



Odin Energy Ltd
14 Emerald Tce
West Perth WA 6005
ABN 75 124 491 416

INTERIM FINANCIAL REPORT

FOR THE HALF YEAR ENDED 30 JUNE 2018

THE INFORMATION CONTAINED IN THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH ODIN ENERGY LTD'S FULL YEAR REPORT FOR THE YEAR ENDED 31 DECEMBER 2017 AND ANY PUBLIC ANNOUNCEMENTS MADE BY THE COMPANY IN ACCORDANCE WITH THE CONTINUOUS DISCLOSURE OBLIGATIONS ARISING FROM THE CORPORATIONS ACT 2001 AND THE ASX LISTING RULES.

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CORPORATE INFORMATION

Directors

Chairman	Alex Bajada
Non-Executive Director/Company Secretary	Roland Berzins
Non-Executive Director	David Ballantyne

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West Perth WA 6005
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West Perth WA 6872

Auditors Grenwich & Co Audit Pty Ltd
Level 2, 267 St Georges Terrace
Perth WA 6000

Solicitors CX Law Pty Ltd
1202 Hay Street
West Perth
WA 6005

Bank National Australia Bank
1232 Hay St
West Perth WA 6005

Stock exchange listings Odin Energy Limited shares are listed on the
Australian Stock Exchange under the code ODN

Website Address www.odinenergy.com.au

DIRECTORS' REPORT

Your directors present their report of Odin Energy Ltd (or “the Company”) for the half year ended 30 June 2018.

DIRECTORS

The following persons have been directors of Odin Energy Ltd during the half year and up to and including the date of this report.

Alex Bajada	(Chairman)
Roland Berzins	(Director / Company Secretary)
David Ballantyne	(Director)

PRINCIPAL ACTIVITIES

The principal activity of the Company during this half year was a continuation of the proposed acquisition of gridComm Pte Ltd (“gridComm”), a Singapore incorporated company operating in the technology sector, enabling data communications across existing power grid systems in cities to achieve control and cost savings not previously considered possible.

OPERATING RESULTS

The net operating loss of the Group for the half-year ended 30 June 2018 after income tax amounted to \$25,048 (Half Year to 30 June 17: loss \$20,663).

DIVIDENDS PAID OR RECOMMENDED

No dividend was paid or declared during the period and the Directors do not recommend the payment of a dividend.

REVIEW OF OPERATIONS

The Company continued to work on moving the gridComm acquisition forward, based upon the revised Memorandum of Understanding executed by gridComm, Austasia Industrial Pty Ltd (special purpose vehicle) and the Company in June 2018.

On 12th January 2018, 8th March 2018 and 18th May 2018 the Company provided updates to the market predominantly on gridComm’s Asian activities in Vietnam, Indonesia, Hong Kong, and Singapore, but also on its activities in South Africa. These announcements also dealt with the following new product developments:

- The SLC 500 SN, a hybrid power communication smart light controller which can operate through power line or wireless channels; and
- DPS, a combination of the gridComm digital power supply with its proven, reliable high noise immunity data communications.

SIGNIFICANT EVENTS AFTER BALANCE DATE

In November 2018 the Company lodged its annual reports in respect of the years ended 31 December 2016 and 31 December 2017, and its half year report for the six months ended 30 June 2017.

On 31 December 2018 a further update was provided to the market, noting current gridComm activity and the Company's efforts to find similar type projects to add scale to the current gridComm offering.

AUDITOR'S INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires the consolidated entity's auditors, Greenwich & Co Audit Pty Ltd to provide the directors with a written Independence Declaration in relation to their review of the financial report for the period ended 30 June 2018. The written Auditor's Independence Declaration can be found on page 4 and forms part of this Director's Report.

Signed in accordance with a resolution of the Directors.

A handwritten signature in black ink, appearing to read 'A BAJADA', with a horizontal line extending to the right from the end of the signature.

A BAJADA
Chairman
Perth, 31 May 2019

Auditor's Independence Declaration

To those charged with the governance of Odin Energy Limited

As auditor for the review of Odin Energy Limited for the half-year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

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

Greenwich & Co Pty Ltd

Greenwich & Co Audit Pty Ltd

Nicholas Hollens

Nicholas Hollens
Managing Director

31 May 2019
Perth

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 30 JUNE 2018**

	Notes	Company	Group
		Half-Year ended 30 June 2018 \$	Half-Year ended 30 June 2017 \$
Continuing operations			
Interest income		360	-
Accounting and audit expenses		(4,250)	(11,327)
Consultancy expenses		-	7,000
Legal expenses		(15,532)	(6,616)
Regulatory expenses		(1,246)	(3,878)
Travel expenses		-	(5,701)
Administrative expenses		(3,006)	(141)
Interest expense		(1,374)	-
(Loss) before income tax from continuing operations		(25,048)	(20,663)
Income tax expense		-	-
(Loss) after income tax from all operations		(25,048)	(20,663)
Other comprehensive income		-	-
Total comprehensive (loss) for the half year		(25,048)	(20,663)
 (Loss) per share from continuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted (loss) per share (cents)	8	(0.16)	(0.13)
 (Loss) per share from continuing and discontinuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted (loss) per share (cents)	8	(0.16)	(0.13)

The above Statement of Profit or Loss and Other Comprehensive Income above should be read in conjunction with the notes to the Half-Year Financial Statements.

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2018

		Company	Company
		30 June 2018	31 December
	Notes	A\$	2017 A\$
Assets			
Current Assets			
Cash and cash equivalents		19,526	25,698
Trade and other receivables		353,884	324,307
Total current assets		373,410	350,005
Total assets		373,410	350,005
Current liabilities			
Trade and other payables	7	1,921,017	1,974,999
Borrowings		307,794	205,359
Other-share subscription monies received		20,000	20,000
Total current liabilities		2,248,811	2,200,358
Total liabilities		2,248,811	2,200,358
Net (liabilities)		(1,875,401)	(1,850,353)
Equity			
Contributed Equity		15,747,058	15,747,058
Accumulated losses		(17,622,459)	(17,597,411)
Total Equity		(1,875,401)	(1,850,353)

The Statement of Financial Position should be read in conjunction with the accompanying notes to the financial statements.

STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 30 JUNE 2018

	Company	Group
	Half-Year ended	Half-Year ended
	30 June 2018	30 June 2017
	\$	\$
Cash flows from operating activities		
Payments to suppliers and employees	(79,749)	(103,232)
Net cash (used in) operating activities	<u>(79,749)</u>	<u>(103,232)</u>
Cash flows from investing activities		
Loans from/(to) other entities	-	-
Net cash flows (used in) financing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from issue of capital	-	65,000
Loans	(28,859)	-
Proceeds from borrowings	102,436	123,096
Net cash flows provided by financing activities	<u>73,577</u>	<u>188,096</u>
Net decrease/(increase) in cash and cash equivalents	(6,172)	84,864
Cash and cash equivalents at the beginning of the financial period	<u>25,698</u>	<u>3,515</u>
Cash and cash equivalents at the end of the financial period	<u>19,526</u>	<u>88,379</u>

The above Statement of Cash flows should be read in conjunction with the notes to the Half-Year Financial Statements.

STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 30 JUNE 2018

For the half-year ended 30 June 2018	Issued capital \$	Foreign exchange reserve \$	Accumulated losses \$	TOTAL \$
Balance at the beginning of the period 1 January 2018	15,747,058	-	(17,597,411)	(1,850,353)
(Loss) for the period	-	-	(25,048)	(25,048)
Total comprehensive income for the half year	-	-	(25,048)	(25,048)
Transactions with owners in their capacity of owners				
Issue of share capital	-	-	-	-
Total transactions with owners	-	-	-	-
Balance as at 30 June 2018	15,747,058	-	(17,622,459)	(1,875,401)

For the half-year ended 30 June 2017	Issued capital \$	Foreign exchange reserve \$	Accumulated losses \$	TOTAL \$
Balance at the beginning of the period 1 January 2017	15,747,058	-	(18,680,850)	(2,933,792)
(Loss) for the period	-	-	(20,663)	(20,663)
Total comprehensive income for the half year	-	-	(20,663)	(20,663)
Transactions with owners in their capacity of owners				
Issue of share capital	-	-	-	-
Total transactions with owners	-	-	-	-
Balance as at 30 June 2017	15,747,058	-	(18,701,513)	(2,954,455)

The above Statement of Changes in Equity above should be read in conjunction with the notes to the Half-Year Financial Statements.

NOTES TO THE HALF -YEAR FINANCIAL REPORT

1. REPORTING ENTITY

Odin Energy Limited (“Odin” or the “Company”) is a for profit company domiciled in Australia. The interim financial statements of the Company as at, and for the half year ending, 30 June 2018 comprise the Company only. The Company disposed of all of its subsidiaries during the year ended 31 December 2016, so the current half-year figures and comparative figures comprise the Company only.

The annual financial statements of the entity as at and for the year ended 31 December 2017 are available from the ASX website or the Company’s registered office at 14 Emerald Terrace, West Perth, WA 6005.

2. BASIS OF REPARATION OF HALF – YEARLY REPORT

Statement of Compliance

These half year financial statements are general purpose financial statements for the half-year reporting period ended 30 June 2018, and have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134 *Interim Financial Reporting*: They do not include all of the information required for full annual financial statements, and should be read in conjunction with the financial statements of the Company for the year ended 31 December 2017. These half year financial statements comply with IAS 34 *Interim Financial Reporting*. These half year financial statements were approved by the Board of Directors on 31 May 2019.

3. *Significant Accounting Policies*

All accounting policies applied by the Group in these half-year financial statements are the same as those applied by the Company in its financial statements as at, and for the year ending, 31 December 2017.

4. *Estimates*

The preparation of these half year financial statements require management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these half year financial statements the significant judgements made by management in applying the Company’s accounting policies and the key sources of estimation of uncertainty were the same as those applied to the financial report for the year ended 31 December 2017.

These half year financial statements have been prepared on the basis of historical cost. Cost is based on the fair value of consideration given in the exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of these half year financial statements are consistent with those adopted and disclosed in the Company’s 2017 annual

report for the financial year ended 31 December 2017. These accounting policies are consistent with Australian Accounting Standards and International Financial Reporting Standards.

5. SEGMENT INFORMATION

The Company currently only operates in Australia. It currently has no operational businesses, and therefore, no current business segment. Should it finalise the acquisition of gridComm the new group will operate in Singapore in the technology sector, enabling data communications across existing power grid systems in cities to achieve control and cost savings not previously considered possible.

6. GOING CONCERN

These half year financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group has incurred a net loss after tax for the half year ended 30 June 2018 of \$25,048 (half year ended 30 June 2017: loss \$20,663) and experienced net cash outflows from operations of \$79,749 (half year ended 30 June 2017: \$103,232). As at 30 June 2018, the Company had net liabilities of \$1,875,401 (31 December 2017: net liabilities of \$1,850,353). These conditions indicate uncertainty that may cast significant doubt as to whether the Company will be able to 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 these financial statements.

Effective 31st December 2017 a significant number of creditors agreed to write off the majority of their debts, totalling \$1,457,029. This was the reason that the Company produced a profit for the year ended 31 December 2017 of \$1,083,439. Without this the loss for the year would have been \$373,590. The same creditors also agreed to convert the balance of what they were owed (excluding GST), being \$1,133,311 as at 31st December 2017, into fully paid ordinary shares at an agreed value of 10 cents per share, subject to the Company obtaining re-admission to official quotation on ASX. Shareholder approval will be required for this proposed issue of shares. These debt arrangements continue the balance sheet clean-up which was started with the disposal of the Company's oil and gas assets in the 2016 financial year.

As a result of the debt forgiveness of \$1,457,029 and conditional conversions to equity outlined above, the directors believe that there are sufficient funding strategies and alternatives to meet the Company's small working capital requirements and believe the Company will be able to raise funds in the future. The directors have reviewed the business outlook and are of the opinion that the use of the going concern basis of accounting is appropriate, especially with the potential acquisition of gridComm. As such, the directors believe that they will continue to be successful in securing additional funds as and when the need to raise working capital arises in order for the Company to pay its debts as and when they fall due for at least one year from the date of this financial report.

The major shareholders, the directors and related entities remain committed to ensuring the Company remains a going concern. This is evidenced by the debt arrangements referred to above.

However, the directors recognise that the ability of the Company to continue as a going concern and to pay its debts as and when they fall due is dependent on the ability of the Company to securing additional funding through either the issue of further shares, options and/or convertible notes.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different from those stated in the financial report.

This half year financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

7. TRADE AND OTHER PAYABLES

Effective 31 December 2017, a significant number of parties agreed to write off amounts owed to them by the Company, totalling \$1,457,029, and which is excluding the GST component which the Company can recover. The same creditors also agreed to convert the balance of what they were owed (excluding GST), being \$1,133,311 as at 31st December 2017, into fully paid ordinary shares at an agreed value of 10 cents per share, subject to the Company obtaining re-admission to official quotation on ASX.

8. EQUITY SECURITIES

There were no new issues of any securities during the half year ended 30 June 2018, or during the year ended 31 December 2017. As at 30 June 2018 and as at 31 December 2017 there were 16,077,466 fully paid ordinary shares on issue, and no options. There were no movements in Converting Preference Shares during the half year ended 30 June 2018 or during the year ended 31 December 2017.

The Company does not have authorised capital or par value in respect of its issued shares. The holders of ordinary shares are entitled to receive dividends if declared and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regard to the Company's residual assets.

9. COMMITMENTS AND CONTINGENT LIABILITIES

There were no commitments as at 30 June 2018.

There is a success fee due to AAG Management Pty Ltd ("AAG"), should the gridComm transaction (or another transaction introduced by AAG) proceed, of \$250,000 (net of GST).

10. EVENTS SUBSEQUENT TO BALANCE DATE

In November 2018 the Company lodged its annual reports in respect of the years ended 31 December 2016 and 31 December 2017, and its half year report for the six months ended 30 June 2017.

On 31 December 2018 a further update was provided to the market, noting current gridComm activity and the Company's efforts to find similar type projects to add scale to the current gridComm offering.

**DIRECTORS DECLARATION
FOR THE HALF-YEAR ENDED 30 JUNE 2018**

In the opinion of the directors of Odin Energy Limited (“the Company”):

1. the financial statements and notes set out on pages 5 to 11:
 - (a) giving a true and fair view of the financial position of the Company as at 30 June 2018 and of its performance, as represented by the results of its operations and cash flows for the half year ended on that date; and
 - (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors.



Alex Bajada
Director

Dated at West Perth this 31st day of May 2019



Independent Auditor's Review Report

To the members of Odin Energy Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Odin Energy Limited, which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of Odin Energy Limited's financial position as at 30 June 2018 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Odin Energy Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Independence

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

Conclusion

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

- (i) giving a true and fair view of the Odin Energy Limited's financial position as at 30 June 2018 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Emphasis of matter - Inherent uncertainty regarding continuation as a going concern

Without modifying our conclusion, we draw attention to Note 6, which outlines that the going concern basis is dependent upon the ability of Odin Energy Limited to raise additional capital in the form of equity, the continued financial support of current creditors and/or completion of the acquisition of gridComm Pte Ltd.

As a result, there is material uncertainty related to events or conditions that may cast significant doubt on Odin Energy Limited's ability to continue as a going concern, and therefore whether it will realise its asset and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Greenwich & Co Pty Ltd

Greenwich & Co Audit Pty Ltd

Nicholas Hollens

Nicholas Hollens
Managing Director

31 May 2019
Perth