it is not practicable to provide a reasonable financial estimate of the effect until the directors complete the detailed review. As a result, the above preliminary assessment is subject to change. The directors do not intend to early apply the standard and intend to use the full retrospective method upon adoption.

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.

Based on an analysis of the Group's financial assets and liabilities as at 30 June 2017, the directors of the Company have performed a preliminary assessment of the impact of AASB 9 to the Group's consolidated financial statements. Listed shares classified as available-for-sale investments carried at fair value as

3 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED (CONTINUED)

disclosed in note 11 qualify for designation as measure at FVTOCI under AASB 9, however the fair value gains or losses accumulated in the investment revaluation reserve will no longer be subsequently reclassified to profit or loss under AASB 9 , which is different from current treatment. This will affect the amounts recognised in the Group's profit or loss and other comprehensive income but will not affect total comprehensive income. All other financial assets and financial liabilities will continue to be measured on the same basis as is currently adopted under AASB 139.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

4 REVENUE AND EXPENSES

	2017	2016
	\$	\$
Revenue		
Operating activities		
NRAS income	856,401	4,134,413
Sale of development stock	4,686,011	1,642,246
Commission income	142,094	8,653
Management fees	867,755	1,038,552
Finance revenue – bank and loan interest	39,335	41,242
Sale of rent roll	301,403	6,128,450
Gain on de-consolidation	2,704,933	1,967,611
Sale of assets	266,000	132,000
Sundry income	317,752	89,033
	<u>10,181,684</u>	<u>15,182,200</u>
Non-operating activities		
Recovery of expenses	8,736	-
	<u>8,736</u>	<u>-</u>
Total revenue	<u>10,190,420</u>	<u>15,182,200</u>
Expenses		
(a) Impairment of assets and investments		
Impairment of assets	267,318	982,330
Impairment of investments	-	5,390
Impairment of loans	-	901
Total	<u>267,318</u>	<u>988,621</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

4 REVENUE AND EXPENSES (Continued)

	2017	2016
	\$	\$
(b) Provision for non-recoverable amounts		
Bad debt from current receivables	24,125	112,911
	<hr/>	<hr/>
(c) Other expenses		
Material other expenses consist of:		
Consultants and Contractors	388,182	708,245
Legal Costs	119,619	235,266
Rent and Outgoings	492,830	532,786
Expenses in Capacity as RE/Trustee	-	734,825
Accounting & Audit	150,398	174,485
Travel & Entertainment	106,138	88,180
Other expenses	535,827	452,295
Share of profits of associates accounted for using the equity method	-	9,913
	<hr/>	<hr/>
	1,792,994	2,935,995

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

5 INCOME TAX

	2017 \$	2016 \$
a. Major components of income tax expense comprise:		
The components of tax expenses comprises:		
Current tax	-	-
Deferred tax	136,481	1,201,856
Income tax expense	<u>136,481</u>	<u>1,201,856</u>
b. The prima facie tax on profit before income tax is reconciled to the income tax as follows:		
Prima facie tax payable on profit before income tax at 30% (2016: 30%)	133,283	1,195,194
Add tax effect of:		
Expenditure not allowable for income tax	4,615	6,662
Tax benefits brought to account	-	-
Less tax effect of :		
Income not assessable for income tax	(1,417)	
Income tax expense attributable to entity	<u>136,481</u>	<u>1,201,856</u>
The applicable weighted average effective tax rates are as follows:	31%	30.2%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

6 EARNINGS PER SHARE

The following reflects the income and share data used in the total operations basic and diluted earnings per share computations:

	2017 \$	2016 \$
Profit from continuing operations attributable to ordinary shareholders for basic and diluted earnings per share	307,795	2,782,123
<hr/>		
Weighted average number of ordinary shares for basic earnings per share	92,707,553	92,707,553
<hr/>		
Weighted average number of ordinary shares dilutive earnings per share	92,707,553	92,707,553
<hr/>		

7 CASH AND CASH EQUIVALENTS

Cash at bank and on hand – unrestricted	1,909,704	1,093,190
Cash at bank – restricted *	9,000	9,866
<hr/>		
	1,918,704	1,103,056
<hr/>		

* restricted cash relates to Questus Warrant holder's funds

Reconciliation of cash:

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

Cash at bank and in hand	1,918,704	1,103,056
<hr/>		
	1,918,704	1,103,056
<hr/>		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

8 TRADE AND OTHER RECEIVABLES

	2017	2016
	\$	\$
CURRENT		
Trade receivables	2,288,044	2,519,477
Other related parties receivables	93,525	1,196,801
Less: impairment of receivables	(94,167)	(1,398,601)
Accrued income	398,231	1,913,586
Proceeds receivable from sale of share and other receivables	2,219,396	357,866
Bonds	143,068	-
	<u>5,048,097</u>	<u>4,589,129</u>
NON-CURRENT		
Trade receivables	305,973	-
Other related parties	13,163	1,225,131
Less: impairment	(13,163)	(1,225,131)
Bonds	-	143,068
Other receivables	678,260	817,887
Accrued income	102,000	-
	<u>1,086,233</u>	<u>960,955</u>

For terms and conditions relating to related party receivables, refer to Note 26.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

8 TRADE AND OTHER RECEIVABLES (Continued)

Provision for Impairment of Receivables

Movement in the provision for impairment of receivables is as follows:

	Opening Balance 01/07/2016 \$	Charge for the Year \$	Amounts Written Off \$	Closing Balance 30/06/2017 \$
(i) Current trade receivables	94,875	-	(18,375)	76,500
(ii) Current other related parties	1,303,726	-	(1,303,726)	-
(iii) Non-current other related parties	1,225,132	-	(1,211,968)	13,164
	<u>2,623,733</u>	<u>-</u>	<u>(2,534,070)</u>	<u>89,664</u>

	Opening Balance 01/07/2015 \$	Charge for the Year \$	Amounts Written Off \$	Closing Balance 30/06/2016 \$
(i) Current trade receivables	104,500	110,911	(120,536)	94,875
(ii) Current other related parties	1,303,726	-	-	1,303,726
(iii) Non-current other related parties	1,223,132	2,000	-	1,225,132
	<u>2,631,358</u>	<u>112,911</u>	<u>(120,536)</u>	<u>2,623,733</u>

9 INVENTORIES

	2017 \$	2016 \$
Land held for resale – at cost		
Current	1,908,320	5,565,598
Non-current	1,897,242	1,698,683
	<u>3,805,562</u>	<u>7,264,281</u>

Borrowing costs, interest and holding costs incurred are capitalised during the year which amounted to \$178,188 (2016: \$255,153).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

10 OTHER ASSETS

	2017 \$	2016 \$
CURRENT		
Prepaid Borrowing Costs	-	4,716
Prepaid Commissions	-	36,960
Prepaid Insurance	44,628	67,604
	<u>44,628</u>	<u>109,280</u>
NON-CURRENT		
Prepaid Commissions	-	34,800
	<u>44,628</u>	<u>144,080</u>

11 FINANCIAL ASSETS

NON-CURRENT

Available-for-sale financial assets	11a	5,390	5,390
Held to maturity financial asset	11b	-	-
		<u>5,390</u>	<u>5,390</u>

a. Available-for-sale financial assets

Listed investment, at fair value

— Share in listed trust	133,861	133,861
Less: impairment provision	(128,471)	(128,471)
	<u>5,390</u>	<u>5,390</u>

— Units in unit trusts	-	150,000
Less: impairment provision	-	(150,000)

	-	-
Total available-for-sale financial assets	<u>5,390</u>	<u>5,390</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

11 FINANCIAL ASSETS (Continued)

	2017	2016
	\$	\$
b. Held-to-maturity financial assets comprise:		
Debentures	-	100,000
Less: impairment	-	(100,000)
	-	-
Total Held-to-maturity financial assets	-	-

Provision for Impairment of Investments

Movement in the provision for impairment of receivables is as follows:

	Opening Balance 01/07/2016	Charge for the Year	Amounts Written Off	Amounts Impaired	Closing Balance 30/06/2017
2017	\$	\$	\$		\$
(i) Held-to-maturity financial assets	100,000	-	(100,000)	-	-
(ii) Available-for-sale financial assets	278,471	-	(150,000)	(128,471)	-
	378,471	-	(250,000)	(128,471)	-

	Opening Balance 01/07/2015	Charge for the Year	Amounts Written Off	Amounts Impaired	Closing Balance 30/06/2016
2016	\$	\$	\$		\$
(i) Held-to-maturity financial assets	100,000	-	-	-	100,000
(ii) Available-for-sale financial assets	273,081	5,390	-	-	278,471
	373,081	5,390	-	-	378,471

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

12 CONTROLLED ENTITIES

a. Controlled entities consolidated:

	Country of incorporation	Percentage owned (%)	
		2017	2016
<i>Subsidiaries of Questus Limited</i>			
Questus Capital Solutions Limited	Australia	100	100
Questus Funds Management Limited	Australia	100	100
Questus Administration Services Pty Ltd	Australia	100	100
Questus Warrants Pty Ltd	Australia	100	100
Questus Asset Management Pty Ltd	Australia	100	100
Questus Property Management Pty Ltd (Formerly known as Questus Project Management Pty Ltd)	Australia	100	100
Financial Resources Securities Pty Ltd	Australia	100	100
FRL (WA) Pty Ltd	Australia	100	100
Questus Migrant Services Pty Ltd (was Ticsy Pty Ltd)**	Australia	-	100
Questus Securities Pty Ltd**	Australia	-	100
Questus Holdings Pty Ltd	Australia	100	100
Questus Realty Pty Ltd****	Australia	-	-
<i>Subsidiaries of Questus Asset Management Pty Ltd:</i>			
McNicholl Rockingham Pty Ltd	Australia	100	100
Dalmatio Broome Pty Ltd	Australia	100	100
Port Rockingham Marina Pty Ltd**	Australia	-	100
Binnar Erskine Pty Ltd**	Australia	-	100
Ardmore Ellenbrook Pty Ltd**	Australia	-	100
Commonage Dunsborough Pty Ltd	Australia	100	100
Clifton Bunbury Pty Ltd**	Australia	-	100
Harper Woodbridge Pty Ltd (Formerly known as Catamore South Hedland Pty Ltd)**	Australia	-	100
Ellen Stirling Ellenbrook Pty Ltd	Australia	100	100
Nishji Broome Pty Ltd	Australia	100	100
Nakamura Broome Pty Ltd**	Australia	-	100
St Andrews Yanchep Pty Ltd	Australia	100	100
QE Busselton Pty Ltd**	Australia	-	100
Beechboro Bayswater Pty Ltd***	Australia	-	100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

12 CONTROLLED ENTITIES (Continued)

	Country of incorporation	Percentage owned (%)	
		2017	2016
<i>Subsidiaries of Questus Asset Management Pty Ltd (continued)</i>			
Yelverton Woodbridge Pty Ltd**	Australia	-	100
Sharana Pty Ltd**	Australia	-	100
<i>Subsidiary of Questus Property Management Pty Ltd</i>			
Combined Investment Management Pty Ltd**	Australia	-	100
<i>Subsidiary of Questus Funds Management Limited</i>			
APIF Victoria Pty Ltd**	Australia	-	100
<i>Subsidiaries of Questus Holdings Pty Ltd</i>			
APMF Victoria Pty Ltd	Australia	100	100
APMF NSW Pty Ltd	Australia	100	100
KMD Residential Pty Ltd**	Australia	-	100
* Newly incorporated during the year			
** Deregistered during the year			
*** Sold during the year			
**** Purchased and sold during the year			
<i>Associate:</i>			
Australian Affordable Housing Securities Limited *****	Australia	-	48
***** Questus sold its minority interest (48%) on 30 June 2017			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

13 PLANT AND EQUIPMENT

	Office equipment	Computer software	Leasehold improvements	Total
	\$	\$	\$	\$
2017				
Balance at beginning of year	53,301	2,564	10,638	66,503
Additions	5,700	-	-	5,700
Disposals	-	-	-	-
Depreciation	(14,275)	(1,966)	(1,721)	(17,962)
Balance at end of year	44,726	598	8,917	54,241
Cost	175,708	18,330	17,205	211,243
Accumulated depreciation	(130,982)	(17,732)	(8,288)	(157,002)
Net carrying amount	44,726	598	8,917	54,241
2016				
Balance at beginning of year	69,141	2,733	12,359	84,233
Additions	6,413	2,596	-	9,009
Disposals	-	-	-	-
Depreciation	(22,253)	(2,765)	(1,721)	(26,739)
Balance at end of year	53,301	2,564	10,638	66,503
Cost	170,007	18,330	17,205	205,542
Accumulated depreciation	(116,706)	(15,766)	(6,567)	(139,039)
Net carrying amount	53,301	2,564	10,638	66,503

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

14 INTANGIBLE ASSETS

	2017	2016
	\$	\$
Goodwill at cost	534,134	534,134
Accumulated impairment losses	-	-
Net carrying value	534,134	534,134
Cost		
Balance at beginning of the year	534,134	534,134
Additional amounts recognised from business combinations occurred during the year (note 31)	55,946	-
Derecognised on disposal of a subsidiary (note 32)	(55,946)	-
Balance at end of the year	534,134	534,134
Licences	132,720	118,620
Less accumulated amortisation	(118,620)	(118,620)
Net carrying value	14,100	-
Software development costs	-	-
Less accumulated amortisation	-	-
Net carrying value	-	-
Total intangibles	548,234	534,134

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

Reconciliation of carrying amounts at the beginning and end of the year:

	Goodwill	Licences	Software development costs
	\$	\$	\$
2017			
At 1 July 2016	534,134	-	-
Additions	55,946	14,100	-
Amortisation charge	-	-	-
Disposal/written off	(55,946)	-	-
At 30 June 2017	<u>534,134</u>	<u>14,100</u>	<u>-</u>
2016			
At 1 July 2015	2,481,368	3,364	123,856
Amortisation charge	-	(3,364)	(65,419)
Disposal/written off	(1,947,234)	-	(58,437)
At 30 June 2016	<u>534,134</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

14 INTANGIBLE ASSETS (Continued)

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the statement of profit or loss and other comprehensive income. Goodwill has an indefinite useful life.

Impairment Disclosures

Goodwill is allocated to cash-generating units (CGU).

	2017 \$	2016 \$
Questus Capital Solutions Limited – the sale and financial products including financial products associated with the incentives for the Federal Government National Rental Affordability Scheme	534,134	534,134

2017

The recoverable amount of each cash-generating unit above is determined based on value-in-use calculations. Value-in-use is calculated based on the present value of cash flow projections over a 5-year period.

The following key assumptions were used in the value-in-use calculations:

	Growth Rate	Discount Rate
Questus Capital Solutions Limited and Questus Fund Management Limited cash generating unit	3%	12%

Management has based the value-in-use calculations on budgets for each reporting segment. These budgets use current industry prices to project revenue. Costs are calculated taking into account historical gross margins as well as estimated weighted average inflation rates over the period, which are consistent with inflation rates applicable to the locations in which the segments operate. Discount rates are pre-tax and are adjusted to incorporate risks associated with a particular segment.

The Board has determined there are no reasonably possible changes that could occur in the key assumptions that would cause the carrying amount of this CGU to exceed their recoverable amount.

2016

The recoverable amount of the cash-generating unit above is determined based on fair value less cost to sell using the following input:

- using an earnings multiple sourced from public available data (level 3 category of fair value)
- observable market data directly or indirectly (level 2 category of fair value)

The key assumption is the price earning multiple observed, which were in the range of 2 to 3.

No reasonable change in any of the key assumptions would result in impairment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

15 TRADE AND OTHER PAYABLES

	2017	2016
CURRENT	\$	\$
Trade payables	289,539	1,295,359
Other payables	59,803	266,687
GST payable	242,356	152,022
Interest payable	358,975	40,576
Amount payable to related parties	2,440	7,704
	<u>953,113</u>	<u>1,762,348</u>

NON CURRENT

Trade payables	121,600	-
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Trade payables are non-interest bearing and are normally settled on 60-day terms. Other payables are non-interest bearing and have an average term of 3 months.

16 INTEREST-BEARING LIABILITIES

CURRENT

Loans – secured [1][2][3]	6,032,357	3,301,345
Loans – unsecured [4]	-	50,000
Insurance funding - unsecured	50,579	61,248
	<u>6,082,936</u>	<u>3,412,593</u>

NON-CURRENT

Loans – secured [1][2][3]	3,200,000	8,060,301
Loans – unsecured [4]	-	100,000
	<u>3,200,000</u>	<u>8,160,301</u>

The carrying amounts of current assets pledged as security are:

Inventories	3,805,562	7,264,281
	<u>3,805,562</u>	<u>7,264,281</u>

[1] The loans are secured by a general security deed as well as specific inventories assets of the group.

[2] Includes loan in APMF Victoria Pty Ltd.

[3] Includes loans with APMF NSW Pty Ltd.

[4] Related to loan advanced from buyers to secure over the inventories.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

16 INTEREST-BEARING LIABILITIES (Continued)

Summary of Material terms of Loan agreements with APMF Victoria Pty Ltd

Questus Limited (the Company), Questus Funds Management Ltd (QFML) being a wholly owned subsidiary of the company, Questus Capital Solutions (QCS) being a wholly owned subsidiary of the Company, Questus Property Management Pty Ltd (QPM) being a wholly owned subsidiary of the company, entered into an agreement with APMF Victoria Pty Ltd for a loan facility totalling \$6,400,000. The facility was fully drawn down at 30 June 2017. The loan is secured by a general Security Deed over the company, QFML, QCS and QPM. The maturity dates of the loans are 31 October 2017(\$2,500,000), 31 December 2017 (\$1,000,000), 31 December 2018 (\$2,900,000). The loan is charged with interest of 8%p.a (2016:8%p.a).

Nishji Broome Pty Ltd (NB) a wholly owned subsidiary of Questus Limited, entered into an agreement with APMF Victoria Pty Ltd for a loan facility of \$300,000. At 30 June 2017, the loan facility was fully drawn. The loan is secured by a registered first mortgage over a Nishji property asset. The maturity date of the loan is 31 December 2018. The loan is charged with interest of 8%p.a (2016:8%p.a).

Summary of Material terms of Loan agreements with APMF NSW Pty Ltd

Questus Limited (the company) Questus Fund Management Ltd (QFML), being a wholly owned subsidiary of the Company, Questus Property Management Pty Ltd (QPM) being a wholly owned subsidiary of the company, Questus Capital Solutions Pty Ltd (QCS) being a wholly owned subsidiary of the Company entered into an agreement with APMF NSW Pty Ltd for a loan facility totalling \$2,100,000 and reduced to \$2,065,000. The facility was fully drawn down at 30 June 2017. The loan is secured by a general Security Deed over the Company, QFML and QCS. The maturity date of the loan is 28 February 2018. The loan is charged with interest of 8%p.a (2016:8%p.a).

Summary of Material terms of Loan agreements with the following borrowers

Bank:

Questus Assets Management Pty Ltd (QAM), being a wholly owned subsidiary of the consolidated entity, entered into an agreement with the Bank for a loan facility totalling \$1,275,000 and reduced to \$562,149. The facility was drawn to \$562,149 at 30 June 2017. The loan is charged with interest of 6.15% p.a (2016: 6.15% p.a) and repaid in full in May 2017.

Commonage Dunsborough Pty Ltd (CD), being a wholly owned subsidiary of the consolidated entity, entered into an agreement with the Bank on 5 August 2015 for a loan facility totalling \$1,000,000. The loan was repaid in full in December 2016.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

16 INTEREST-BEARING LIABILITIES (Continued)

Financier:

St Andrews Yanchep Pty Ltd (SAY) being a wholly owned subsidiary of the consolidated entity, entered into an agreement with the financier for a loan facility totalling \$1.1 million. The loan was fully repaid in April 2017.

McNicholl Rockingham Pty Ltd (MR) being a wholly owned subsidiary of the consolidated entity, entered into an agreement with the financier for loan facilities totalling \$50,000. These facilities were fully drawn down at 30 June 2016. The loans are unsecured. The Loan was partially repaid during the year with the current balance being \$50,000. The maturity dates for the loans are 31 July 2017 and interest is charged at 15%p.a (2016:15%).

Financing arrangements:

	2017	2016
	\$	\$
Working capital facilities - related party	8,765,000	9,515,000
Amount utilised	(8,765,000)	(9,515,000)
Amount unused at reporting date	-	-
Working capital facilities - non related party	310,000	2,451,348
Amount utilised	(287,363)	(1,996,649)
Amount unused at reporting date	22,637	454,699
Total	22,637	454,699

17 PROVISIONS

Employee benefits

Current	97,166	70,838
Non-current	-	64,570

Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the consolidated entity does not have an unconditional right to defer settlement. However, based on past experience, the consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

Employee benefits obligation expected to be settled after 12 months	22,540	9,152
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

18 INCOME TAX

NON-CURRENT

	Opening Balance	Charged to Income	Charged to Equity	Opening Balance Adjustment	Closing Balance
	\$	\$	\$	\$	\$
Deferred tax asset					
Provisions	459,216	(368,575)	-	-	90,641
Trade and other payables	(22,341)	34,391	-	-	12,050
Borrowing costs	(52,630)	121,750	-	-	69,120
Others	62,740	(62,740)	-	-	-
Tax losses	2,748,842	(328,453)	-	-	2,420,389
Deferred tax assets not brought to account	(1,478,154)	467,146	-	-	(1,021,042)
Balance at 30 June 2017	1,717,673	(136,481)	-	-	1,571,158

Deferred tax asset

Provisions	944,205	(613,748)	-	128,759	459,216
Trade and other payables	(16,397)	(63,542)	-	57,598	(22,341)
Borrowing costs	(212,823)	82,633	-	77,560	(52,630)
Others	-	62,740	-	-	62,740
Tax Losses	4,104,256	(1,106,939)	-	(248,475)	2,748,842
Deferred tax assets not brought to account	(1,899,711)	50,255	-	371,302	(1,478,154)
Balance at 30 June 2016	2,919,530	(1,588,601)	-	386,744	1,717,673

The company has recognised a net deferred tax asset of \$1,571,158 (2016: \$1,717,673). The company's deferred tax asset, in part, is a result of the company establishing and developing its position in the delivery of the government's National Rental Affordability Scheme. The company is now in the delivery phase of this activity and anticipates the utilisation of the deferred tax asset within the next two years.

On the 26th October 2012 the company had a change in ownership of more than 50% and therefore uses the "Same Business Test" to test the deductibility of carried forward losses. The company believes that the conditions allowing the deductibility of the carried forward losses of \$8,766,305 under the same business test (SBT) method have been met as at 30 June 2017. Should the SBT not satisfied at the time been tested, the carried forward losses will not be able to be utilised. At 30 June 2017, the company utilised carried forward losses of \$698,343 that is subject to the SBT test. A deferred tax asset of \$2,420,389 (2016: \$2,748,842) related to carried forward losses recognised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

19 ISSUED CAPITAL

	2017	2016
	\$	\$
92,707,553 (2016: 92,707,553) fully paid ordinary shares	19,556,370	19,556,370

Ordinary shares have no par value and the company does not have a limited amount of authorised capital.

a. Movement in ordinary shares capital:

	Number	\$
At 1 July 2016	92,707,553	19,556,370
Shares issued	-	-
Balance at 30 June 2017	92,707,553	19,556,370
At 1 July 2015	92,707,553	19,556,370
Shares issued	-	-
Balance at 30 June 2016	92,707,553	19,556,370

b. Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital, redeemable preference shares, convertible preference shares and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing its financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

19 ISSUED CAPITAL (Continued)

The gearing ratios for the year ended 30 June 2017 and 30 June 2016 are as follows:

	Note	2017	2016
		\$	\$
Total borrowings	15,16	10,357,649	13,335,242
Less cash and cash equivalents	7	(1,918,704)	(1,103,056)
Net debt		8,438,945	12,232,186
Total equity		3,627,432	3,319,638
Total capital		12,066,377	15,551,824
Gearing ratio		70%	79%

20 EQUITY- RESERVE

Share option reserves	152,890	152,890
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Share option reserves:

The option issue reserve is used to accumulate amounts received on the issue of options and records items recognised as expenses on valuation of incentive based share options.

Movement in reserves:

There are no movements in share option reserve during the year.

21 EQUITY- ACCUMULATED LOSSES

Accumulated losses at beginning of the financial year	(16,389,622)	(19,171,745)
Profit after income tax for the year	307,795	2,782,123
Accumulated losses at the end of the financial year	(16,081,827)	(16,389,622)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

22 CASH FLOW INFORMATION

	Consolidated	
	2017	2016
	\$	\$
a. Reconciliation of net cash flows from operating activities to profit after income tax:		
Profit after income tax	307,795	2,782,123
Non-cash flows from operating activities:		
Capitalised development costs written off	151,400	982,330
Gain on de-consolidation	-	(1,967,611)
Depreciation and amortisation	17,963	92,755
Provision for doubtful debts	267,316	112,911
Impairment loss	-	5,390
Amortisation of borrowing costs	41,675	315,350
<i>Movement in working capital</i>		
Trade and other receivables	(829,124)	(1,399,483)
Inventories	3,307,317	441,630
Other assets	8,579	1,960,746
Trade payables and accruals	(1,175,276)	(1,534,490)
Interest payable	318,400	(129,215)
Deferred tax asset	151,361	1,201,857
Net cash generated by operating activities	<u>2,567,406</u>	<u>2,864,293</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

23 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board of Directors has considered the business from both a geographic and business segment perspective and has identified one reportable segment. The identifiable reportable segment is the delivery and management of dwellings and incentives regarding the National Rental Affordability Scheme (NRAS) for the domestic Australian market.

The Group is domiciled in Australia and all operating activities are located in Australia. All revenue from external customers is from customers located in Australia. Segment revenues are allocated based to the country in which the customer is located.

The Group has a large number of customers to which it provides both products and services. The Group does not rely on any single customer for a significant portion of revenues.

24 FINANCIAL RISK MANAGEMENT

a. Financial Risk Management Policies

The Group's financial instruments consist mainly of deposits with banks, local money market instruments, short-term investments, accounts receivable and payable, loans to and from subsidiaries, bills, leases, and promissory notes.

The main purpose of non-derivative financial instruments is to raise finance for Group operations.

Derivatives are not used by the Group.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

	Note	2017	2016
		\$	\$
Financial Assets			
Cash and cash equivalents	7	1,918,704	1,103,056
Trade and other receivables*	8	5,593,031	3,636,498
Available for sale financial assets			
- listed investment (at fair value)	11(a)	5,390	5,390
Total Financial Assets		7,517,125	4,744,944
Financial Liabilities			
Financial liabilities at amortised cost			
- Trade and other payables**	15	772,554	1,343,639
- Borrowings	16	9,282,936	11,572,894
Total Financial Liabilities		10,055,490	12,916,533

* Excludes GST receivable and accrued revenue.

** Excludes GST payable and accrued expenses.

24 FINANCIAL RISK MANAGEMENT (Continued)

a. Financial Risk Management Policies (Continued)

Treasury Risk Management

The Board of Directors is responsible for managing financial risk exposure of the Group. The Board of Directors monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to counterparty credit risk liquidity risk and interest rate risk. The Board of Directors meets on a regular basis to discuss the financial risk exposure of the Group.

Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's long-term debt obligations.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debt. At reporting date, the Group fixed 97% (2016: 97%) of its debts at fixed rate.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, finance leases, hire purchase contracts and funding arrangements.

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

Credit risk

The Group monitors credit risk by actively assessing the rating quality and liquidity of counter parties:

- The Group trades only with recognised, creditworthy third parties.
- It is the Group policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

There are no significant concentrations of credit risk within the Group.

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

Credit risk is managed on a Group basis and reviewed regularly. It arises from exposures to customers as well as through certain deposits with financial institutions.

The Group provided for a deferred sales proceed for the sale of Questus Realty Pty Ltd which was a wholly owned subsidiary. The amount receivable is secured by a specific security deed with the security registered with the Personal Properties Securities Register (PPSR). The security deed remains in place until the deferred settlement is fully satisfied. Other receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

24 FINANCIAL RISK MANAGEMENT (Continued)

Price risk

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

	2017 \$	2016 \$
The aging of the Group's trade and other receivable at the reporting date was:		
Trade and other receivables		
Not past due	5,593,031	3,636,498
Total	5,593,031	3,636,498
	5,593,031	3,636,498

i. **Financial instrument composition and maturity analysis:**

The following table sets out the carrying amount, by maturity, of the financial instruments that are exposed to interest rate risk:

	Weighted average effective interest rate	<1 Year \$	>1 - <5 Years \$	>5 Years \$	Total \$
2017	%	\$	\$	\$	\$
Financial Liabilities – Fixed Rate					
Loans – secured	8.25%	(6,032,358)	(3,200,000)	-	(9,232,358)
Loans – unsecured	5.06%	(50,578)	-	-	(50,578)
		(6,082,936)	(3,200,000)	-	(9,282,936)
Financial Assets - Floating Rate					
Cash assets	0.6%	1,918,704	-	-	1,918,704
		1,918,704	-	-	1,918,704

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

24 FINANCIAL RISK MANAGEMENT (Continued)

	Weighted average effective interest rate	<1 Year \$	>1 - <5 Years \$	>5 Year s \$	Total \$
2016	%				
Financial Liabilities – Fixed Rate					
loans – secured/unsecured	8.34%	(3,351,345)	(8,160,301)	-	(11,511,646)
loans –secured	5.30%	(61,248)	-	-	(61,248)
		(3,412,593)	(8,160,301)	-	(11,572,894)
Financial Assets - Floating Rate					
Cash assets	0.05%	1,103,056	-	-	1,103,056
		1,103,056	-	-	1,103,056

Interest on financial instruments classified as floating rate is repriced at intervals of less than one year. Interest on financial instruments classified as fixed rate is fixed until maturity of the instrument.

The other financial instruments of the Group that are not included in the above tables are non-interest bearing and are therefore not subject to interest rate risk.

Trade and other payables are expected to be paid as followed:

	2017 \$	2016 \$
Less than 6 months	933,113	1,343,639
	933,113	1,343,639

ii. Net Fair Values

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

iii. Sensitivity Analysis

Interest Rate Sensitivity Analysis

At 30 June 2017, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant are immaterial. This is due to 90% (2016: 90%) of the debts are fixed and the cash at bank do not have high yield interest rate.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

25 COMMITMENTS

Capital commitments

The Group has the following capital commitments at reporting date:

	2017	2016
	\$	\$
Capital expenditure projects	418,701	600,005

Operating lease commitments

Future minimum rentals payable under non-cancellable operating leases are as follows:

Within one year	84,563	386,630
After one year but not more than five years	14,784	60,344
	<u>99,347</u>	<u>446,974</u>

The property lease is a non-cancellable lease with a five-year term, with rent payable monthly in advance. Contingent rental provisions within the lease agreement require the minimum lease payments shall be increased by 5% per annum. The lease has an expiry of 31 July 2017 which has been extended to 31 October 2017, at a reduced rental amount.

26 RELATED PARTY DISCLOSURE

(a) *Parent entity*

Questus Limited is the parent entity.

(b) *Subsidiaries*

Interests in subsidiaries are set out in note 12.

(c) *Associates*

Interests in associates are set out in note 30.

(d) *Key management personnel*

Disclosures relating to key management personnel are set out in note 28 and the remuneration report in the directors' report.

(e) *Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates unless otherwise stated.

(f) *Loans*

The following table sets out the related party loans included in the statement of financial position of the Group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

26 RELATED PARTY DISCLOSURE (Continued)

		2017	2016
Loan provided by:	Loan provided to/ (from):	\$	\$
Questus Capital Group Pty Ltd [1]	Questus Limited and its subsidiaries	(16,983)	(11,743)
Questus Limited and its subsidiaries	Questus Realty Pty Ltd[5]	-	167
Questus Limited and its subsidiaries	Australian Affordable Housing Securities Limited[4]	491,500	1,471,500
APMF Victoria Trust [3]	Questus Limited and its subsidiaries	6,700,000	7,450,000
APMF NSW Trust [3]	Questus Limited and its subsidiaries	2,065,000	2,065,000

(g) Payables and receivables

The following amounts appear as trade and other payables and trade and other receivables respectively in the statement of financial position of the Group.

	2017	2016
	\$	\$
Payables		
APIF Victoria Trust [3]	-	9,500
Questus Realty Pty Ltd [5]	-	48,503
Receivables		
Australian Affordable Housing Securities Limited[4]	106,667	184,000
Australia Property Mortgage Fund	105,845	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

26 RELATED PARTY DISCLOSURE (Continued)

(h) *Services provided by Questus Limited and its subsidiaries*

The following services were provided by Questus Limited and its subsidiaries to related companies/ key management personnel.

Service provided to	Nature of service	2017	2016
		\$	\$
Questus Land Development Fund and its subsidiaries [2]	Expenses paid on behalf	-	894,192
Australian Residential Investment Fund	Processing application fees	-	15,633
Coinsea Pty Ltd[1]	NRAS allocation fees	-	54,545
Australian Affordable Housing Security Limited[4]	Management Fees	135,002	455,000
Questus Realty Pty Ltd[5]	Management Fees & expense recoveries	32,000	59,215

(i) *Services provided to Questus Limited and its subsidiaries*

Service provided by	Nature of services	2017	2016
APMF NSW Trust [3]	Interest on loans and borrowing costs	165,200	165,200
APMF Victoria Trust [3]	Interest on loans and borrowing costs	563,890	796,604

[1] DJ Somerville and GM Goff are directors of this company.

[2] Questus Limited is the parent entity of Questus Funds Management Limited. Questus Funds Management Limited is the Responsible Entity of Questus Land Development Fund until 26 April 2017 and Australian Residential Investment Fund (until September 2015).

[3] DJ Somerville and RW Olde are Directors of the Trustee Company for the trust.

[4] Former associate company of the Group where DJ Somerville was the director of the company until 23 June 2017

[5] DJ Somerville and RW Olde are directors of this company.

27 AUDITORS' REMUNERATION

	2017	2016
	\$	\$
Remuneration of the auditor for:		
— Auditing or reviewing the financial report- RSM Australia Partners	46,123	125,800
— Auditing or reviewing the financial report- William Buck	60,000	-
— Audit of AFSL licence- William Buck	5,800	-
— Audit of AFSL licence- RSM Australia Pty Ltd	7,000	8,800
— Taxation services- RSM Australia Pty Ltd	17,925	27,915
	<u>136,848</u>	<u>162,515</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

28 KEY MANAGEMENT PERSONNEL

Key management personnel remuneration

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2017.

	2017	2016
	\$	\$
Short-term employee benefits	729,253	472,090
Post-employment benefits	62,612	85,915
	<u>791,865</u>	<u>558,005</u>

29 INVESTMENT ACCOUNTED FOR USING EQUITY METHOD

On 3 December, 2015, Questus Limited diluted its interest by 52% of the investment in Australian Affordable Housing Securities Limited, retaining 48% ownership. Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the consolidated entity are set out below:

	2017	2016
	%	%
Australian Affordable Housing Securities Limited	-	48

Questus sold its minority interest (48%) in Australian Affordable Housing Securities Limited on 30 June 2017.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

29 INVESTMENT ACCOUNTED FOR USING EQUITY METHOD (CONTINUED)

SUMMARISED FINANCIAL INFORMATION

	2017	2016
	\$	\$
Current assets	2,216,876	2,483,741
Non-current assets	<u>2,345,348</u>	<u>2,533,461</u>
Total assets	<u>4,562,224</u>	<u>5,017,202</u>
Current liabilities	912,430	1,248,972
Non-current liabilities	<u>2,522,277</u>	<u>2,743,211</u>
Total liabilities	<u>3,434,707</u>	<u>3,992,183</u>
Net assets	<u><u>1,127,517</u></u>	<u><u>1,025,019</u></u>
Summarised statement of profit or loss and other comprehensive income:		
Revenue	1,458,747	735,536
Expenses	<u>(1,277,884)</u>	<u>(749,018)</u>
Profit/(Loss) before income tax	180,862	(13,482)
Income tax expense	<u>78,365</u>	<u>(10,048)</u>
Profit/(Loss) after income tax	102,497	(23,530)
Other comprehensive income	<u>-</u>	<u>-</u>
Total comprehensive income/(loss)	<u><u>102,497</u></u>	<u><u>(23,530)</u></u>
Reconciliation of the consolidated entity's carrying		
Opening carrying amount	405,087	-
Fair value acquired during period		415,000
Fair value disposed off during the period	(405,087)	
Share of profit/(loss) after income tax	<u>-</u>	<u>(9,913)</u>
Closing carrying amount	<u><u>-</u></u>	<u><u>405,087</u></u>
Proceeds of disposal	415,000	-
Less: carrying amount	<u>(408,061)</u>	<u>-</u>
Gain on disposal	<u><u>6,939</u></u>	<u><u>-</u></u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

30 FAIR VALUE MEASUREMENT

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed 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.

Level 3: Unobservable inputs for the asset or liability.

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
2017				
<i>Assets</i>				
Ordinary shares available-for-sale	5,390	-	-	5,390
Total assets	5,390	-	-	5,390
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
2016				
<i>Assets</i>				
Ordinary shares available-for-sale	5,390	-	-	5,390
Total assets	5,390	-	-	5,390

There were no transfers between levels during the financial year.

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.

31 Acquisition of a subsidiary

On 1 March 2017, the Group acquired Questus Realty Pty Ltd.

	Principal activity	Date of acquisition	Equity interest acquired	Consideration transferred
Questus Realty	Real estate Management	1/03/2017	100%	\$135,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

31 Acquisition of a subsidiary (continued)

Consideration Transferred

	2017
	\$
Cash	135,000
Total	135,000

Assets acquired and liabilities recognised at the date of acquisition

	\$
Current Assets	
Cash	18,594
Trade and other receivables	235,715
Prepayments	845
Non Current Assets	
Plant & Equipment	1,179
Current Liabilities	
Trade and other payables	108,259
Provisions	4,507
Loans	64,513
Net Assets	<u>79,054</u>

Goodwill arising on acquisition

	\$
Consideration transferred	135,000
Less: fair value of identifiable net assets acquired	<u>79,054</u>
Goodwill arising on acquisition	<u>55,946</u>

Net Cash outflow on acquisition

	\$
Consideration paid in cash	135,000
Less: cash and cash equivalent balances acquired	<u>18,594</u>
	<u>116,406</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

32 Disposal of a subsidiary

On 30 June 2017, the Group disposed of Questus Realty Pty Ltd.

<i>Consideration received/receivable</i>	2017
Consideration received in cash and cash equivalents	50,000
Deferred Sales proceeds	<u>2,688,452</u>
Total consideration received/receivable	<u>2,738,452</u>

Analysis of assets and liabilities over which control was lost

2017
\$

Current assets

Cash and cash equivalents	46,879
Trade receivables	103,300
Other	61,261

Non-current assets

Property, plant and equipment	980
Other	19,389
Goodwill on consolidation	55,946

Current liabilities

Payables	254,236
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Net assets disposed of 33,519

Gain on disposal of subsidiary

Consideration receivable	2,738,452
Net assets disposed of	<u>(33,519)</u>
Gain on disposal	<u>2,704,933</u>

Net cash inflow on disposal of subsidiary

Consideration received in cash and cash equivalents	50,000
Less: cash and cash equivalent balances disposed of	<u>(46,879)</u>
	<u>3,121</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

33 CONTINGENT LIABILITIES AND ASSETS

There are no contingent assets has no contingent liabilities other than those disclosed in the Note 25 and 34 at reporting date.

In the course of liquidation and administration of the various subsidiaries and investments of the company, the directors do not consider that there is any claim against the head entity that will have a material impact on the Group.

In the course of its normal business the Group occasionally receives claims or writs for damages and other matters arising from its operations. Where, in the opinion of the directors, it is deemed appropriate, a specific provision is made in relation to such matters, otherwise the directors deem such matters to be either without merit or of such kind or involve such amounts that would not have a material adverse effect on the operating results or financial position of the Group if disposed of unfavourably. As at the date of this report, no specific provisions have been made in relation to such matters.

Guarantees & Other Commitments

Questus Limited is guarantor for funding arrangements by its subsidiaries. Total value of loans to which Questus Limited is guarantor is \$337,364 (2016: \$1,996,649).

The Group has no other commitments to acquire property, plant and equipment.

34 PARENT ENTITY DISCLOSURES

a) Financial Information Parent	2017	2016
	\$	\$
Profit/(Loss) for the year	5,090,354	(216,028)
Total comprehensive income/(loss)	5,090,354	(216,028)
Assets		
Current assets	3,744,069	1,249,755
Non-current asset	10,501,349	7,650,118
Total Assets	14,245,418	8,899,873
Liabilities		
Current liabilities	5,633,579	1,063,387
Non-current liabilities	3,200,000	7,515,000
Total Liabilities	8,833,579	8,578,387
Net Assets	5,411,839	321,486
Equity		
Issued capital	19,524,552	19,524,552
Reserves	152,890	152,890
Accumulated losses	(14,265,603)	(19,355,956)
Total Equity	5,411,839	321,486

35 EVENTS AFTER THE END OF THE REPORTING PERIOD

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the result of those operations or the state of affairs, in future financial years.

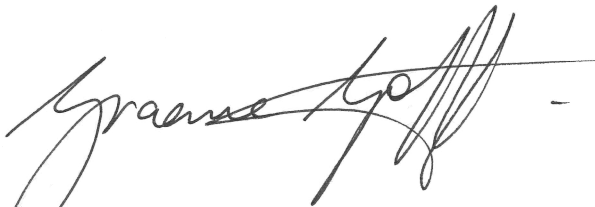
DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Questus Limited, I state that:

1. In the opinion of the directors:

- (a) the financial statements and notes of the consolidated entity are in accordance with the Corporations Act 2001, including:
 - (i) Give a true and fair view of the financial position of the consolidated entity as at 30 June 2017 and of its performance for the year ended on that date; and
 - (ii) Comply with Australian Accounting Standards, which, as stated in accounting policy Note 2 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS);
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
2. This declaration has been made after receiving the declarations required to be made by the directors in accordance with sections of 295A of the Corporations Act 2001 for the financial year ended 30 June 2017.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'Graeme Goff', written over a horizontal line.

GM Goff
Director

Dated at Perth this 31st day of August 2017

Questus Limited

Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Questus 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 statements, including a summary of significant accounting policies and other explanatory information, 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 then ended; 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 auditor independence requirements of 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.

CHARTERED ACCOUNTANTS & ADVISORS

Level 3, 15 Labouchere Road
South Perth WA 6151

PO Box 748
South Perth WA 6951

Telephone: +61 8 6436 2888

williambuck.com

Questus Limited

Independent auditor's report to members

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.

RELATED PARTY TRANSACTIONS	
Area of focus Refer also to Remuneration Report on pages 7 to 13 and Note 26	How our audit addressed it
<p>There have been numerous related party transactions with entities where key management personnel of the Group have interests and/or are directors. As such, there is a risk that not all related party transactions are disclosed in the financial report or that related party transactions have been made on non-arm's length basis. This could result in insufficient information being provided in order to enable the reader to understand the nature and effect of the various related party relationships and transactions.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> — Comparing the list of related parties provided by the directors with internal and external sources. — Conducting an ASIC search for external directorships held by the board members and key management personnel to evaluate whether all related party relationships and transactions had been appropriately identified and disclosed. — Assessing whether related party transactions were conducted at arm's length by comparing the basis of the transactions to external sources. — Assessing the basis for which the Group wrote off related party receivables previously provided for. <p>For each class of related party transaction, we compared the financial statement disclosures against the underlying transactions and the accounting and <i>Corporations Act 2001</i> requirements.</p>
ASSESSMENT OF CARRYING VALUE OF GOODWILL	
Area of focus Refer also to notes 2(a), 2(v) and 14	How our audit addressed it
<p>The Group's net assets include a significant amount of goodwill.</p> <p>Given the goodwill value, there is a risk that the entities in the Group may not trade in line with initial expectations and forecasts, resulting in the carrying amount of goodwill exceeding the recoverable amount and therefore requiring impairment.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> — a detailed evaluation of the Group's budgeting procedures upon which the forecasts are based and testing the principles and integrity of the discounted future cash flow model. — testing the accuracy of the calculation derived from the forecast model and assessing the key inputs in the calculations such as revenue growth linked to known contracts, discount rates and working capital

Questus Limited

Independent auditor's report to members

The recoverable amount of the relevant cash generating unit (CGU) has been calculated based on value-in-use. These recoverable amounts use discounted cash flow forecasts in which the directors make judgements over certain key inputs, for example but not limited to revenue growth linked to known contracts, discount rates applied and inflation rates.

Overall due to the high level of judgement involved, and the significant carrying amounts involved, we have determined that this is a key judgemental area that our audit concentrated on.

assumptions, by reference to the board approved forecasts, data external to the Group and our own views.

- engaging our corporate advisory specialists to review the value in use model and the underlying assumptions.
- reviewing the historical accuracy by comparing actual results with the original forecasts.

We also considered the adequacy of the Group's disclosures in relation to the impairment testing.

VALUATION OF INVENTORY – LAND HELD FOR RESALE

Area of focus	How our audit addressed it
Refer also to notes 2(j), 2(v) and 9	
The Group's inventories of \$3.81m are significant to the financial statements.	Our audit procedures included:
Inventories, being land held for resale, are required to be carried at lower of cost and net realisable value.	<ul style="list-style-type: none"> — A review of subsequent sales to ensure land held for resale was valued at the lower of cost and net realisable value and ensured costs assigned to land held for resale were reasonable. — A review of management's determination of costs in valuing land held for resale. — An evaluation of management's judgements and assumptions used in determining the need for any provision for impairment.
The valuation of land held for resale involves judgement by management depending on cost of acquisition, development costs, holding costs and directly attributable costs.	We have also assessed the adequacy of disclosures in the notes to the financial statements.

DISPOSAL OF INTEREST IN ASSOCIATE

Area of focus	How our audit addressed it
Refer also to notes 2(u) and 29	
The Group disposed of its 100% interest in Australian Affordable Housing Securities Limited in a stepped manner during the financial year. Questus Limited diluted its interest by 52% on 3 December 2015 and divested its minority interest of 48% on 30 June 2017, which was considered significant for the Group.	Our audit procedures included: <ul style="list-style-type: none"> — reviewing the sale and purchase agreement to understand the key terms and conditions of the disposals. — reviewing the Group's determination of the investment's carrying amount. — testing the appropriateness of the disposal proceeds.

Questus Limited

Independent auditor's report to members

<p>Accounting for this transaction required significant judgements and estimates by management:</p> <ul style="list-style-type: none"> — to determine the dates of disposal. — to determine the carrying amount of investment on the date of loss of significant influence. — to determine the proceeds of disposal. 	<ul style="list-style-type: none"> — verifying the gain recognised on disposals. <p>We assessed the adequacy of the Group's disclosures in respect of the disposals.</p>
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DISPOSAL OF SUBSIDIARY

Area of focus	How our audit addressed it
<p>Refer also to notes 2(w) and 32</p>	
<p>The Group disposed of Questus Realty Pty Ltd for \$2,738,452 having purchased the company for \$135,000, which was considered a significant disposal for the Group and created a gain on disposal of \$2,704,933.</p> <p>Accounting for this transaction required significant judgements and estimates by management:</p> <ul style="list-style-type: none"> — to determine the date of disposal. — to determine the assets and liabilities over which control was lost. — to determine the consideration received. — to determine the deferred sales proceeds. 	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> — reviewing the sale and purchase agreement to understand the key terms and conditions of the disposal. — reviewing management's analysis of net assets disposed. — testing the appropriateness of the deferred consideration. — verifying the gain recognised on disposal. <p>We assessed the adequacy of the Group's disclosures in respect of the disposal.</p>

Other Information

The directors are responsible for the other information. The other information comprises the information included 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 accordingly we do not express any form of assurance conclusion thereon.

Questus Limited

Independent auditor's report to members

In connection with our audit of the financial report, our responsibility is to read the other information 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, 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.

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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Questus Limited

Independent auditor's report to members

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 13 of the directors' report for the year ended 30 June 2017.

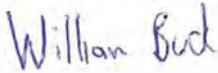
In our opinion, the Remuneration Report of Questus Limited, for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001*.

Questus Limited

Independent auditor's report to members

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.



William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124



Conley Manifis
Director

Dated this 31st day of August, 2017

ADDITIONAL SECURITIES EXCHANGE INFORMATION

Additional information required by the Australian Securities Exchange Listing Rules and not disclosed elsewhere in this report. This information was prepared based on share registry information processed up to 30 June 2017 and using the last traded share price of 2.0 cents.

DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of listed equity security holders by size of holding:

	Ordinary shares	Share Options	Ordinary shares	Share Options
	2017		2016	
1 - 1,000	110	-	107	-
1,001 - 5,000	100	-	96	-
5,001 - 10,000	79	-	80	-
10,001 - 100,000	109	-	106	-
100,001 and over	48	-	51	-
	<hr/>	<hr/>	<hr/>	<hr/>
	446	-	440	-
	<hr/>			
Number of shareholders holding less than a marketable parcel:	292			-

STATEMENT OF QUOTED SECURITIES

Listed on the Australian Securities Exchange are 92,707,533 (2016: 92,707,553) fully paid shares and Nil (2016: Nil) options.

ADDITIONAL INFORMATION

EQUITY SECURITY HOLDERS

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

Name	30-Jun-17		30-Jun-16	
	Number	% holding	Number	% holding
HSBC CUSTODY NOM AUST LTD	49,803,602	53.72%	49,803,602	53.72%
SOMERVILLE SUPER FUND PL	16,556,198	17.86%	12,556,198	13.54%
AMBER MGNT PL	3,548,650	3.83%	3,750,000	4.04%
QUESTUS CAP GRP PL	2,574,517	2.78%	2,574,517	2.78%
NWR GRP PL	2,500,000	2.70%	5,000,000	5.39%
OAKPREY PL	1,000,000	1.08%	1,000,000	1.08%
COINSEA PL	-	-	1,500,000	1.62%
HAY TREVOR NEIL	737,731	0.80%	738,165	0.80%
KAEMPF HANSPETER + ANITA	700,000	0.76%	370,000	0.40%
HUNTER DEVELOPEMENTS 2001	700,000	0.76%	700,000	0.76%
MCGAVIN ROBERT BERNARD A	628,808	0.68%	628,808	0.68%
HOWELLS PETER	600,000	0.65%	600,000	0.65%
POLLASTRI REMO + JEANNE	595,000	0.64%	595,000	0.64%
PJWO PL	590,000	0.64%	590,000	0.64%
ALSFORD PL	526,125	0.57%	526,125	0.57%
OLDE QUENTIN JAMES	447,858	0.48%	447,858	0.48%
MURRAYDALE NOM PL	435,000	0.47%	435,000	0.47%
WILLIAMSON RM +KP	-	-	416,895	0.45%
CASEY JL + EA	390,000	0.42%	390,000	0.42%
GEDGE G W + ADAM-GEDGE S	325,000	0.35%	325,000	0.35%
NORTHCLIFFE TIMBER CLUSTER	280,000	0.30%	-	-
PUMPITUP PTY LTD	240,000	0.26%	-	-
	83,178,489	89.75%	82,947,168	89.48%

ADDITIONAL INFORMATION

SUBSTANTIAL SHAREHOLDERS

Name	Ordinary shares	
	Number	
	2017	2016
CREST CAPITAL ASIA PTE LTD	49,803,602	49,803,602
SOMERVILLE SUPER FUND PTY LTD	16,556,198	12,556,198

Voting Rights:

Ordinary Shares

All ordinary shares carry one vote per share without restriction.

Partly Paid Shares

No voting rights

Options

No voting rights.

if money matters



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QUESTUS