ORCODA LIMITED

ANNUAL REPORT 2018

Healthcare Logistics

Transport Logistics

Resource Logistics

Orcoda Limited
ABN 86 009 065 650

2018 Annual Report

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CORPORATE DIRECTORY

Directors

Nicholas Johansen	Non-Executive Chairman
Brendan Mason	CEO & Managing Director
Geoffrey Jamieson	CFO & Finance Director
Warren Preston	Executive Director
Scott Mclntosh	Alternate for Warren Preston

Company Secretary

Julian Rockett
BBus ACIS AAICD

Registered Office

Unit 312,
434 St Kilda Road,
MELBOURNE VIC 3004

Head Office

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434 St Kilda Road,
MELBOURNE VIC 3004
Telephone: (61-3) 9866 7333

Email: admin@orcoda.com
Homepage: www. orcoda.com
ASX Code: ODA

Auditors

RSM Australia Partners
Level 21,
55 Collins Street
MELBOURNE VIC 3000

Bankers

Westpac Banking Corporation
275 George Street
SYDNEY NSW 2000

Solicitors

HopgoodGanim
Level 4,
105 St Georges Terrace
PERTH WA 6000

Securities Quoted

Australian Securities Exchange
Home Exchange – Australian Securities Exchange (Perth)

Share Registry

Computershare Registry Services
Level 2, 45 St Georges Terrace
PERTH WA 6000

Telephone: (61-8) 9323 2000
Facsimile: (61-8) 9323 2033

Corporate Governance Statement

Statement is available on homepage: www.orcoda.com

Chairman's Report

The past year, ending 30 June 2018, was a transformative one for Orcoda Limited, previously known as SmartTrans.

During the year, we conducted business on two diverse fronts, logistics optimisation solutions and China e-commerce sales.

In March 2018, we completed a $4 million capital raising and the acquisition of a Brisbane-based, privately held business, Resource Connect Holdings. Resource Connect brought with it some well-established relationships with the mining and resources sector. Resource Connect's skills in personnel movement and contractor management matched very well with SmartTrans' fleet and vehicle management expertise. Together, the synergies and mutual benefits have enabled the merged business – which has since been rebranded as Orcoda - to extend its service offerings to a range of previously untapped sectors.

For example, our newly-extended capabilities have provided the opportunity to undertake a thorough trial in the area of disability logistics, demonstrating how Orcoda's strengths in logistics movement can be applied in the area of healthcare services, and specifically to helping people with disabilities. Under the new federal government NDIS scheme, there is a requirement for the not-for-profit community transport sector to increase its efficiency. Orcoda's expertise means that we can support these vital service providers more easily make the transition from a not-for-profit to not-for-loss.

Earlier this year, we announced that a strategic review had found that our loss-making China e-commerce business was not in alignment with Orcoda's core business proposition, 'Optimise Everything'. Having considered various options, the Board determined that the three businesses we operate in Hong Kong and China should be made ready for a trade sale.

Within the last few days, we have been able to announce that an ASX-listed company has signed a binding option agreement to buy the Hong Kong and China interests. We look forward to providing further updates about this very soon.

Our focus now is to offer a 'pure play', horizontal logistics solution, servicing three key sectors:

- **Transport Logistics**, using our clever software to manage vehicle fleets;
- **Resource Logistics**, ensuring efficient people compliance and movements in the mining sector. We have been participating in some very encouraging trials with mines as they shut down for maintenance;
- **Healthcare Logistics**, helping people with disabilities and those using aged care services through the combination of our skills and software applications

My appointment as Chairman to Orcoda technically fell outside the financial year ending June 30, 2018. I would like to thank my predecessor, Mark Vaile, for his support and professionalism during the transition. I commit to all shareholders that I will work closely with them, as well as with customers, staff, the Board and suppliers to ensure the continuing positive trajectory that Orcoda has been enjoying.

Finally, on behalf of the Board, I would like to thank the Orcoda team for their dedication and hard work this year, for taking the necessary steps to reduce the cost base and to optimise the business. Together, we are forging a solid position in the competitive but rewarding world of logistics excellence.

I thank you, our shareholders, for your loyalty and support.

Nicholas Johansen
Chairman

27 September 2018

DIRECTORS' REPORT

Your directors present their report together with the financial statements on the consolidated entity consisting of ORCODA Limited and the entities it controlled at the end of and during the year ended 30 June 2018.

Directors

The directors' names and qualifications during the financial year and up to the date of this report are:

Nicholas Johannsen (Appointed 21/6/2018)
Brendan Mason (Appointed 29/07/17)
Geoffrey Jamieson (Appointed 7/3/2018)
Warren Preston (Appointed 7/3/2018)
Scott McIntosh (appointed 7/3/2018 ceased 30/5/2018)
Hon. Mark Vaile AO (Resigned 30/6/2018)
Andrew D Forsyth Llb (Resigned 29/07/17)
Bryan Carr BSc (Resigned 17/5/2018)
Yui (Ian) Tang (Resigned 30/5/2018)
Gregory Simpson (Resigned 29/07/17)
Mark Ziirsen (Resigned 30/5/2018)
Tracy Colgan (Resigned 30/5/2018)

Nicholas Johannsen – Chairman (Appointed 21/6/2018)

Chair Remuneration and Audit Committees Partner Cozens Johansen Law. NED Armadale Capital PLC. President NT Resources & Energy Law Association.

*Mr Brendan L. Mason – Managing Director (*Appointed 29/7/2017), previously held numerous senior leadership positions in a range of major international companies and organisations, including General Manager logistics at Boral, Cochlear's General Manager in China, Lucent Technologies' Executive Director and Head of Sales and was previously Board Member, Treasurer and Chairman of the Australian Chamber of Commerce to China.

Geoffrey Jamieson (Appointed 7/3/2018)

MAICD, ex merchant banker previously held positions as Managing Director / Finance Director of 5 listed public companies and numerous private companies, His experience is across a broad range of industries which include software development, funds management, logistics in mining, oil & gas and transport. Previously Managing Director of Resource Connect.

Warren Preston (Appointed 7/3/2018)

MAICD, Executive Director GM Orcoda Resource Logistics Bachelor of Business.

Scott McIntosh (Appointed alternate 7/3/2018)

Alternate Executive Director and COO 20 years experience in resources. ex Mirvac, Macquarie Bank, Devine, Meridien, Waratah Coal. COO/Director Resource Connect.

Hon. Mark Vaile AO previous Chairman (resigned 30/6/2018)

Appointed 4th April 2017. Hon. Mark Vaile AO is the former Deputy Prime Minister of Australia and former leader of the National Party. He brings a wealth of experience in the global commerce environment, including that of Trade Minister involved in negotiating the US-Australia Free Trade Agreement (FTA), the then proposed Australia-China FTA, as well as similar agreements with trading partners Singapore, Thailand and Malaysia. Also a director of the company's subsidiary Sm@rtTrans Limited.

Andrew D Forsyth – Non-Executive Director (resigned on 29/07/17)

Solicitor, former partner Deacons Sydney and a director of Dymocks Group of Companies, Sm@rtTrans Limited, Tandragee Pty Limited, Coolgardie Units Pty Limited and Jamajon Pty Limited. Also a director of the company's subsidiaries Sm@rtTrans Limited, SmartTrans Technology (Beijing) Limited and SmartTrans (HK) Ltd.

Bryan E Carr – Executive *Director (resigned 17/5/2018)*

Appointed 26 July 2011, with significant experience in the information technology sector and its application to the transport industry and mobile payments sector along with extensive experience managing business operations in China. Also a director of the company's subsidiaries Sm@rtTrans Limited, SmartTrans Technology (Beijing) Limited and SmartTrans (HK) Ltd.

DIRECTORS' REPORT (Cont)

Yui (Ian) Tang - Non-Executive Director (resigned 30/5/2018)

Appointed 13 March 2013, also a director of the company's subsidiary Sm@rtTrans Limited. Mr Tang is the CEO of Beijing AustChina Technology, the Chairman of 123 AustChina Education Consultancy and a Director on the Board of the China-Australia Chamber of Commerce (AustCham Beijing).

Gregory Simpson - Non-Executive Director (resigned on 29/07/17)

Holds a Bachelor of Commerce and is a Chartered Accountant.

Mark Ziirsen - Non-Executive Director (resigned 30/5/2018)

Public company CFO ex Cochlear, Aristocrat, Coca-Cola Amatil & Goodman Fielder

Tracy Colgan - Non-Executive Director (resigned 30/5/2018)

China market business leader and former AustCham Beijing Chair with extensive knowledge of the China market built over a thirty year career that has included overseeing Kamsky Associates' China operations as President of KAI and Managing Director and postgraduate study at Renmin and Wuhan Universities.

Company Secretary

Julian Rockett (Appointed 29/1/2018)
LLB, B. Arts, GDLP

Leanne Ralph BBus ACIS AAICD(resigned 29/1/2018)

Dividends

There were no dividends declared or paid during the course of the financial year and no dividend is recommended (2017: nil).

Principal Activities

Operational efficiency specialists who supply best-in-class solutions that combine software, management expertise and contracting services, helping to make our clients among the most productive and cost-effective organisations in their respective industries.

Operating Results

The loss of the consolidated entity amounted to $5,833,183 (2017: $6,278,161 loss).
As at 30 June 2018 the consolidated entity had net assets of $11,637,735 (2017: 1,718,563).

Events as reported during the year

1 July 2017 to 30 June 2018

July 2017
- SmartTrans completes placement for $500k (with commitment for another $100k) to sophisticated investor
- SmartTrans strengthens Board and Management to deliver China e-commerce growth Brendan Mason appointed Managing Director.

August 2017
- SmartTrans secures new contracts and extensions for Transport Logistics Division and is aggressively scaling up this division
- Placement Completion of final $100k from sophisticated investor.
- SmartTrans files preliminary final full year results 4E
- Managing Director's 1st letter to shareholders

October 2017
- SmartTrans announces acquisition of Resource Connect for scrip
- Resource Connect and iCuro acquisition update

November 2017
- SmartTrans Investor Presentation re acquisitions

DIRECTORS' REPORT (Cont)

December 2017
- SmartTrans, Resource Connect & iCuro Settlement Extended
- Announcement that the postponed AGM had been held on 19 December 2017
- Lanstead Funding Agreement Cancellation

January 2018
- Managing Director's letter to shareholders
- 4C was released and an Accompanying note to Appendix 4C
- SmartTrans, Resource Connect & iCuro Settlement Extended

February 2018
- Successful $4 million placement announced

March 2018
- SmartTrans Completes Resource Connect Acquisition
- Integration of the Resource Connect Acquisition and Changes to Business Divisions and new divisional structure explained

April 2018
- SmartTrans Signs First Significant Resource Deal and General Update
- Change of Melbourne registered Office
- Resignation of Director Bryan Carr

May 2018
- Announcement that Board Directors: Mr Ian Tang, Mr Mark Ziirsen, Ms Tracy Colgan and The Hon Mark Vaile AO had resigned from the SmartTrans Board

June 2018

SmartTrans launches healthcare Logistics services division and announce key partnership with Vodaphone with NDIS a key focus and a trial underway in Brisbane
- Mr Nick Johansen accepts the role of Chairman from 1 July 2018 and The Hon Mark Vaile AO to step down from 30 June 2018
- Announcement that SmartTrans has launched a court action against China Mobile to recover RMB20 Million (A$4 million) of long outstanding trade debt owed to SmartTrans and announces it has seen a dramatic decline in its sales in China and is no longer operating the smartpay side of the business.

Review of Current Operations

OVERVIEW

Orcoda Limited is an Australian-listed company (ASX:ODA) with expertise in business efficiency and optimisation. We are operational efficiency specialists who supply best-in-class solutions that combine software, management expertise and contracting services, helping to make our clients among the most productive and cost-effective organisations in their respective industries.

Formerly known as SmartTrans Holdings Limited (ASX:SMA), Orcoda brings together the combined unparalleled experience and knowledge of two Australian companies: SmartTrans - a specialist in asset optimisation, and Resource Connect - a provider of end-to-end supply chain and mobility solutions for resource industry projects.

Our clients come from a diverse array of industry sectors and include some of Australia's largest companies operating in Oil & Gas, Mining, infrastructure, transport and healthcare sectors.

Orcoda's combined offering is focused on three key business sectors: healthcare, transportation and resources. We pride ourselves on enabling our clients to generate fast, accurate and reliable information, ensuring they are able to make the best business decisions the first time, every time and on time.

At Orcoda, we understand that every business involves a combination of people, systems and processes. Orcoda enhances and empowers each of these core elements by ensuring staff have access to accurate and relevant information, and by providing the support of experienced professionals capable of dealing with any challenge.

Plan

The ability to plan effectively is in our DNA and we embed this into our clients DNA

- Workforce and fleet scheduling, rostering and compliance
- Business intelligence and workflows
- Workforce and asset mobilisation strategies
- Economic modelling and scenario analysis

DIRECTORS' REPORT (Cont)

Mobilise

We mobilise assets and people in the most timely and cost-effective way, no matter the challenge.

- End-to-end visibility and control over people & assets
- Asset procurement, utilisation and optimisation
- Adaptive workforce mobilisation scenarios
- Real-time client demand mapping

Manage

We help identify, adapt and respond to changes as they occur, minimising disruption and maximising profitability.

- Real-time reporting and analysis over workforce and assets
- Generate adaptive business scenarios
- Contractor and compliance management
- System and process engineering and integrations

Orcoda has three Divisions, Healthcare Logistics (disability and community transport, homecare and health transport services) Transport Logistics (metro services, line haul and field services) and Resource Logistics (oil & gas, mining and infrastructure).

HEALTHCARE LOGISTICS

Orcoda Healthcare Logistics is an innovative mobile healthcare solution which improves client outcomes and optimises the efficiency of mobile healthcare services delivery.

Our solution has been designed with a single philosophy in mind - Client Care. We combine Orcoda's mix of industry knowledge and management expertise with market-leading technology. This enables us to provide best-in-class services to organisations across the entire Healthcare spectrum, including aged and high needs care providers, community organisations, NFPs and NDIS service providers.

Our system combines pre-existing business rules, such as company policies, employee award conditions and key compliance filters with in-place software and systems to provide a reliable, real- time single source of truth through a totally digital environment.
More than just qualified to drive, our caring drivers are trained and compliant with statutory clearance (Blue Card and Driver Accreditation) and first aid certification.

Homecare Services

Our optimised communication system enables Healthcare Providers to give Clients and their families real-time updates of when care services are booked and when to expect them. Live status updates are tracked via our platform and streamed to any mobile device. You and your loved ones will always be kept informed.

Disability Transport Services

Using our technology and expertise, Orcoda can deliver the transport functions of an existing provider as either fully outsourced subcontractor vehicles or your own managed fleet. Fleets comprising a mix of company and subcontractor vehicles are easily managed and are allocated on various priority levels with overflow settings.

Our optimisation process provides a unique technical advantage when it comes to managing and deploying people, vehicles and transport services. We are able to assist providers who run their own services as well as support various Government programmes like Health departments, Centacare, MyAge Care, Medicare and NDIS scheme providers.

Health Transport Services

Using our scheduling and route optimisation technology, Orcoda can improve the efficiency and reliability of fleets delivering critical medical supplies. Our system optimises travel plans and makes these available with real-time updates to all stakeholders via a security filtered web interface and mobile application.

To maximise fleet effectiveness, the Orcoda Healthcare Logistics System is tailored to your specific situation and includes the services of our expert planners in your office to ensure the seamless delivery of vital services to your clients. The team behind the planners manage issues as they arise. We understand that your business is unique and requires hands on management when change is occurring.

TRANSPORT LOGISTICS

Orcoda Transport Logistics is built on our extensive history and knowledge of delivering logistic solutions that empower organisations to be market leaders in transport, field service and distribution of goods and services.

DIRECTORS' REPORT (Cont)

Our solutions incorporate all your operational and customer service rules, optimising your fleet's schedule to ensure full operational and service-level compliance is delivered with maximum efficiency. Based on cloud SaaS architecture, Orcoda Transport Logistics ensures all stakeholders, both internal and external, have visibility and control of their future schedules, with real-time views and notifications of in-field progress when paired with our customised mobility solution.
Whether you deliver or pick up goods or offer services that require logistics, Orcoda Transport Logistics can transform your operation by increasing efficiency, compliance, visibility and service levels, all while lowering your bottom line costs.

Scheduling, Planning & Management

Adaptable to any type of logistics-based operation, including delivery and service operations, Orcoda Transport Logistics provides schedulers the flexibility to optimise a fleet with compliant schedules at the push of a button, or to create manual schedules that are compliant by using simple drag-and-drop functionality.

Our optimisation software can be tailored to your operation's unique rules, KPIs and operational variables, which can all be factored into the daily plan for your business. The software can also issue notifications to staff to inform them of their daily plans.

Our expert management team can provide an outsourced solution that works in your office. We can design and improve key project processes through our specialist supply-chain knowledge, helping to save you money and time across all areas.

Mobility & Visibility

Orcoda Transport Logistics allows stakeholders to monitor real-time progress of each schedule, order fulfilment status and worker location information on a live map and respond immediately to any exceptions. The Orcoda Transport Logistics solution also provides

immediate feedback to assist schedulers in adjusting their schedules for efficiency and identifying in real-time the impact of each decision on the bottom line.

Business Intelligence & Workflow

The automated workflow and notification engine enables the system to predict any future exceptions to business rules and schedules based on your current activity. Using the system's real-time and long-range reporting and analysis tools, your organisation can optimise its fleet and movements based on accurate and up-to-date information generated in-field.

RESOURCE LOGISTICS

Orcoda Resource Logistics offers best-in-class service and technology in order to manage people, places and process on complex resources projects for which visibility and control over the whole work team and assets are critical to safety and success.

Orcoda's solutions have been built on the back of some of Australia's largest workforce-intensive projects. Our expertise extends across all phases of delivery, from early works through to construction, operation and maintenance. We bring together a combination of management, contracting experience and technology to simplify the complexity of mass workforce deployments.

Our approach is to integrate the Orcoda solution into your existing systems rather than replacing them. This ensures that we can centralise all information in one place to give you complete visibility at all stages, including onboarding, mobilisation and worksite movements. The results are reduced costs, reduced risk and increased productivity for your project.

Management

Our expert management team provide an outsourced solution that works in our clients office and caters to the many and evolving needs of their projects. We can design and improve key project processes through our specialist supply-chain knowledge, helping save money and time across all areas.

Our approach is to ensure everyone in the supply chain receives accurate and relevant information, with updates immediately communicated through to managers and workers. Key stakeholders have visibility and control over workers at all stages of onboarding, mobilisation and worksite movements. Orcoda specialists work with the senior management team, empowering them to make fast, accurate and cost-saving decisions, while also ensuring compliance with company policies.

Contracting

We procure and manage the service providers required to facilitate every stage of a project.

Platform & Integration

Orcoda specialises in connecting all personnel and suppliers into one continuous supply chain and can digitally connect systems and data from all suppliers and contractors to create a seamless, end-to-end process.

Our in-house development team can integrate the clients existing systems into our digital platform, without the need to replace them. The result is a streamlined single source of truth, allowing our clients to manage and control the entire project workforce, including subcontractors and suppliers using real-time information.

BOARD CHANGES AND APPOINTMENT

In line with our logistics pure play offerings and our exit from the China E-Commerce business significan board changes have taken place with the Board of Directors reducing from 9 to 4 (3 executive directors and one non executive chairman who was appointed to the position on the 21st June 2018). The current board is made up of the following:

DIRECTORS' REPORT (Cont)

Nick Johannsen	(Chairman and Chairman of Audit Committee and Remuneration Committee)
Brendan Mason	(Managing Director and member of Remuneration Committee)
Geoffrey Jamieson	(CFO / Finance Director and member of Audit Committee)
Warren Preston	(Executive Director and member of Remuneration Committee)

Significant changes in the state of affairs

During the financial year, the consolidated entity acquired Resource Connect Holdings Pty Ltd and its subsidiaries Resource Connect Pty Ltd, Resource Connect Logistics Pty Ltd and RC (North Qld) Pty Ltd. As part of the same transaction Icuro Pty Ltd and its wholly owned subsidiary Icuro Healthcare Pty Ltd were acquired in a total equity swap.

As a result of these acquisitions the company has changed its focus away from the E- Commerce business in China to focus 100% on Logistics.

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

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian law or in the People's Republic of China.

Matter subsequent to the end of the financial year

On 16 July 2018 the Company announced that it had signed a binding heads of agreement with 2 Way World Pty Ltd to divest its interest in the 100% fully owned subsidiary Smartrans (HK) Limited and its wholly foreign-owned subsidiary incorporated in Beijing, SmartTrans Technology (Beijing) Company Limited which has arrangements with a Beijing incorporated Chinese owned entity.

On 7 August 2018 the Company held an Extraordinary General Meeting in Brisbane where shareholders considered and approved the following matters:

- Change of the company name to Orcoda Limited and the ASX code to ASX:ODA
- Issue shares to Directors in lieu of cash directors' fees
- Issue Director Performance Rights to the Managing Director
- Consolidate the issued capital of the company to a ratio of 1 new share for each 75 existing shares

On 12 August 2018 the company announced that 2 Way World Pty Ltd would not be proceeding with the acquisition and announced that ASX listed OpenDNA (ASX:OPN) and Orcoda had entered a binding option agreement where OPN have a 90 day exclusive option to acquire Smartrans (HK) Limited and its wholly foreign-owned subsidiary incorporated in Beijing, SmartTrans Technology (Beijing) Company Limited which has arrangements with a Beijing incorporated Chinese owned entity.

No other matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect Orcoda Limited and its controlled entities' operations, the results of those operations, or the state of affairs in future financial years.

Likely developments and expected results

The Company will continue to look for ways to improve performance and cash flow, particularly where revenue is not impacted, in order increase profitability.

Non-Audit Services

Orcoda Limited engaged RSM Australia Partners on assignments additional to their statutory audit duties. These assignments involved provision of professional technical advice and preparation of the Company's income tax return and fringe benefit tax lodgment, for which RSM Australia Partners was paid $13,123 and $3,960 respectively.

The Board of Directors is satisfied that the provision of non-audit services by the auditor did not compromise the auditor's independence requirements of the Corporations Act 2001 for the following reasons:

a) all non-audit services have been reviewed by the Board of Directors to ensure they do not impact on the integrity and objectivity of the auditor; and
b) none of the services undermined the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Auditors

A resolution has been passed to approve that Phillip A Ransom, a partner of RSM Australia Partners, may continue to play a significant role in the audit of the company for a further 2 years in accordance with section 324DAA of the Corporations Act 2001. The eligibility period has been extended until the financial year ended 30 June 2020.

The extension of the audit engagement partner rotation period has been approved because, in light of the knowledge accumulated and relationships that have been established, which is particularly important to the company in light of recent changes of management and directors, it is considered that it would be of a material benefit in maintaining the continuity and quality of audit work if the audit engagement partner

DIRECTORS' REPORT (Cont)

were to continue for a further period of two years. The directors are satisfied that the extension of the audit engagement partner rotation period is consistent with maintaining the quality of the audit and would not give rise to a conflict of interest situation.

Insurance of Directors and Officers

During the financial year, Orcoda Limited insured all directors and officers of the consolidated entity for all liabilities and costs relating to any claim made against them arising out of their conduct whilst acting as a director or officer of the consolidated entity, other than conduct involving a wilful breach of duty in relation to the consolidated entity.

Indemnity and insurance of auditor

Orcoda Limited has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor. During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Meetings of Directors

The following table sets out the number of formal meetings of the Company's directors during the year ended 30 June 2018 and the number of meetings attended by each director:

Number of meetings held:

Director	No. of meetings held whilst Director	No. of Meetings Attended
Nicholas Johansen	1	1
Brendan Mason	21	21
Geoffrey Jamieson	5	5
Warren Preston	5	5
Scott McIntosh	4	4
Tracy Colgan	20	19
Mark Zirsen	17	17
Hon. Mark Vaile AO	22	20
Andrew D Forsyth	1	1
Bryan E Carr	21	20
Yui (Ian) Tang	21	9
Gregory Simpson	1	1

Proceedings on Behalf of Company

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

The Company was not a party to any such proceedings during the year.

Shares under options

At the date of this report, the unissued ordinary shares of Orcoda Limited under option on a pre consolidation basis are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
08/12/2015	08/12/2018	$0.067	6,026,233
03/03/2017	03/03/2019	$0.018	200,000,000*
28/08/2017	28/08/2019	$0.010	61,250,000
28/08/2017	28/08/2019	$0.015	61,250,000
07/03/2018	05/03/2021	$0.008	150,000,000
05/06/2018	05/03/2021	$0.008	15,000,000

Option holders do not have any rights to participate in any issues of shares or other interests in the company or any other entity.

* All Options granted on 3 March 2017 and after 3 March 2018 relate to options issued as share-based payments and capital raising costs respectively. For details of these options, refer to Note 27 to the financial statements.

Shares issued on the exercise of options

No ordinary shares were issued during the year ended 30 June 2018 and up to the date of this report on the exercise of options granted:

DIRECTORS' REPORT (Cont)

REMUNERATION REPORT

Your directors present their Remuneration Report for the year 1 July 2017 to 30 June 2018.

Role of Board of Directors

The Board determines the appropriate nature and amount of remuneration. The Board seeks to ensure that executive reward satisfies the following criteria for good reward governance practice:

- competitiveness and reasonableness;
- acceptability to shareholders;
- alignment of executive remuneration to performance;
- transparency and capital management.

Non-Executive Directors

Fees paid to non-executive directors reflect the benefit of research into published information as to the level of remuneration paid to directors of comparable companies.

Executives

Executive directors and key management personnel remuneration comprises base salary and superannuation. Base salary is reviewed annually by the Board having regard to the overall levels of remuneration of executives in comparable Australian companies.

Chairman

The services of the Chairman reflect the benefit of research into published information as to the level of remuneration paid to chairpersons of comparable companies.

Letter of Appointment

Remuneration and other terms of employment for the executive director are formalised in a letter of appointment that also contains comprehensive provisions in relation to termination, confidentiality and suspension.

Remuneration of Directors and Key Management Personnel

(a) Names and positions held of Parent Entity Directors and Key Management Personnel in office at any time during the financial year are:

Parent Entity Directors

Hon Mark Vaile AO	Chairman – Non-Executive (Resigned 30/06/18)
Andrew D. Forsyth	Director – Non-Executive (Resigned 29/07/17)
Brendan Mason	Director – Managing Director (Appointed 29/07/17)
Bryan E. Carr	Director – Executive (Resigned 17/05/18)
Yui (Ian) Tang	Director – Non Executive (Resigned 30/05/18)
Tracy Colgan	Director – Non Executive (Resigned 30/05/18)
Gregory Simpson	Director – Non Executive (Resigned 29/07/17)
Mark Ziirsen	Director – Non Executive (Resigned 30/05/18)
Geoffrey Jamieson	Director – CFO / Finance Director(Appointed 7/03/18)
Warren Preston	Director – Executive (Appointed 7/03/18)

Key Management Personnel

James Brooke	CFO (resigned on 28 August 2017)
Scott Mclntosh	Alternate Director/COO

DIRECTORS' REPORT (Cont)

(b) Table of benefits and payments for the year ended 30 June 2018

Directors' and Key Management Personnel

		Short-term benefits				Post-employment benefits		Long-term benefits		Equity-settled share-based payments		
		Salary, fees and leave	**Profit share and bonuses**	**Non-monetary**	**Other**	**Pension and Superannuation**	**Other**	**LSL**	**Shares / Units**	**Options / Rights**	**Termination benefits**	**Total**
Directors												
Mark Valie	2017	120,000	-	-	-	11,400	-	-	-	-	-	131,400
	2018	120,000	-	-	-	11,400	-	-	-	-	-	131,400
Bryan E. Carr*	2017	335,379	-	-	78,441		-	-	-	-	-	413,820
	2018	73,753	-	-	-		-	-	-	-	-	73,753
Brendan Mason*	2017	110,337	-	-	-		-	-	-	-	-	110,337
	2018	315,725	-	-	-		-	-	324,000	-	-	639,725
AndrewD. Forsyth	2017	60,000	-	-	-	5,700	-	-	-	-	-	65,700
	2018	5,000	-	-	-	475	-	-	-	-	-	5,475
Yui (Ian) Tang	2017	60,000	-	-	-		-	-	-	-	-	60,000
	2018	32,083	-	-	-		-	-	-	-	-	32,083
Ian R. Hawkins	2017	10,417	-	-	-	990	-	-	-	-	-	11,406
	2018		-	-	-		-	-	-	-	-	-
Gregory Simpson	2017	70,000	-	-	-	6,650	-	-	-	-	-	76,650
	2018	5,833	-	-	-	554	-	-	-	-	-	6,388
Tracy Colgan	2017	-	-	-	-	-	-	-	-	-	-	-
	2018	37,011	-	-	-	3,516	-	-	-	-	-	40,527
Mark Ziirsen	2017	-	-	-	-	-	-	-	-	-	-	-
	2018	29,511	-	-	-	2,804	-	-	-	-	-	32,314
Geoff Jamieson*	2017	-	-	-	-	-	-	-	-	-	-	-
	2018	83,333	-	-	-	-	-	-	-	-	-	83,333
Warren Preston*	2017	-	-	-	-	-	-	-	-	-	-	-
	2018	50,000	-	-	-	-	-	-	-	-	-	50,000
Sub-Total	2017	***766,133***	-	-	***78,441***	***24,740***	-	-	-	-	-	***869,313***
	2018	***752,250***	-	-	-	***18,749***	-	-	***324,000***	-	-	***1,094,999***
Other Key Management Personnel												
James Brooke	2017	164,451	-	-	21,497	15,623	-	-	-	-	-	201,572
	2018	30,499	-	-	8,633	5,858	-	-	-	-	59,530	104,520
Scott Mclntosh*	2017	-	-	-	-	-	-	-	-	-	-	-
	2018	50,000			-	-	-	-	-	-	-	50,000
Total	**2017**	***930,584***	-		***99,938***	***40,362***	-	-	-	-	-	***1,070,885***
	2018	***832,749***	-		***8,633***	***24,607***	-	-	***324,000***	-	***59,530***	***1,249,519***

DIRECTORS' REPORT (Cont)

(b) Table of benefits and payments for the year ended 30 June 2018 (Cont)

* Fees were paid to I.T.S. Worldwide Ltd in which Bryan E. Carr has an interest and of which he is a director. I.T.S Worldwide Ltd provides the services to Orcoda Limtied and its subsidiaries.

* Fees were paid to SinoOz Limited in which Brendan Mason has an interest in.
* Fees were paid to Tamlin Holdings Pty Limited in which Geoff Jamieson has an interest in.
* Fees were paid to Corporate Development Mentors in which Warren Preston has an interest in.
* Fees were paid to Garrison Group Pty Ltd in which Scott Mclntosh has an interest in.

The service and performance criteria set to determine remuneration are set out in paragraph (f) of the Remuneration Report

Performance Conditions Linked to Remuneration

The consolidated entity's emphasis upon incentives that reward for results and continued commitment to the consolidated entity through the provision of various cash bonus reward schemes, specifically the incorporation of incentive payments based on the achievement of revenue and profit targets, return on equity ratios, and continued employment with the consolidated entity provides management with a performance target which focuses upon sales growth and profitability utilising existing group resources.

The performance related proportions of remuneration based on these targets are included in the following table. The objective of the reward schemes is to both reinforce the short and long-term goals of the consolidated entity and provide a common interest between management and shareholders.

The satisfaction of the performance conditions is based on a review of the audited financial statements of the consolidated entity as such figures reduce any risk of contention relating to payment eligibility. The Board does not believe that performance conditions should include a comparison with factors external to the consolidated entity at this time.

DIRECTORS' REPORT (Cont)

Employment Details of Members of Key Management Personnel and Other Executives

The following table provides employment details of persons who were, during the financial year, members of key management personnel of the consolidated entity. The table also illustrates the proportion of remuneration that was performance and non-performance based and the proportion of remuneration received in the form of options.

Name	Position held as at 30 June 2018 and any change during the year	Contract Details (Duration and Termination)	Proportions of elements of remuneration related to performance			Proportions of elements of remuneration not related to performance	
			Non-salary cash-based incentives	Shares/ Units	Options/ Rights	Fixed Salary/Fees	Total
Mark Vaile	Non-Executive Chairman	Resigned 30/6/2018 appointment finished	-	-	-	100.0%	100.0%
Bryan E. Carr	Managing Director commenced 16 December 2014	Resigned 28/5/2018 contract finished and paid out	-	-	-	100.0%	100.0%
Andrew D. Forsyth	Non Executive Director	Resigned appointment finished	-	-	-	100.0%	100.0%
Yui (Ian) Tang	Non Executive Director	Resigned 28/5/2018 appointment finished.	-	-	-	100.0%	100.0%
Ian R. Hawkins	Executive Director	Resigned contract finished and fully paid out.	-	-	-	100.0%	100.0%
Gregory Simpson	Non Executive Director	Resigned appointment finished.	-	-	-	100.0%	100.0%
Brendan Mason	Chief Operating Officer & China Chief Executive Officer commenced 23 January 2018	Ongoing agreement 2 months' notice required to terminate. Entitled to 2 months' gross salary.		30%	-	70%	100.0%
James Brooke	Chief Financial Officer commenced 26 October 2015	Resigned contract finished and paid out	-	-	-	100.0%	100.0%
Geoffrey Jamieson	CFO / Finance Director	2 year agreement with entitlement to receive 12 Months payment.if terminated in first 12 months and 6 months payment if terminated in second 12 months	-	-	-	100.0%	100.0%
Warren Preston	General Manager Resource Logistics	2 year agreement with entitlement to receive 12 Months payment.if terminated in first 12 months and 6 months payment if terminated in second 12 months	-	-	-	100.0%	100.0%
Scott McIntosh	COO	2 year agreement with entitlement to receive 12 Months payment.if terminated in first 12 months and 6 months payment if terminated in second 12 months	-	-	-	100.0%	100.0%

On appointment to the board, all non-executive Directors enter into a service agreement with the company in the form of a letter of appointment. The letter summarises the board policies and terms, including compensation, relevant to the office of director.

The employment terms and conditions of all KMP are formalised in contracts of employment. Each of these agreements provide for the provision of performance related cash bonuses, other benefits including car allowances, mobile telephone and laptop, and equity participation, when eligible.

DIRECTORS' REPORT (Cont)

(b) Table of benefits and payments for the year ended 30 June 2018(Cont)

Terms of employment of other KMP require that the relevant consolidated entity provide an executive contracted person with a minimum of one month's notice prior to termination of contract. Termination payments are not payable on resignation or under the circumstances of unsatisfactory performance.

Non-Executive Directors are subject to similar contracts requiring one month's notice to be given on termination. Termination payments are at the discretion of the remuneration committee.

Changes since the end of the reporting period
The following changes in directors and key management personnel have occurred since the end of the reporting period:

- Nicholas Johannsen was appointed Chairman on 1 July 2018 on a consultancy arrangement amounting to $50,000 plus GST per annum.

Share-based Payments

$324,000 worth of shares to Brendan Mason as part of compensation during the year ended 30th June 2018

$120,000 worth of shares were issued to Mark Vaile in lieu of fees owing on compensation during the year ended 30th June 2018

$45,000 worth of shares were issued to Ian Tang in lieu of fees owing on compensation during the year ended 30th June 2018

No other shares other than above were issued to directors and key management personnel as part of compensation during the year ended 30 June 2018.

Options

No options were granted as remuneration to directors and key management personnel during the reporting period.

(c) Shareholdings

Number of Shares held directly or indirectly by Parent Entity Directors immediately prior to shares consolidation

30 June 2018	Balance at the start of the year	Granted as remuneration during the year	Issued on exercise of options during the year	Other changes during the year	Balance at the end of the year
Parent Entity Directors					
Mark Vaile*	375,000	-	-	(375,000)	-
Andrew Forsyth*	40,378,134	-	-	(40,378,134)	-
Bryan Carr*	61,715,049	-	-	(61,715,049)	-
Gregory Simpson*	6,456,981	-	-	(6,456,981)	-
Scott Mcintosh	-	-	-	658,507,384	658,507,384
Brendan Mason	-	-	-	1,000,000	1,000,000
Geoffrey Jamieson	-	-	-	659,707,384	659,707,384
Warren Preston	-	-	-	658,507,384	658,507,384
Total	108,925,164	-	-	1,868,796,988	1,977,722,152

*These Directors were resigned on and before 30 June 2018

DIRECTORS' REPORT (Cont)

30 June 2017	Balance at the start of the year	Granted as remuneration during the year	Issued on exercise of options during the year	Other changes during the year	Balance at the end of the year
Parent Entity Directors					
Mark Vaile	375,000	-	-	-	375,000
Andrew Forsyth	40,575,168	-	-	(197,034)	40,378,134
Bryan Carr	61,715,049	-	-	-	61,715,049
Gregory Simpson	6,456,981	-	-	-	6,456,981
Total	109,122,198	-	-	(197,034)	108,925,164

(d) Option holdings

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

30 June 2018	Balance at the start of the year	Granted as remuneration during the year	Other Changes during the year	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares						
Andrew Forsyth	1,004,372	-	-	-	(1,004,372)	-
Ian Tang	1,004,372	-	-	-	(1,004,372)	-
Gregory Simpson	1,004,372	-	-	-	(1,004,372)	-
	3,013,116	-	-	-	(3,013,116)	-

30 June 2017	Balance at the start of the year	Granted as remuneration during the year	Other Changes during the year	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares						
Andrew Forsyth	3,562,716	-	-	-	(2,558,344)	1,004,372
Bryan Carr	2,184,674	-	-	-	(2,184,674)	-
Ian Tang	1,004,372	-	-	-	-	1,004,372
Gregory Simpson	1,720,444	-	-	-	(716,072)	1,004,372
	8,472,206	-	-	-	(5,459,090)	3,013,116

e) Other transactions with key management personnel and their related parties

There has been no other transactions involving equity instruments other than those described in the tables above.

(f) Remuneration Practices

The Company's policy for determining the nature and amount of emoluments of directors and key management personnel of the Company is as follows:

The remuneration structure for the executive directors and key management personnel is based on a number of factors including length of service, particular experience of the individual concerned, and overall performance of the Company. Employment between the Company and the executive directors and key management personnel is on a continuing basis, not formalised by service agreements, the terms of which are not expected to change in the immediate future. Upon retirement the executive director and key management personnel are paid employee benefit entitlements accrued to date of retirement. The executive directors and key management personnel are paid a percentage of their salary (determined by the Board at the time) in the event of redundancy. Additionally, remuneration and other terms of employment for the executive directors are formalised in a letter of appointment that also contains comprehensive provisions in relation to termination, confidentiality and suspension.

(g) Remuneration policy

The remuneration policy of Orcoda Limited has been designed to align key management personnel ("KMP") objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the consolidated entity's financial results.

DIRECTORS' REPORT (Cont)

The Board of Orcoda Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the consolidated entity as well as create goal congruence between Directors, Executives and Shareholders.

The Board's policy for determining the nature and amount of remuneration for KMP of the consolidated entity is as follows:

- The remuneration policy is to be developed by the Remuneration Committee and approved by the Board after professional advice is sought from independent external consultants where considered necessary.

- KMP receive a combination of base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits, options and performance incentives.

- Performance incentives are generally only paid once predetermined key performance indicators have been met.

- Incentives paid in the form of options or rights are intended to align the interests of the Directors and Company with those of the Shareholders. In this regard, KMP are prohibited from limiting risk attached to those instruments by use of derivatives or other means.

- The Remuneration Committee reviews KMP packages annually by reference to the consolidated entity's performance, executive performance and comparable information from industry sectors.

The performance of KMP is measured against criteria agreed bi-annually with each executive and is based predominantly on the forecast growth of the consolidated entity's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the committee's recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance results leading to long-term growth in shareholder wealth.

KMP receive a superannuation guarantee contribution required by the government, which for the FY2018 financial year was 9.5% of the individual's average weekly ordinary time earnings (AWOTE), and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to KMP is valued at the cost to the company and expensed.

The Board's policy is to remunerate Non-Executive Directors at market rates for time, commitment and responsibilities. The remuneration committee determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting.
KMP are also entitled and encouraged to participate in the employee share and option arrangements to align directors' interests with shareholders' interests.

Options granted under the arrangement do not carry dividend or voting rights. Each option is entitled to be converted into one ordinary share once the interim or final financial report has been disclosed to the public and is valued using the Black-Scholes methodology.

KMP or closely related parties of KMP are prohibited from entering into hedge arrangements that would have the effect of limiting the risk exposure relating to their remuneration.

In addition, the Board's remuneration policy prohibits directors and KMP from using Orcoda Limited shares as collateral in any financial transaction, including margin loan arrangements.

(h) Engagement of Remuneration Consultants

No remuneration consultant was engaged during the year.

(i) Performance-based Remuneration

The key performance indicators (KPIs) are set annually, with a certain level of consultation with KMP. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential for group expansion and profit, covering financial and non-financial as well as short and long-term goals. The level set for each KPI is based on budgeted figures for the consolidated entity and respective industry standards.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the number and deemed difficulty of the KPIs achieved. Following the assessment, the KPIs are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the consolidated entity's goals and shareholder wealth, before the KPIs are set for the following year.

In determining whether or not a KPI has been achieved, Orcoda Limited bases the assessment on audited figures; however, where the KPI involves comparison of the consolidated entity, or a division within the consolidated entity, to the market, independent reports may be obtained from organisations such as Standard & Poors.

DIRECTORS' REPORT (Cont)

(j) Relationship between Remuneration Policy and Company Performance

The remuneration policy has been tailored to increase goal congruence between Shareholders, Directors and Executives. Two methods have been applied to achieve this aim, the first a performance-based bonus based on key performance indicators and the second the issue of options to Executives to encourage the alignment of personal and shareholder interests when considered appropriate.

The following table shows the gross revenue and profits for the last five years for the consolidated entity, as well as the share prices at the end of the respective financial years.

	2018 $'000	**2017 $'000**	**2015 $'000**	**2014 $'000**	**2013 $'000**
Revenue	1,389	3,192	11,648	4,277	2,194
Net Profit/(loss)	(5,833)	(6,278)	(2,811)	(1,653)	(4,376)
Share price at year-end (cents)	0.004	0.008	0.035	0.029	0.014

This concludes the remuneration report, which has been audited.

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

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

On behalf of the directors

BRENDAN MASON
Managing Director
Melbourne, Victoria

Dated: 27 September 2018

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Orcoda Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

Philip A Ransom

P A RANSOM
Partner

Melbourne, Victoria
Dated: 27 September 2018

DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the Directors

BRENDAN MASON
Managing Director

Melbourne, Victoria

Dated: 27 September 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 30 June 2018

	Note	2018 $	2017 $
Revenue - Operations	4	**1,389,009**	**3,191,749**
Online mobile promotion & third party cost		**-**	**(1,656,168)**
Ecommerce related cost		**(123,723)**	**-**
Employee salaries and benefits expense		**(1,631,812)**	**(2,526,79 6)**
Material and installation costs		**(542,294)**	**(397,850)**
Depreciation expense		**(33,291)**	**(21,223)**
Consultancy cost		**(1,200,743)**	**(813,999)**
Share registration regulatory and compliance costs		**(350,617)**	**(301,550)**
Corporate Advisory		**(56,000)**	**(86,031)**
Share based payment		**(657,392)**	**-**
Rental & occupancy costs		**(292,594)**	**(255,632)**
Travelling and accommodation costs		**(205,794)**	**(218,363)**
Amortisation of intangible assets		**(102,520)**	**(41,657)**
Legal & associated costs		**(249,061)**	**(105,881)**
Foreign exchange gain/(loss)		**(3,869)**	**(14,972)**
Impairment Loss		**(1,328,907)**	**(2,697,749)**
Other Expenses	5	**(443,574)**	**(332,039)**
Loss before income tax		**(5,833,183)**	**(6,278,161)**
Income tax benefit	6	-	-
Loss for the year		**(5,833,183)**	**(6,278,161)**
Other comprehensive income for the year			
Foreign currency translation reserve		**4,427**	**(77,439)**
Total comprehensive income for the year		**(5,828,756)**	**(6,355,600)**
Total comprehensive income for the year attributable to:			
Members of the parent equity		**(5,828,756)**	**(6,355,600)**
Basic Earnings per share (cents per share)	20	**(0.15)**	**(0.26)**
Diluted Earnings per share (cents per share)	20	**(0.15)**	**(0.26)**

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2018

	Note	2018 $	2017 $
Current Assets			
Cash and cash equivalents	7	**2,105,116**	**621,684**
Trade and sundry receivables	8	**332,373**	**663,940**
Inventory		**170,410**	**40,389**
Other receivable	9	**-**	**1,700,426**
Other assets		**26,327**	**50,872**
Total Current Assets		**2,634,226**	**3,077,311**
Non-Current Assets			
Other receivable	9	**-**	**371,968**
Intangible asset	13	**11,101,946**	**173,022**
Plant and equipment	12	**26,591**	**49,957**
Total Non-Current Assets		**11,128,537**	**594,947**
TOTAL ASSETS		**13,762,763**	**3,672,258**
Current Liabilities			
Trade and other payables	14	**1,952,628**	**1,770,259**
Provisions	15	**172,400**	**183,436**
TOTAL LIABILITIES		**2,125,028**	**1,953,695**
NET ASSETS		**11,637,735**	**1,718,563**
Equity			
Issued capital	16	**91,690,208**	**76,919,120**
Reserves		**2,137,601**	**1,205,534**
Accumulated losses		**(82,190,074)**	**(76,406,091)**
TOTAL EQUITY		**11,637,735**	**1,718,563**

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2018

	Note	Ordinary Share Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at *1 July 2016*		73,035,195	695,149	(70,195,106)	3,535,238
Shares issued during the year		4,554,565	-	-	4,554,565
Share issue costs		(670,640)	-	-	(670,640)
Options issued during period		-	655,000	-	655,000
Options expired during period		-	(67,176)	67,176	-
Foreign currency translation		-	(77,439)	-	(77,439)
Loss after tax for the year		-	-	(6,278,161)	(6,278,161)
Balance at *30 June 2017*	16	76,919,120	1,205,534	(76,406,091)	1,718,563
Balance at *1 July 2017*		76,919,120	1,205,534	(76,406,091)	1,718,563
Shares issued during the year		15,784,113	-	-	15,784,113
Shares cancellation during the period		(317,270)	-	-	(317,270)
Share issue costs		(695,755)	-	-	(695,755)
Performance rights Issued During Period		-	324,000	-	324,000
Options issued during period		-	652,840	-	652,840
Options expired during period		-	(49,200)	49,200	-
Foreign currency translation		-	4,427	-	4,427
Loss after tax for the year		-	-	(5,833,183)	(5,833,183)
Balance at *30 June 2018*	16	91,690,208	2,137,601	(82,190,074)	11,637,735

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2018

	Note	2018 $	2017 $
Cash Flows from Operating Activities			
Receipts from customers and government grants		**1,602,631**	**6,709,127**
Payments to suppliers and employees		**(5,357,256)**	**(10,374,161)**
Research and development tax concession		**235,768**	**301,217**
Interest received		**14,003**	**2,999**
Net cash used in Operating Activities	23	**(3,504,854)**	**(3,360,818)**
Cash Flows from Investing Activities			
Cash at Bank businesses acquired		**262,961**	**-**
Payments for plant and equipment		**(7,676)**	**(40,577)**
Net cash used in Investing Activities		**255,285**	**(40,577)**
Cash Flows from Financing Activities			
Proceeds from capital raisings		**5,067,001**	**1,926,221**
Payment for capital raising costs		**(334,000)**	**(15,640)**
Net cash provided by Financing Activities		**4,733,001**	**1,910,581**
Net increase/(decrease) in cash and cash equivalents		**1,483,432**	**(1,490,814)**
Cash and cash equivalents at the beginning of year		**621,684**	**2,130,093**
Effects of foreign exchange		**-**	**(17,595)**
Cash and cash equivalents at the end of year	7	**2,105,116**	**621,684**

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

The financial report covers the consolidated entity of Orcoda Limited and controlled entities ("consolidated entity"). Orcoda Limited is a listed public company, incorporated and domiciled in Australia.

The financial report was authorised for issue on 29 September 2018 by the Board of Directors.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
Except for the cash flow information, the financial statements have been prepared on an accrual basis under the historical cost convention.

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

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 25.

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

As disclosed in the financial statements, the consolidated entity incurred a loss of $5,833,183 and had net cash outflows from operating activities of $3,504,854 for the year ended 30 June 2018.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that it is reasonably foreseeable that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- the successful implementation of the consolidated entity's business plan including the full financial impact on the Group of the acquisition of Resource Connect Holdings Pty Ltd and Icuro Pty Ltd;
- the Group is close to finalising the exit from its operations in China and, as discussed in note 25, is finalising the sale arrangements which will considerably reduce cash burn;
- the Group is assessing the opportunity to obtain government grants to accelerate the growth of its innovative disability transport and mine shutdown technology;
- the Group has prepared budgets and cash flow forecasts for the next 12 months from the date of this report which indicate the Group will be cash flow positive during this period and the directors are confident that these forecasts can be achieved;
- the Company in the past has been able to raise capital when required, having raised $5m from share placements during FY2018, and the Directors believe it will be able to do so in the future; and
- costs are being managed so that they are kept at minimal levels and reduced where possible.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

New standards and interpretations issued but not yet effective

At the date of this financial report the following standards and interpretations, which may impact the entity in the period of initial application, have been issued but are not yet effective.

Reference	Title	Summary	Application date (financial years beginning)	Expected Impact
AASB 15	Revenue from Contracts with Customers	It contains a single model for contracts with customers based on a five-step analysis of transactions for revenue recognition, and two approach, a single time or over time, for revenue recognition.	1 January 2018	The changes in revenue recognition measurements in AASB 15 may cause changes to the timing and amount of revenue recorded in the financial statements as well as additional disclosures. The impact of AASB 15 is not expected to be material.
AASB 9	Financial Instruments	This Standard supersedes both AASB 9 (December 2010) and AASB 9 (December 2009) when applied. It introduces a “fair value through other comprehensive income” category for debt instruments, contains requirements for impairment of financial assets, etc.	1 January 2018	The consolidated entity does not expect to incur such new instrument thus the impact is expected to be minimal.
AASB 16	Leases	AASB 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. This standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for almost all lease contracts, effectively resulting in the recognition of almost all leases on the statement of financial position. The accounting by lessors, however, will not significantly change.	1 January 2019	There is no material impact likely to arise as result of this new standard as there are currently no material operating leases in place at 30 June 2018.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

Accounting Policies

(a) Principles of consolidation

A controlled entity is any entity Orcoda Limited is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

A list of controlled entities is contained in Note 10 to the financial statements. All controlled entities have a June financial year end except for SmartTrans Technology (Beijing) Co. Limited which has a December financial year end.

All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

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

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where controlled entities have entered or left the consolidated entity during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

Subsidiaries are all those entities over which the consolidated entity has control. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

(b) Income tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the financial position date.

Deferred tax is accounted for using the financial position liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

(c) Recoverable amount of non-current assets

The carrying values of non-current assets are recorded at their recoverable amounts, which are determined by reference to the present value of future net cash flows expected to be generated by those assets.

(d) Plant and equipment

Each class of plant and equipment is carried at cost less any accumulated depreciation and any impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis.

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.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use.

The useful lives for each class of depreciable assets are:

Class of Fixed Asset	Useful lives
Plant and equipment	2 to 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each financial position date.

An 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 proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income.

(e) Financial instruments

Recognition
Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

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

Impairment
At each reporting date, the consolidated entity assess whether there is objective evidence that a financial instrument has been impaired. In the case of available-for sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1 : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

(f) Impairment of assets

At each reporting date, the consolidated entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

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

(g) Intangibles

Research and development
Expenditure during the research phase of a project is recognised as an expense when incurred. Products and software development costs, including the consolidated entity's route optimisation and mobile data systems technology, are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Products and software development costs have a finite life and are amortised on a systematic basis over the useful life of the project which is estimated to be 3 to 5 years. Products and software development costs are carried at cost less accumulated amortisation and any impairment loss.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

(h) Employee benefits

Provision is made for the consolidated entity's liability for employee benefits arising from services rendered by employees to financial position date. Employee benefits expected to be settled within one year together with benefits arising from wages and salaries and annual leave which
will be settled after one year, have been measured at their nominal amount. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(i) Earnings per share

Basic earnings per share is determined by dividing the operating loss after income tax attributable to members of ORCODA LIMITED by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing the operating loss after income tax attributable to members of ORCODA LIMITED by the weighted average number of ordinary shares outstanding during the financial year, adjusted for the effects of all dilutive potential ordinary shares.

(j) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and less bank overdrafts if any.

(k) Comparative figures

Where required by Accounting Standards comparative figures have been adjusted to conform with changes in presentation for the current financial year.

(l) Revenue recognition

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and it can be measured reliably. Risks and rewards are considered passed to the buyer at the time of delivery of the goods to the customer.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers. Revenue from application usage and subscription services is recognised upon usage or take up by customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

(m) Goods 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. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial positions are shown inclusive of GST.

Cash flows are presented in the Statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(n) Inventories

Inventories are valued at the lower of cost and net realisable value. The net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs to sell.

(o) Provisions

Provisions are recognised when the consolidated entity 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.

(p) Leases

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the period in which they are incurred.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors.

(r) Foreign Currency Transactions and Balances

Functional and presentation currency
The functional currency of each of the consolidated entity's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transactions and balances
Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

Group companies
The financial results and position of foreign operations, whose functional currency is different from the consolidated entity's presentation currency, are translated as follows:

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. These differences are recognised in profit or loss in the period in which the operation is disposed.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Cont)

(s) Fair value measurement

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

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

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.
Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

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

(t) Current and non-current classification

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

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

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

(u) Trade and other receivables

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

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

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

(v) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

(v) Investments and other financial assets (Cont)

Impairment of financial assets
The consolidated entity assesses at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for financial assets carried at cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial assets.

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

(x) 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.

(y) Employee benefits

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

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 measured at 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 corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

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

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

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

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

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

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

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

(z) Business Combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 2 : FINANCIAL RISK MANAGEMENT

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on liquidity and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risks to which it is exposed. These methods include sensitivity analysis in the case of interest rate risks and ageing analysis for credit risk.

Risk management is carried out by senior management in consultation with the Board of Directors. See Note 24 for the consolidated entity's overall risk management program.

NOTE 3 : CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

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

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Goodwill and other indefinite life intangible assets
The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

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

Business combinations
As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 4 : REVENUE	**2018**	**2017**
	$	**$**
Services	**1,153,326**	**2,890,532**
Research & Development tax incentive	**235,683**	**301,217**
	1,389,009	**3,191,749**

NOTE 5 : OTHER EXPENSES	**2018**	**2017**
	$	**$**
Advertising and promotion	**$120,265**	**103,944**
Internet /Hosting	**$24,624**	**37,874**
Bad Debt	**(11,061)**	**34,273**
Fundraising cost	**144,978**	**-**
Other	**164,768**	**155,948**
	443,574	**332,039**

NOTE 6 : INCOME TAX

No income tax is payable by the consolidated entity as it incurred losses for income tax purposes for the year. The consolidated entity also has available for recoupment income tax and capital losses at balance date.

	2018	**2017**
	$	**$**
(a) Reconciliation		
The prima facie income tax benefit on the loss from ordinary activities is reconciled as follows:		
Loss from ordinary activities before income tax	**(5,833,183)**	**(6,278,161)**
Income tax benefit at 27.5% (2017: 30%)	**(1,604,125)**	**(1,883,448)**
Tax effect of amounts which are not deductible/(taxable)	**489,772**	**756,259**
Tax effect of temporary differences and tax losses not recognised	**1,114,353**	**1,127,189**
Income tax benefit	**-**	**-**
(b) Deferred Tax Assets not recognised:		
Accumulated tax losses	**14,719,249**	**13,115,124**
Capital losses not recognised	**1,093,920**	**1,093,920**

Carried forward tax losses have not been recognised because it is presently not considered probable that future taxable profits will be available against which the economic entity can utilise the benefits therein.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 7 : CASH AND CASH EQUIVALENTS

	2018 $	2017 $
Cash on hand	241	17,265
Cash at bank	2,104,875	604,419
	2,105,116	621,684

NOTE 8 : TRADE AND SUNDRY RECEIVABLES

	2018 $	2017 $
Trade Receivables	2,691,637	2,908,226
Less: Provision for impairment	(2,462,843)	(2,342,022)
	228,793	566,204
Sundry receivables	103,580	97,736
	332,373	663,940

Impairment of receivables
The consolidated entity has provided for impairment of $2,462,843 (2017: 2,342,022) receivables for the year ended 30 June 2018.

The ageing of the impaired receivables provided for above are as follows:

	2018 $	2017 $
0 to 3 months	-	61,646
3 to 6 months	-	151,265
Over 6 months	2,462,843	2,129,111
	2,462,843	2,342,022

Movements in the provision for impairment of receivables are as follows:

	2018 $	2017 $
Opening balance	2,342,022	-
Additional provisions recognised	150,371	2,342,022
Receivables written off during the year as uncollectable	(29,550)	-
	2,462,843	2,342,022

Past due but not impaired
Customers with balances past due but without provision for impairment of receivables amount to $201,135 as at 30 June 2018 (2017: $151,381).

The ageing of the past due but not impaired receivables are as follows:

	2018 $	2017 $
0 to 3 months	49,635	51,813
3 to 6 months	36,570	32,635
Over 6 months	114,930	66,933
	201,135	151,381

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 8 : TRADE AND SUNDRY RECEIVABLES(Cont)

(a) Trade and sundry receivables

The consolidated entity did not consider a credit risk on the aggregate balances after reviewing the credit terms of customers based on recent collection practices.

There is no impairment of sundry receivables as all were recoverable.

The consolidated entity does not hold any collateral in relation to the above receivables.

(b) Foreign exchange and interest rate risk

Information about the consolidated entity's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in Note 24.

(c) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.
The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above.

Refer to Note 24 for more information on the risk management policy of the consolidated entity and the credit quality of the consolidated entity's trade receivables.

NOTE 9 : OTHER RECEIVABLE	**2018 $**	**2017 $**
Other Receivable	-	**2,560,451**
Less: Provision for impairment	-	**(488,057)**
	-	**2,072,394**
The maturity of other receivable is as follows:		
Within the next 12 months (Current)	-	**1,700,426**
Within the following 12 months (Non-current)	-	**371,968**
	-	**2,072,394**

Changes to Lanstead agreement

In 2017 the Company entered into arrangements with Lanstead Capital LP for an equity investment, to which the company has issued 400,000,000 ordinary shares. In addition, the parties have entered into agreements which resulted in funds relating to the issue of shares being paid to the Company over an 18 month period. On 22 December 2017 the Company announced that it had further entered into an agreement to cancel the remaining obligations under the Lanstead funding arrangements on the basis that the remaining Tranche A and Tranche B funding obligations owing by Lanstead shall instead be settled in full by the cancellation and by way of selective capital reduction of 85,000,000 Shares in the Company held by Lanstead. The selective capital reduction and cancellation of shares has been approved by shareholders at an extraordinary general meeting held on 15 February 2018.

During the year, an impairment of $1,328,907 was recognised on this receivable representing the non recoverable amount of this receivable. Upon the cancellation of the 85,000,000 shares on 15 March 2018 and receipt of amounts owing during the year prior to the share cancellation, this receivable has now been fully settled.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 10: CONTROLLED ENTITIES

Investment in Controlled Entities:

	Place of Incorporation	Equity Holding 2018	Equity Holding 2017
Parent Entity:			
Orcoda Limited (formerly Smarttrans Holdings Ltd)	Australia		
Controlled Entities:			
Orcoda Transport Logistics Limited (formerly Smarttrans Limited)	Australia	100%	100%
E-Trans Pty Ltd	Australia	100%	100%
SmartTrans Technology (Beijing) Ltd	People's Republic of China	100%	100%
Smartrans (HK) Ltd	Hong Kong	100%	100%
Digi 8 Limited	Hong Kong	100%	100%
Beijing SmartTrans Import and Export Trade Co. Ltd*	People's Republic of China	0%	0%
Resource Connect (North Qld) Pty Ltd	Australia	100%	0%
Resource Connect Holdings Pty Ltd	Australia	100%	0%
Resource Connect Logistics Pty Ltd	Australia	100%	0%
Orcoda Resource Logistics Pty Ltd (formerly Resource Connect Pty Ltd)	Australia	100%	0%
Orcoda Healthcare Logistic Pty Ltd (formerly Icuro Pty Ltd)	Australia	100%	0%
Icuro Healthcare Pty Ltd	Australia	100%	0%
Lifesciences Pty Ltd	Australia	100%	0%

*Orcoda Limited has control over Beijing SmartTrans Import and Export Trade Co. Ltd as the company has the ability to affect any returns through its power to direct the activities of Beijing SmartTrans Import and Export Trade Co. Ltd.

NOTE 11: Business Combinations

On 7 March 2018, Orcoda Limited has acquired 100% of the ordinary shares of Resource Connect Holdings Pty Ltd and Icuro Pty Ltd and the respective wholly-owned subsidiaries. This is a cloud based logistic software and management business focused on resource sector personnel logistics. It was acquired to allow the combined entities access to a joint software platform, for expansion of its logistic reach into healthcare sector.

The consideration for this purchase was entirely via issue of Orcoda Limited's shares, totalling $11,113,081 in value. There was no cash consideration issued to the vendors of Resource Connect Holdings Pty Ltd and Icuro Pty Ltd. The Company acquired a total cash balance of $262,961 as part of the acquisition. Consequently, the net cash impact of this acquisition is an inflow of $262,961.

Details of the acquisition are as follows:

	Fair value
Cash and cash equivalents	262,961
Plant and equipment	2,348
Trade payables and other payables	(183,573)
Net assets acquired	81,736
Goodwill	11,031,345
Acquisition-date fair value of the total consideration transferred	11,113,081
Representing:	
Shares issued to vendor	11,113,081
Acquisition costs expensed to profit or loss	333,392

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 11: Business Combinations (Cont)

As the acquisition has only recently occurred, the goodwill recognised on consolidation are presented as provisional amounts pending the completion of the valuation of the identifiable intangibles assets acquired. The Group has 12 months from the date of acquisition to finalise these amounts. As at the date of this report, this assessment is not complete.

AASB 3 Business Combinations requires disclosure of revenue and profit or loss of the acquired entities from date of acquisition, and disclosure of revenue and profit or loss of the consolidated entity for the current reporting period as though the acquisition date for the business combinations had been as of 1 July 2017. Details of these are as follows:

	From acquisition date to 30 June 2018	For whole financial Financial Year 2018
Revenue	258,978	4,233,644
Net loss after tax	(133,569)	(4,945,465)

NOTE 12 : PLANT AND EQUIPMENT	**2018 $**	**2017 $**
Plant and equipment		
Cost	**110,378**	**93,031**
Accumulated depreciation	**(83,787)**	**(43,074)**
Total property, plant and equipment	**26,591**	**49,957**

	2018 $	**2017 $**
Plant and equipment		
Balance at the beginning of the year	**49,957**	**27,037**
Additions	**12,098**	**44,143**
Additions through business combination	**3,262**	
Disposals	**(5,435)**	**-**
Depreciation	**(33,291)**	**(21,223)**
Carrying amount at the end of year	**26,591**	**49,957**

NOTE 13 : INTANGIBLE ASSET	**2018 $**	**2017 $**
Software at Cost	**155,750**	**231,523**
Less :Accumulated amortisation	**(85,149)**	**(58,501)**
Total Software	**70,601**	**173,022**
Goodwill	**11,031,345**	**-**
Less: impairment	**-**	**-**
Total Goodwill	**11,031,345**	**-**

	2018 $	**2017 $**
Intangible Asset		
Balance at the beginning of the year	**173,022**	**221,462**
Additions through business combination	**11,031,445**	**-**
Disposals	**(1)**	**(6,783)**
Amortisation	**(102,520)**	**(41,657)**
Carrying amount at the end of year	**11,101,946**	**173,022**

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 13 : INTANGIBLE ASSET (Cont)

Impairment Testing

The above goodwill arose from the acquisition of Resource Connect Holdings Pty Ltd and Icuro Pty Ltd. The recoverable amount of the consolidated entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model for 5 years with a forecast terminal valuation.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for Resource Connect and Icuro cash generating units to which goodwill has been provisionally allocated:
(a) 30% pre-tax discount rate (20% post-tax);
(b) Revenue forecasts for FY2019 and FY2020 are based on management's estimate of new contracts to be secured following the acquisition;
(c) Revenue forecasts for FY2021 to FY2023 are based on management's estimated annual growth rate of 10%, which management believes is prudent based on their best estimates of future contracts to be won; and
(d) Operating costs and overheads can be managed at minimal levels due to the nature of the Group's principal activities which are software-based.

NOTE 14 : TRADE AND OTHER PAYABLES

	2018	2017
	$	$
Trade creditors	830,400	167,470
Other payables	1,122,228	1,602,789
	1,952,628	1,770,259

NOTE 15: PROVISIONS

	2018	2017
	$	$
Employee benefits – annual leave	88,018	105,842
Employee benefits – long service leave	84,382	77,594
	172,400	183,436
Balance at the beginning of the year	183,436	159,579
Additional provisions	67,131	93,596
Amount used	(78,167)	(69,739)
Balance at end of the year	172,400	183,436

NOTE 16: ISSUED CAPITAL

	2018	2017
	$	$
Ordinary shares issued and fully paid	91,690,208	76,919,120
Ordinary Shares	Number	Number
At beginning of the year	2,717,016,726	2,216,074,582
Shares issued	3,850,052,969	500,942,144
At end of year	6,567,069,695	2,717,016,726

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on show of hands.

Capital Management

Management controls the capital of the consolidated entity, provide the shareholders with adequate returns and ensure that the consolidated entity can fund its operations and continue as a going concern.

There are no externally imposed capital requirements.

Management effectively manages the consolidated entity's capital by assessing the consolidated entity's financial risks on a monthly basis 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.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 16: ISSUED CAPITAL(Cont)

There have been no changes in the strategy adopted by management to control the capital of the consolidated entity since the prior year. The consolidated entity's gearing ratio is kept at a minimum. There is no intention to incur debt funding on behalf of the consolidated entity. Ongoing operations will be funded via equity or joint ventures with other companies

NOTE 17 : KEY MANAGEMENT PERSONNEL DISCLOSURES

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

	2018 $	2017 $
Short-term employee benefits	**841,382**	**1,030,523**
Post-employment benefits	**24,607**	**40,363**
Share-based payments	**324,000**	**-**
Termination benefits	**59,530**	**-**
	1,249,519	**1,070,886**

	2018 $	2017 $
NOTE 18 : REMUNERATION OF AUDITORS		
Remuneration of the auditor of the parent entity for:		
Audit or review of the financial statements	**78,500**	**120,000**
Other services including preparation of tax returns and tax advisory services	**28,580**	**38,368**
	107,080	**158,368**

NOTE 19 : RELATED PARTY INFORMATION

(a) Parent entity

Orcoda Limited is the parent entity.

(b) Subsidiaries

Interests in subsidiaries are set out in note 10.

(c) Key management personnel

Disclosures relating to key management personnel are set out in note 16 and the remuneration report in the directors' report.

(d) Payables to related parties

	2018 $	2017 $
Payable to I.T.S Worldwide Ltd (director related entity of Bryan Carr)	**148,500**	**205,532**
Payable to Sino-Oz Ltd (director related entity of Brendan Mason)	**216,170**	**63,000**
Payable to Tamlin Holdings Pty Ltd (director related entity of Geoffrey Jamieson)	**45,833**	**-**
Payable to Corporate Development Mentors Pty Ltd (director related entity of Warren Preston)	**27,500**	**-**
Payable to Garrison Group Trading Trust (director related entity of Scott Mclntosh)	**27,500**	**-**
	465,503	**268,532**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

(e) Transactions with related parties

The following transactions occurred with related parties:

	2018 $	2017 $
Payment for goods and services:		
Payment for consultancy fee to to I.T.S Worldwide Ltd (director related entity of Bryan Carr)	**73,753**	**335,379**
Payment for consultancy fee to Sino-Oz Ltd (director related entity of Brendan Mason)	**315,725**	**110,337**
Payment for consultancy fee to Tamlin Holdings Pty Ltd (director related entity of Geoffrey Jamieson)	**83,333**	-
Payment for consultancy fee to Corporate Development Mentors Pty Ltd (director related entity of Warren Preston)	**50,000**	-
Payment for consultancy fee to Garrison Group Trading Trust (director related entity of Scott Mclntosh)	**50,000**	-
Payment for rent in Beijing to Sino-Oz Ltd (director related entity of Brendan Mason)	**5,445**	**-**
	578,256	**445,716**

NOTE 20 : EARNINGS PER SHARE

Orcoda Limited has undertaken a share consolidation at 75 shares consolidated into 1 share on 9 Aug 18. Disclosure below show results for both pre and post consolidation number of shares..

		2018 $	2017 $
	Operating loss used to calculate basic and diluted EPS	**(5,833,183)**	**(6,278,161)**
Pre-shares consolidation			
	Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS	**3,971,507,794**	**2,461,476,548**
Post shares consolidation			
	Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS	**52,953,437**	**32,509,364**

NOTE 21 : SEGMENT INFORMATION

The consolidated entity has identified its operating segments based on internal reports that are provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources, and assessing performance of the operating segments has, been identified as the board of directors. The consolidated entity operates in one operating segment being internet and mobile software systems and applications across two geographical locations i.e. Australia and China.

(a) Intersegment transactions

There are no intersegment transactions.

(b) Segment assets

Where an asset is used across multiple segments, the asset is allocated to that segment that receives majority economic value from that asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

(c) Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the consolidated entity as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 21 : SEGMENT INFORMATION (Cont)

(d) Unallocated items

The following items of expenses, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Head office Plant & Equipment
- General Administration costs.
- Current tax liabilities

(e) Geographical Segment Summary

For the year ended 30 June 18

	Australia	**China**	**Total**
	$	**$**	**$**
Total Segment Revenue	1,233,142	141,862	1,375,004
Segment Loss	(687,625)	(836,165)	(1,523,790)
Segment Assets as at 30 June 2018	11,461,103	327,504	11,788,607
Segment Liabilities as at 30 June 2018	(404,164)	(695,692)	(1,099,856)

For the year ended 30 June 17

	Australia	**China**	**Total**
	$	**$**	**$**
Total Segment Revenue	1,075,512	2,107,238	3,182,750
Segment Loss	(821,800)	(3,036,951)	(3,858,751)
Segment Assets as at 30 June 2017	309,902	968,603	1,278,505
Segment Liabilities as at 30 June 2017	(286,428)	(1,164,940)	(1,451,367)

Reconciliation of reportable segment revenue to consolidated revenue	**2018**	2017
	$	$
Total segment revenue	**1,375,004**	**3,182,750**
Interest and other income	**14,005**	**8,999**
Total revenue	**1,389,009**	**3,191,749**

Reconciliation of reportable segment loss to consolidated loss		
	$	**$**
Total loss for reportable segments	**(1,523,790)**	**(3,858,751)**
Share based payments	**(657,392)**	**-**
Corporate costs	**(3,652,001)**	**(2,419,410)**
Loss before income tax	**(5,833,183)**	**(6,278,161)**

Reconciliation of reportable segment assets to consolidated assets		
	$	**$**
Reportable segment assets	**11,788,607**	**1,278,505**
Unallocated Assets	**1,974,156**	**2,393,753**
Total Assets	**13,762,763**	**3,672,258**

Reconciliation of reportable segment liabilities to consolidated liabilities		
	$	**$**
Reportable segment liabilities	**(1,099,856)**	**(1,451,367)**
Unallocated Liabilities	**(1,025,172)**	**(502,329)**
Total Liabilities	**(2,125,028)**	**(1,953,696)**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 22 : COMMITMENTS AND CONTINGENT LIABILITIES

(a) Capital Expenditure

There are no capital expenditure commitments as at 30 June 2018 and 30 June 2017.

(b) Operating Lease Commitments

	2018 $	2017 $
Payable		
Not later than one year	**88,805**	**159,488**
Later than one year but not later than five years	**41,667**	**59,501**
Total operating lease liability	**130,472**	**218,989**

The property leases are non-cancellable with two to three year terms. Rents are payable monthly in advance and are indexed annually to the CPI.

(c) Contingent Liabilities and Contingent Assets

The Company and its controlled entities have no known material contingent liabilities or contingent assets as at 30 June 2018 and 30 June 2017.

NOTE 23 : NOTES TO THE STATEMENT OF CASH FLOWS

	2018 $	2017 $
Reconciliation of net cash used in operating activities to net loss		
Net loss after income tax	**(5,833,183)**	**(6,278,161)**
Adjustments for		
Depreciation and amortisation	**135,812**	**62,880**
Equity based payment	**657,392**	**-**
Impairment loss	**1,328,907**	**2,697,749**
Effects of foreign exchange	**30,742**	**(90,901)**
Fair value changes on financial asset	**-**	**67,890**
Doubtful debt allowance	**-**	**34,273**
Change in net assets and liabilities:		
(Increase)/ decrease in receivables	**331,568**	**2,025,553**
(Increase)/ decrease in inventories	**(170,805)**	**(40,389)**
(Increase)/ decrease in other assets	**24,545**	**5,675**
Increase/(decrease) in payables	**1,204**	**(1,869,244)**
Increase/(decrease) in provisions	**(11,036)**	**23,857**
Net Cash used in Operating Activities	**(3,504,854)**	**(3,360,818)**

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 24 : FINANCIAL INSTRUMENTS

Market risk

(a) Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations. Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The consolidated entity's exposure to foreign currency risk relates primarily to the Chinese Renminbi.

The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2018 $	2017 $	2018 $	2017 $
Chinese Renminbi	290,398	889,641	652,253	1,111,602

The consolidated entity had a net liability denominated in Chinese Renminbi of $ 361,855 (assets of $290,398 less liabilities of $652,253) as at 30 June 2018 (2017: $221,961 comprising of assets of $889,641 less liabilities of $1,111,602). Based on this exposure, had the Australian dollar weakened by 5% or strengthened by 5% (2017: weakened by 5% or strengthened by 5%) against the Chinese Renminbi with all other variables held constant, the consolidated entity's profit before tax for the year would have been $18,000 higher/$18,000 lower (2017: $11,000 lower$11,000) and equity would have been $18,000 higher / $18,000 lower (2017: $11,000 lower/$$11,000 higher).

The percentage change is the expected overall volatility of this currency, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 6 months each year and the spot rate at each reporting date.

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 24 : FINANCIAL INSTRUMENTS (CONT)

Market risk (Cont)

(c) Interest rate risk
The consolidated entity's exposure to market risk for changes in interest rates relates primarily to interest on deposits with banking institutions. The consolidated entity has no interest bearing borrowings or finance leases.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. In addition, receivable balance are monitored on an ongoing basis with the result that consolidated entity's exposure to debt is minimal. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

Liquidity risk
The consolidated entity's has appropriate procedures in place to manage cash flows including continuing monitoring of forecast and actual cash flows to ensure funds are available to meet commitments.
There are no unused borrowing facilities at the reporting date.

The following table details the consolidated entity's financial instrument composition and maturity analysis

	Weighted average effective interest rate	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Total $
2018						
Financial assets						
Interest bearing						
Non-interest bearing						
Receivables	-%	332,373	-	-	-	332,373
		332,373	-	-	-	332,373
Financial liabilities						
Non-interest bearing						
Payables	-%	1,952,628	-	-	-	1,952,628
Other borrowings	-%	-	-	-	-	-
		1,952,628	-	-	-	1,952,628
Net financial liabilities		1,620,255	-	-	-	1,620,255
2017						
Financial assets						
Interest bearing						
Non-interest bearing						
Receivables	-%	2,364,366	-	-	-	2,736,334
		2,364,366	371,968	-	-	2,736,334
Financial liabilities						
Non-interest bearing						
Payables	-%	1,770,259	-	-	-	1,770,259
Other borrowings	-%	-	-	-	-	-
		1,770,259	-	-	-	1,770,259
Net financial assets		594,107	371,968	-	-	966,075

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

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 25 : EVENTS AFTER REPORTING PERIOD

On 16 July 2018 the Company announced that it had signed a binding heads of agreement with 2 Way World Pty Ltd to divest its interest in the 100% fully owned subsidiary Smartrans (HK) Limited and its wholly foreign-owned subsidiary incorporated in Beijing, SmartTrans Technology (Beijing) Company Limited which has arrangements with a Beijing incorporated Chinese owned entity.

On 7 August 2018 the Company held an Extraordinary General Meeting in Brisbane where shareholders considered and approved the following matters:

- Change of the company name to Orcoda Limited and the ASX code to ASX:ODA
- Issue shares to Directors in lieu of cash directors' fees
- Issue Director Performance Rights to the Managing Director
- Consolidate the issued capital of the company to a ratio of 1 new share for each 75 existing shares

On 12 August 2018 the company announced that 2 Way World Pty Ltd would not be proceeding with the acquisition and announced that ASX listed OpenDNA (ASX:OPN) and Orcoda had entered a binding option agreement where OPN have a 90 day exclusive option to acquire Smartrans (HK) Limited and its wholly foreign-owned subsidiary incorporated in Beijing, SmartTrans Technology (Beijing) Company Limited which has arrangements with a Beijing incorporated Chinese owned entity.

Mark Vaile converted $120,000 of his remuneration into 30,000,000 fully paid ordinary shares pre consolidation.

Brendan Mason converted $104,774 of his remuneration into 26,193,525 fully paid ordinary shares pre consolidation.

81,000,000 Performance Rights pre consolidation were exercised by Brendan Mason and converted into fully paid ordinary shares representing $324,000 in remuneration.

No other matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

NOTE 26 : PARENT ENTITY STATEMENT OF FINANCIAL POSITION

	Company	
	2018	2017
	$	$
Total Current Assets	**1,973,351**	**3,492,174**
Total Non-Current Assets	**13,412,093**	**497,164**
TOTAL ASSETS	**15,385,444**	**3,989,337**
TOTAL CURRENT LIABILITIES	**1,025,160**	**502,316**
NET ASSETS	**14,360,284**	**3,487,021**
Equity		
Issued capital	**91,690,209**	**76,919,120**
Reserves	**2,368,069**	**1,391,229**
Accumulated losses	**(79,697,994)**	**(74,823,328)**
TOTAL EQUITY	**14,360,284**	**3,487,021**
Loss for the year	**(4,874,665)**	**(3,253,411)**
Other comprehensive income/(loss) for the year	**-**	
Total comprehensive loss for the year	**(4,874,665)**	**(3,253,411)**

The parent entity had no capital commitments as at 30 June 2018 and 30 June 2017.

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2018

NOTE 27 : SHARE BASED PAYMENTS

(i) 81,000,000 Performance Rights pre shares consolidation were granted to Brendan Mason and will be converted into fully paid ordinary shares at an issue price of $0.004 a total transactional value of $324,000 as identified in key management personnel disclosures (note 16) and the remuneration report in the directors' report.

(ii) On 7th March, 83,348,105 shares were issued to broker as acquisition fee shares at an issue price of $0.004 per share and a total transactional value of $333,392

(iii) During the year, the Company has granted options to external parties for services received in relation to capital raising activities.

(iv) A summary of company options issued is set out below:

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired / forfeited	Balance at the end of the year
11/05/2015	11/05/2018	$0.030	1,300,000	-	-	1,300,000	
08/12/2015	08/12/2018	$0.067	6,026,233	-	-	-	6,026,233
29/01/2016	29/01/2018	$0.035	2,000,000	-	-	2,000,000	-
03/03/2017	03/03/2019	$0.018	200,000,000	-	-	-	200,000,000
28/08/2017	28/08//2019	$0.010	-	61,250,000	-	-	61,250,000
28/08/2017	28/08//2019	$0.015	-	61,250,000	-	-	61,250,000
7/03/2018	5/03//2021	$0.008	-	150,000,000	-	-	150,000,000
5/06/2018	5/03//2021	$0.008	-	15,000,000	-	-	15,000,000
			209,326 ,233	287,500,000	-	3,300,000	493,526,233
Weighted average exercise price			$0.020	$0.010	-	$0.033	$0.014

The weighted average remaining contractual life of options outstanding at year-end was 1.46 years.

For options granted during the year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
28/08/2017	28/08/2019	$0.008	$0.010	85%	0.0%	1.90%	$0.0030
28/08/2017	28/08/2019	$0.008	$0.015	85%	0.0%	1.86%	$0.0023
7/03/2018	5/03/2021	$0.005	$0.008	85%	0.0%	2.13%	$0.0021
5/06/2018	5/03/2021	$0.004	$0.008	85%	0.0%	2.16%	$0.0014

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
To the Members of Orcoda Limited

Opinion

We have audited the financial report of Orcoda Limited (the Company) and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, 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 the directors' declaration.

In our opinion

a) 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 2018 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Group incurred a net loss of $5,833,183 and had net operating cash outflows of $3,504,854 during the year ended 30 June 2018. As stated in Note 1, these events or conditions, along with other matters as set forth in Note1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
Accounting for Business Combinations Refer to Note 11 in the financial statements	
During the year, the Group acquired a 100% interest in Resource Connect Holdings Pty Ltd, Icuro Pty Ltd and controlled entities for the purchase consideration of $11.1 million. The accounting for this acquisition was considered to be a Key Audit Matter because the accounting to ensure compliance with accounting standards for the acquisition was complex and it involved the exercise of judgment in relation to the fair value of the consideration and acquired assets and liabilities. The accounting for the acquisition is significant to our audit as the acquired entities represents a material addition to the Group.	Our audit procedures to assess the accounting treatment of the acquisition included: • obtaining the share purchase agreement and understanding the transaction; • ensuring that the transaction had been accounted for in compliance with AASB 3 Business Combinations; • evaluating management's assessment of the fair value of the consideration; • evaluating management's assumptions for determining the fair value of consideration paid and net assets acquired; and • assessing the appropriateness of the Group's disclosures relating to this acquisition in accordance with the disclosure requirements of AASB 3.
Impairment of Intangibles Refer to Note 13 in the financial statements	
The Group has recognised goodwill of $11 million relating to its acquisition of Resource Connect Holdings Pty Ltd, Icuro Pty Ltd and controlled entities. As the acquisition has only recently occurred, the goodwill recognised on consolidation is presented as a provisional amount pending further assessment of the value of identifiable intangibles assets acquired. This was considered a Key Audit Matter due to the materiality of the goodwill balance, and because the directors' assessment of the 'value-in-use' of the cash generating unit ("CGU") involves judgements about the future underlying cash flows of the business and the discount rates applied to it.	Our audit procedures in relation to management's impairment assessment included: • Assessing management's value-in-use methodology of the CGU to which the goodwill is allocated to; • Challenging the reasonableness of key assumptions used in management's value-in-use calculations, including the cash flow projections, discount rates, and sensitivities used; and • Assessing the appropriateness of the Group's disclosures relating to intangibles impairment in accordance with the disclosure requirements of AASB 136.

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 2018, 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.

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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf.

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 20 of the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of Orcoda Limited, for the year ended 30 June 2018, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

RSM

RSM AUSTRALIA PARTNERS

Philip A Ransom

P A RANSOM
Partner

Dated: 27 September 2018
Melbourne, Victoria

ADDITIONAL INFORMATION

Additional information required under ASX Listing Rule 4.10 and not shown elsewhere in this Annual Report is as follows. This information is current as at 14 September 2018.

(a) Substantial Shareholders

The names of the Substantial Shareholders listed in the Company's Register as at 14 September 2018 post 75:1 consolidation:

Shareholder	No. of Shares
HSBC Custody Nominees (Australia) Limited – A/C	11,615,066
Halcyon United Pty Ltd <Mcintosh Family No 1 A/C >	8,764,104
Hardman FIFO Pty Ltd <Hardman FIFO A/C >	8,764,104
Janegold Pty Ltd <CICO A/C >	8,764,104
Ravenslea Nominees Pty Ltd <Tamlin Super Fund A/C>	8,780,104
Dymocks Securities Pty Ltd	5,432,714

This table discloses Relevant Interests in shares as defined by the Corporations Act and does not reflect beneficial interests in shares.

(b) Twenty Largest Shareholders

The names of the twenty largest shareholders fully paid shares in the Company at 14 September 2018 post 75:1 consolidation are:

		No. of Ordinary Fully Paid Shares Held	Percentage Held Issued Ordinary Capital
1.	HSBC Custody Nominees (Australia) Limited – A/C	11,615,066	12.98
2.	Ravenslea Nominees Pty Ltd <Tamlin Super Fund>	8,780,104	9.80
3.	Hardman FIFO Pty Ltd <Hardman FIFO A/C >	8,764,104	9.79
4.	Janegold Pty Ltd <CICO A/C >	8,764,104	9.79
5.	Halcyon United Pty Ltd <Mcintosh Family No 1 A/C >	8,764,104	9.79
6.	Dymocks Securities Pty Ltd	5,432,714	6.07
7.	Loyal Strategic Investment Ltd	3,145,228	3.52
8.	Morgan Stanley Securities (Nominee) Pty Ltd <No 1 AC >	2,065,539	2.31
9.	Citicorp Nominees Pty Limited	1,549,978	1.73
10.	Sino Oz Limited	1,429,247	1.60
11.	Jamajon Pty Limited	1,088,693	1.22
12.	Ocean Magic Investments Ltd (Hong Kong Crn 1621842)	1,082,312	1.21
13.	SGA Services Pty Ltd	991,949	1.11
14.	Mr Peter Tracy/Mrs Adrienne Tracy<P&A Tracy Super Fund	991,949	1.11
15.	Tandragee Pty Ltd	690,804	0.77
16.	Mr Zani Ilyazovski	675,444	0.75
17.	Blamnco Trading Pty Ltd	666,667	0.75
18.	Mr Shige Zhang	666,667	0.75
19.	I T S Worldwide Limited	609,867	0.68
20.	Coolgardie Units Pty Ltd <Coolgardie A/C>	500,834	0.56
		68,173,290	76.20%

SHAREHOLDER INFORMATION (Cont.)

(c) Distribution of Shareholders post consolidation

(i) Ordinary Shareholders

Spread of Holding	Holders	Shares Held	% of Issued Capital
1 - 1,000	1,105	449,106	0.50
1,001 - 5,000	803	1,844,334	2.06
5,001 - 10,000	248	1,748,296	1.95
10,001 - 100,000	360	9,345,264	10.44
100,001 and over	54	76,089,032	85.04
	2,570	89,476,032	100.00

(d) Less than marketable parcels of ordinary shares post consolidation

There are 1,541 shareholders with unmarketable parcels totalling 1,096,519 shares.

(e) Options over Unissued Shares

A total of 4,380,355 unlisted options are on issue.

(f) Restricted Securities

The Company had no restricted securities on issue as at 14 September 2018 .

(g) Voting Rights

In accordance with the Constitution each member present at a meeting whether in person, or by proxy, or by power of attorney, or in a duly authorised representative in the case of a corporate member, shall have one vote on a show of hands, and one vote for each fully paid ordinary share, on a poll. Option holders have no voting rights.

(h) On-Market Buy-Backs

There is no current on-market buy-back in relation to the Company’s securities.

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