



ABN 43 147 799 951

ANNUAL REPORT

FOR THE YEAR ENDED

30 JUNE 2015

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Directors

Mr Frank Hurley – Non-Executive Chairman
Mr John Toll – Non-Executive Director
Mr Stuart Richardson – Non-Executive Director
Mr Mark Niutta – Non-Executive Director

Chief Executive Officer

Mr Steven Wildisen

Company Secretary

Mr Matthew Foy

Registered Office

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Stock Exchange

Australian Securities Exchange Limited (ASX)
Home Exchange – Perth
Ticker: XTD

Australian Company Number

ACN 147 799 951

Australian Business Number

ABN 43 147 799 951

Auditors

BDO (Audit) WA Pty Ltd
38 Station Street
Subiaco WA 6008

Solicitors

GTP Legal
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West Perth WA 6005

Bankers

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Share Registry

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Domicile and Country of Incorporation

Australia

The Directors submit their report on the consolidated entity (referred to hereafter as the **Group**) consisting of XTD Limited (the **Company, XTD**) and the entities it controlled for the year ended 30 June 2015.

1. DIRECTORS AND COMPANY SECRETARY

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for the entire year unless otherwise stated.

Mr Stuart Richardson - Non-Executive Director

Mr Richardson has experience in capital markets in both Australia and overseas in the field of stockbroking and investment banking. He is a founding director of Blackwood Capital Limited, an Australian based investment bank operating in capital markets, advisory services and funds management in equities and private equity funds. He holds a Bachelor of Business from the Swinburne University of Technology, Melbourne, Australia, and is a CPA.

Mr Richardson is not currently a director of any other listed Company. In the last three years Mr Richardson was a director of UnderCoverWear Limited (resigned 4 November 2014).

Frank Hurley - Non-Executive Chairman (appointed 19 December 2014)

Mr Hurley is currently the Chief Executive Officer of Wrays Pty Ltd and Managing Director of Wrays Lawyers. Wrays specialise in protection of intellectual property in Western Australia. Mr Hurley is also a Board member of Focus Mobile Media and Discovery Capital and was previously responsible for international and national business development for one of Australia's largest law firms. Mr Hurley has consulted to a number of industries including, mining, aviation, banking and law. Mr Hurley has also lectured at MBA level in a number of universities in Western Australia.

Mr Hurley is not currently a director of any other listed company. In the last three years Mr Hurley has not held any other directorships.

Mark Niutta - Non-Executive Director (appointed 19 December 2014)

Mr Niutta has been involved in stockbroking since working for the Perth Stock Exchange (now ASX) in 1986. He was previously an authorised representative specialising in capital raisings and giving advice to retail clients involving the purchase and sale of listed equities. Mr Niutta spent 13 years with Morgan Stockbroking Perth (Now RBS Morgans).

Mr Niutta is not currently a director of any other listed company. In the last three years Mr Niutta has not held any other directorships.

John Toll - Non-Executive Director (appointed 19 December 2014)

Mr Toll is a Director of Azure Capital Ltd, a boutique advisory firm based in Perth, Western Australia. Prior to joining Azure Capital Ltd, Mr Toll spent over two years working for a UK-based investment bank offering equity capital markets and advisory services to an international client base. With a particular focus on the natural resources sector, he advised clients in Europe, Africa, South America and Asia. He has experience in mergers and acquisitions, capital raisings and IPOs. Mr Toll started his career within the assurance and advisory division of KPMG in Perth.

Mr Toll graduated from the University of Western Australia in 2000 with a Bachelor of Commerce majoring in Accounting and Finance. Mr Toll also completed the Institute of Chartered Accountants CA Program and a Graduate Diploma in Applied Finance.

Mr Toll is not currently a director of any other listed company. In the last three years Mr Toll has not held any other directorships.

Mr Jeremy Bond - Non-Executive Director (resigned 19 December 2014)

Mr Bond graduated from the University of Western Australia with a Bachelor of Commerce (Accounting and Finance), Bachelor of Economics (International Banking) and Bachelor of Arts (Political Science). Mr Bond is currently a fund manager and founder of Terra Capital, a small cap natural resource fund based in Australia. This fund invests in both public and private resource deals throughout the world.

Mr Benjamin Bussell, Non-Executive Director (resigned 19 December 2014)

Mr Bussell is a Senior Accountant with over 14 years' experience in public accounting, corporate accounting and taxation. He is currently the Chief Financial Officer of several ASX listed mineral exploration companies.

Mr Matthew Foy, Company Secretary

BCom, GradDipAppFin, GradDipACG, SAFin, AGIA, ACIS

Mr Foy, previously a Senior Adviser at the ASX has five years' experience in facilitating the compliance of listed companies. Mr Foy is a member of Governance Institute of Australia, has a Graduate Diploma (Applied Finance) from FINSIA and a B.Com from the University of Western Australia. Mr Foy is Company Secretary to several ASX listed companies.

2. DIRECTORS' SHAREHOLDINGS

The following table sets out each current Director's relevant interest in shares and rights or options to acquire shares of the Company or a related body corporate as at the date of this report.

	Fully Paid Ordinary Shares	Performance Shares
Mr Frank Hurley	5,086,832	5,850,015
Mr Stuart Richardson	2,072,598	-
Mr Mark Niutta	5,830,515	5,850,015
Mr John Toll	1,645,505	-
	<u>14,635,450</u>	<u>11,700,030</u>

3. DIVIDENDS

No dividend has been paid during the year and no dividend is recommended for the year.

4. DIRECTORS' MEETINGS

The following directors' meetings (including meetings of committees of directors) were held during the year and the number of meetings attended by each of the directors during the year were:

2015	Directors' meetings eligible to attend	Directors' meetings attended
Directors		
Frank Hurley (appointed 19/12/2014)	7	7
Stuart Richardson	7	7
John Toll (appointed 19/12/2014)	7	7
Mark Niutta (appointed 19/12/2014)	7	7
Jeremy Bond (resigned 19/12/2014)	-	-
Benjamin Bussell (resigned 19/12/2014)	-	-

For details of the function of the Board, Audit Committee and Remuneration Committee, please refer to the Corporate Governance Statement on the Company's website.

5. PRINCIPAL ACTIVITIES

XTD Limited is an Australian-based emerging service provider to the growing Out-of-Home Advertising (**OOH Advertising**) sector.

6. REVIEW OF OPERATIONS

XTD Ltd Reverse Takeover and Re-Listing

During the Period, XTD Ltd (formerly White Eagle Resources Limited) acquired all of the securities in Lunalite International Pty Ltd (**Lunalite**) via a reverse takeover offer. The takeover was effected through a share sale and purchase agreement between XTD Ltd and all of the shareholders of Lunalite. Shareholders of Lunalite International Ltd received 40 new XTD Ltd shares for every 1 Lunalite shares held, on a pre-consolidation basis.

The acquisition of Lunalite was subject to the satisfaction of a number of conditions precedent outlined below and resulted in White Eagle acquiring up to 100% of the issued capital of Lunalite.

Under the terms of the acquisition agreement, White Eagle acquired 100% of Lunalite for the following consideration:

- 78,750,297 ordinary shares (post-Consolidation) to the Vendors (or their nominees);
- The Company also issued 28,500,076 Performance Shares (post-Consolidation) to key management personnel associated with Lunalite, which may convert into ordinary shares upon achievement of the following milestones:
 - 4,500,013 upon successful installation and first revenue to LUN from the Queensland Contract (Class A Performance Shares);

- 4,500,013 upon the Security Mobile Application being developed and either being adopted by one rail operator or achieving a minimum of 200,000 subscribers (Class B Performance Shares);
- 4,500,013 upon Lunalite generating total net revenue of at least \$5 million in any 12 month period (Class C Performance Shares); and
- 15,000,037 upon Lunalite being awarded an off-shore XTD contract of at least 40 screens and that contract being successfully installed and generating revenue to Lunalite (Class D Performance Shares).

Lunalite was deemed the acquirer for accounting purposes as it owned 72.51% of the consolidated entity following completion. The acquisition of Lunalite by XTD Ltd is not deemed to be a business combination, as XTD Ltd is not considered to be a business under AASB 3 Business Combinations.

As such the consolidation of these two companies was on the basis of the continuation of Lunalite with no fair value adjustments, whereby Lunalite was deemed to be the accounting parent. Therefore the most appropriate treatment for the transaction was to account for it under AASB 2 'Share Based Payments', whereby Lunalite is deemed to have issued shares to XTD Ltd Shareholders in exchange for the net assets held by XTD Ltd. The Comparative information presented in the Consolidated Financial Statements is that of Lunalite, as presented in its audited financial statements for the year ended 30 June 2014.

Additionally, on 24 October 2014, White Eagle Resources Ltd obtained shareholder approval to change its name to XTD Ltd. The Company also obtained shareholder approval to consolidate its share capital on the basis of 1 share for every 13.3333 shares held on the Record Date. On 19 December 2014 XTD Ltd announced that it had received 100% acceptances from Lunalite's shareholders and on 23 December 2014 was re-listed on the ASX.



Figure 1: Operational Cross-Track Digital Media system at Central Station, Melbourne.

About Lunalite

Lunalite is an emerging service provider to the growing Out-of-Home Advertising sector. In Australia in 2013, total revenue from the OOH Advertising Sector was estimated to be \$543.8 million¹ across formats including billboards, street furniture, taxis, bus and tram externals, and airports.

Lunalite's specific initial focus within the OOH Advertising Sector is rail stations. Globally, hundreds of millions of commuters use rail stations every day and media companies throughout the world understand the financial benefits of advertising to commuters as they wait for their trains, namely:

- Large volume captive audiences with long dwell times; and
- Audience demographics for various locations can be well specified.

Through its proprietary XTD system, Lunalite has designed a solution which gives the advertising market a medium to provide digital advertising to rail commuters from a cross track location whilst they await their train. To date, cross track advertising within train stations globally has largely been accomplished via static media posters which are expensive to print and mount, difficult to maintain / change (by virtue of their location) and losing appeal in a market becoming increasingly dominated by digital alternatives.

The key attributes of Lunalite's XTD system include:

- Custom engineered large format digital LED screens with stereo sound to display TV commercials.
- Wirelessly coupled to a proprietary XTD train approaching system.
- Dynamic content management system software which enables adverts to be changed wirelessly at any time.
- Meets OHS and regulatory requirements to satisfy both government and rail operator requirements as evidenced by completion of successful 6 month trials in both Melbourne and Queensland.
- Offers a server platform to install phase two of the XTD package – "the App" to provide a personalised rail security and direct advertising capability.

Queensland Rail Contract Installation

On 4 June 2015, the Company announced it had completed installing the Queensland Rail (QR) contract which commenced on 19 January 2015.

The installation represents the world's first, designed for metro rail, large format cross-track digital media system and uses billboard-size LED video displays coupled to high definition sound to broadcast advertising and information to metro train commuters.

¹ <http://www.oma.org.au/facts-and-figures/industry-performance>



Figure 2: XTD's open-air digital cross-track installation in Brisbane

The Company has an exclusive seven-year contract with Queensland Rail to operate the cross-track digital media and sound systems that have been installed in a multiple of Brisbane's busiest metro stations, operating in both below ground and open air locations.

Passenger traffic on Queensland Rail City Services has now reached 55 million customers annually, fueled by strong population growth in South East Queensland and an increasing trend toward using public transport.

XTD also has a seven-year contract with Metro Trains Melbourne Pty Ltd (**MTM**) operating 32 XTD digital video displays within many of the city's underground rail stations. The Melbourne XTD system has been fully operational since October 2014.

On 8 April 2015, XTD announced it had signed an agreement with APN Outdoor Group Limited (ASX: APO) for advertising rights for its new system within the Brisbane metro rail network.

Appointment of Vice President of USA Operations

XTD is focusing on the USA into 2015 as a key market for the system. Chief Executive Steve Wildisen and senior members of the XTD commercial team have visited the USA and met with some of the largest outdoor advertising groups, technology companies and media buyers.

On 18 February 2015 the Company advised of the appointment of David Gibbs as vice president of its USA operations. Having identified USA as the next key area of growth, XTD is confident David Gibbs is the ideal candidate due to his extensive experience and expertise in the market.

Mr Gibbs is one of the world's most experienced out-of-home media specialists. He is the former global director of Eye Shop, an international outdoor advertising-specialist network and he is also a former CEO and president of Eye USA, based in New York. He is credited with co-creating the world's largest permanent network of mobile-enabled Out-of-Home advertising displays; transforming customer engagement practices and developing superior relationship philosophies to accelerate business results.

At Eye USA, Mr Gibbs led the acquisition of two companies, built the business' infrastructure and partnerships, led the construction and installation of panels across 60 centres in 27 states, leading Eye USA to become the

largest mall-media operator over a three-year period and trebling its revenue over four years. He is also a former board member of the Outdoor Advertising Association of America.

CORPORATE

Re-compliance with Chapters 1 & 2 of the ASX Listing Rules

The acquisition of Lunalite resulted in a change in the Company's nature and scale of activities and required shareholder approval under Chapter 11 of the ASX Listing Rules. The acquisition also required the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules (**Recompliance**). On 24 October 2014, shareholders approved, amongst other things, the acquisition of Lunalite, a 1:13.3333 consolidation of the Company's issued capital and approval to change the Company's name to XTD Limited.

Capital Raising

On 4 November 2014 the Company lodged a Prospectus to raise \$3 million at 20 cents per share. The offer closed on 28 November 2014 fully subscribed. All conditions precedent to the completion of the acquisition of 100% of the issued capital of Lunalite were satisfied and the Company issued 78,750,297 ordinary shares and 28,500,076 Performance Shares in consideration for the acquisition. Following close of the offer and satisfaction of the conditions precedent, the Company worked with ASX to satisfy the listing requirements under Chapters 1 and 2 of the ASX Listing Rules and achieved reinstatement to trading on 23 December 2014.

Board Appointments

Following completion of the Transaction the Company announced the appointment of Frank Hurley, John Toll and Mark Niutta as Non-Executive Directors. Steve Wildisen was also appointed as Chief Executive Officer of the Company.

Corporate Governance

The Board of Directors of XTD Limited is responsible for the corporate governance of the consolidated entity. The Board guides and monitors the business and affairs of XTD Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

XTD Limited's corporate governance practices were in place throughout the year ended 30 June 2015 and were compliant with the ASX Governing Council's best practice recommendations, unless otherwise stated.

Information on Corporate Governance is available on the Company's website at:

<http://xtd.tv/investor-information/>

7. FINANCIAL RESULTS

The cash and cash equivalents as at 30 June 2015 totalled \$955,929 (2014: \$276,373). The net asset position as at 30 June 2015 was \$4,878,417 (2014: \$1,367,702). The net loss after tax for the year attributable to the members of the Group was \$8,943,251 (2014: \$1,222,046).

8. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 19 December 2014 the Company advised it had completed the 100% acquisition of Lunalite International Pty Ltd. The Company was renamed XTD Limited and commenced operations in cross track digital media installation and service provision.

9. EVENTS SINCE THE END OF THE FINANCIAL YEAR

On 1 September 2015, XTD announced that it was preparing to launch a new technology that provides a platform for the exchange of content and data between the Company's screen networks and people's mobile devices.

Subsequent to the period the Company advised that the following securities were released from escrow:

- 10,400,061 fully paid ordinary shares on 2 July 2015; and
- 3,150,013 fully paid ordinary shares on 22 August 2015.

On 27 July 2015 the Company obtained approval from shareholders to dispose of Contact Light Pty Ltd (previously Protecht Pty Ltd) by raising up to \$1,500,000 through the direct issue of shares at \$1.00 per share in Contact Light Pty Ltd which will result in dilution of the Company's interest by up to 48%. The Company initially will retain a controlling interest of at least 52% of Contact Light Pty Ltd.

In addition on 25 August 2015, 4,500,013 Class A Performance Shares were converted into 4,500,013 fully paid ordinary shares following satisfaction of the Class A Performance Shares milestone being first revenue from the Queensland Contract.

No other matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect:

- (i) the Group's operations in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the Group's state of affairs in future financial years.

10. LIKELY FUTURE DEVELOPMENTS, PROSPECTS AND EXPECTED RESULTS OF OPERATIONS

The Directors intend to remain focussed on operations in cross track digital media installation and service provision.

11. ENVIRONMENTAL REGULATIONS

The Group is not subject to any significant environmental regulations under either Commonwealth or State legislation. The Board is not aware of any breach of environmental requirements as they apply to the Group.

12. GREENHOUSE GAS AND ENERGY DATA REPORTING REQUIREMENTS

The Group is cognisant of the reporting requirements under the Energy Efficiencies Opportunity Act 2006 or the National Greenhouse Energy Efficient Reporting Act 2007, and believes it has adequate processes in place to ensure compliance with these Acts.

13. REMUNERATION REPORT (Audited)

The remuneration report is set out under the following main headings:

- A Remuneration Governance
- B Remuneration Structure
- C Details of Remuneration
- D Share-based compensation
- E Equity instruments issued on exercise of remuneration options
- F Value of options to Directors
- G Equity instruments disclosures relating to key management personnel
- H Other transactions with key management personnel
- I Additional statutory information

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001. The remuneration arrangements detailed in this report are for the key management personnel of the Group as follows:

Mr Francis Hurley – Non-Executive Chairman	Appointed 19 December 2014
Mr Mark Niutta – Non-Executive Director	Appointed 19 December 2014
Mr Stuart Richardson – Non-Executive Director	
Mr John Toll – Non-Executive Director	Appointed 19 December 2014
Mr Jeremy Bond – Non-Executive Director	Resigned 19 December 2014
Mr Steven Wildisen – Chief Executive Officer	
Mr Benjamin Bussell – Chief Financial Officer/Non-Executive Director	Resigned 19 December 2014 (NED)

Use of remuneration consultants

The Company did not employ services of consultants to review its existing remuneration policies.

Voting and comments made at the Company's 2014 Annual General Meeting

The Company received 100% of "yes" proxy votes on its remuneration report for the 2014 financial year, inclusive of discretionary proxy votes. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

A Remuneration Governance

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors of the Group and Executives of the Group. The performance of the Group depends upon the quality of its key management personnel. To prosper the Group must attract, motivate and retain appropriately skilled directors and executives.

The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Group does not engage the services of any remuneration consultants.

B Remuneration Structure

Non-Executive remuneration arrangements

The remuneration of Non-Executive Directors (**NED**) consists of Directors' fees, payable in arrears. They serve on a month to month basis and there are no termination benefits payable. They do not receive retirement benefits but are able to participate in share option based incentive programmes in accordance with Group policy.

Directors are paid consulting fees on time spent on Group business, including reasonable expenses incurred by them on business of the Group, details of which are contained in the Remuneration Table disclosed in Section C of this Report. Remuneration of Non-Executive Directors are based on fees approved by the Board of Directors and is set at levels to reflect market conditions and encourage the continued services of the Directors.

The Group has provided variable remuneration incentive schemes to certain Non-Executive Directors associated with the acquisition of Lunalite as detailed in Note 26.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which will be periodically recommended for approval by shareholders. The maximum currently stands at \$250,000 per annum as per the Group's constitution and may be varied by ordinary resolution of the shareholders in general meeting.

C Details of Remuneration

The key management personnel of the Group are the Directors and management of XTD Limited detailed in the table below. Details of the remuneration of the Directors and management of the Group are set out below:

	Short-term benefits			Post-employment benefits	Share-based payment	Total \$	Percentage remuneration consisting of performance shares for the year
	Salary & fees \$	Cash bonus \$	Annual and Long Service Leave \$	Superannuation \$	Performance shares \$		
30/06/2015							
Directors							
Mr Hurley (i)	22,917	-	-	-	382,741	405,658	94%
Mr Niutta (ii)	29,600	-	-	-	382,741	412,341	93%
Mr Richardson	30,000	-	-	-	-	30,000	0%
Mr Toll (iii)	18,871	-	-	-	-	18,871	0%
Mr Bond (iv)	10,252	-	-	974	-	11,226	0%
Mr Bussell (v)	12,000	-	-	-	-	12,000	0%
Other KMP							
Mr Wildisen	75,000	-	5,769	7,125	690,303	778,197	77%
Mr Bussell (vi)	32,000	-	-	3,040	-	35,040	0%
Total	230,640	-	5,769	11,139	1,455,785	1,703,333	85%

- (i) Mr Hurley (Non-Executive Chairman) (appointed on 19 December 2014)
- (ii) Mr Niutta (Non-Executive Director) (appointed on 19 December 2014)
- (iii) Mr Toll (Non-Executive Director) (appointed on 19 December 2014)
- (iv) Mr Bond (Non-Executive Director) (appointed on 1 February 2012, resigned on 19 December 2014)
- (v) Mr Bussell (Non-Executive Director) (appointed on 27 February 2012, resigned on 19 December 2014)
- (vi) Mr Bussell was appointed CFO of the Group following completion of the Lunalite acquisition (effective 19 December 2014)

	Short-term benefits		Post-employment benefits	Share-based payment	Total \$	Percentage remuneration consisting of performance shares for the year
	Salary & fees \$	Annual and Long Service Leave \$	Superannuation \$	Performance shares \$		
30/06/2014						
Directors						
Dr Sassine (i)	-	-	-	-	-	0%
Mr Bond (ii)	9,153	-	847	-	10,000	0%
Mr Richardson	10,000	-	-	-	10,000	0%
Mr Bussell (iii)	10,000	-	-	-	10,000	0%
Total	29,153	-	847	-	30,000	0%

- (i) Dr Sassine (Non-Executive Director) (appointed on 25 February 2011, resigned 12 August 2013)
- (ii) Mr Bond (Non-Executive Director) (appointed on 1 February 2012)
- (iii) Mr Bussell (Non-Executive Director) (appointed on 27 February 2012)

For the comparative period the remuneration of the Directors and KMP reflect that of the legal entity, being XTD Limited.

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

	Fixed Remuneration		At risk – STI		At risk – LTI *	
	2015	2014	2015	2014	2015	2014
Director						
Mr Hurley	6%	-	53%	-	41%	-
Mr Niutta	7%	-	52%	-	41%	-
Mr Richardson	100%	100%	-	-	-	-
Mr Toll	100%	-	-	-	-	-
Mr Bond	100%	100%	-	-	-	-
Dr Sassine	100%	100%	-	-	-	-
Other KMP						
Mr Bussell	100%	100%	-	-	-	-
Mr Wildisen	23%	-	43%	-	34%	-

*Long term incentives are provide by way of the performance shares issued with long term performance milestones (Class B, C and D). The percentages disclosed reflect the fair value of remuneration consisting of the performance shares, based on the value of the performance shares expensed during the year.

Remuneration Policy

Non-Executive Directors

Total remuneration for all Non-executive Directors, is not to exceed \$250,000 per annum as approved by shareholders. This does not include Consulting Fees.

Non-executive directors, received a fixed fee for their services of \$36,000 per annum (excl. GST) for services performed. Mr Frank Hurley is paid an additional \$14,000 per annum as Chairman of the Board. No remuneration was paid to Mr Stuart Richardson, Mr Jeremy Bond or Mr Benjamin Bussell during the year while the Company remained suspended from trading on the ASX. Payment of Director fees to Mr Stuart Richardson resumed on completion of the Lunalite acquisition. There are currently no Executive Directors employed by the Group.

The Group has provided variable remuneration incentive schemes to certain Non-Executive Directors associated with the acquisition of Lunalite as detailed in Note 26. There are no termination or retirement benefits for non-executive directors (other than statutory superannuation).

Other KMP - Mr Steve Wildisen – Chief Executive Officer

Outlined below is a summary of the material provisions of the Executive Services Agreement between the Company and Mr Wildisen. Mr Wildisen receives an annual salary of \$175,000 plus statutory superannuation. Either party may terminate the Executive Services Agreement by giving three months written notice. A bonus based on Lunalite's KPIs will be paid as follows:

- i. \$30,000 on successful installation of the Melbourne Contract (paid prior to 19 December 2014);
- ii. \$30,000 payable 12 months from the date of completion of the Melbourne Contract should Lunalite revenue exceed \$2,000,000;
- iii. \$30,000 payable on the agreed 'security mobile application' being developed and adopted by one rail operator; and
- iv. \$50,000 on Lunalite being awarded an 'off shore' contracts for the XTD Systems to install at least 40 screens.

D Share-based Compensation

Short term and long term incentives

In the current financial year Mr Hurley, Mr Niutta and Mr Wildisen were issued performance shares in connection with the acquisition of Lunalite. These performance shares were issued to provide key management personnel and Directors effective incentives for their work and ongoing commitment and contribution to the Company.

The performance shares were issued in four classes, each with different performance milestones. Details of the performance shares issued are as follows:

Class	Director and Other KMP	Number Issued	Grant Date	Exercise Price	Expiry Date of Milestone Achievements	Underlying Share Price on Grant Date (\$)	Total Fair Value (\$)
A	Mr Hurley Mr Niutta Mr Wildisen	1,050,003 1,050,003 1,950,005	19/12/14	Nil	19/12/16	0.20	210,000 210,000 390,001
B	Mr Hurley Mr Niutta Mr Wildisen	1,050,003 1,050,003 1,950,005	19/12/14	Nil	19/12/16	0.20	210,000 210,000 390,001
C	Mr Hurley Mr Niutta Mr Wildisen	1,050,003 1,050,003 1,950,005	19/12/14	Nil	19/12/17	0.20	210,000 210,000 390,001
D	Mr Hurley Mr Niutta Mr Wildisen	3,750,009 3,750,009 6,000,015	19/12/14	Nil	19/12/19	0.20	750,002 750,002 1,200,003

The performance milestones attached with each of the classes are detailed below:

- First revenue to Lunalite from Queensland Contract. This milestone expires two years from completion of the acquisition (19 December 2014). This milestone was achieved during the 2015 financial year.
- Security mobile application being developed and either being adopted by one rail operator, or achieving a minimum of 200,000 subscribers. This milestone expires two years from completion of the acquisition (19 December 2014).
- Lunalite generating total revenue of at least \$5 million in any 12 month period. This milestone expires three years from completion of the acquisition (19 December 2014).
- Lunalite being awarded an offshore XTD contract of at least 40 screens and that contract being successfully installed and generating revenue to Lunalite. This milestone expires within five years from completion of the acquisition (19 December 2014).

Refer to Note 26 for further details in respect to the performance shares granted.

E Equity Instruments Issued on Exercise of Remuneration Options

No equity instruments were issued during the year to Directors or key management as a result of exercising remuneration options (2014: Nil).

F Value of options to Directors

No options were granted, exercised or lapsed during the year to Directors or key management as part of their remuneration (2014: Nil).

G Equity instruments disclosures relating to key management personnel

Share holdings

The numbers of shares in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2015*	Opening Balance	Received as Remuneration	Received During Year on Exercise of Options	Net Change Other	Closing Balance
Directors					
Mr Hurley	-	-	-	4,036,829	4,036,829
Mr Niutta	-	-	-	4,780,512	4,780,512
Mr Richardson	99,751	-	-	1,972,847	2,072,598
Mr Toll	-	-	-	1,645,505	1,645,505
Mr Bond	1,842,450	-	-	(1,842,450)	-
Mr Bussell	-	-	-	-	-
Other KMP					
Mr Wildisen	-	-	-	5,019,452	5,019,452
Mr Bussell	-	-	-	-	-
	1,942,201	-	-	15,612,695	17,554,896

* Figures shown on a post-consolidation basis. In December 2014 the Company completed a 1 for 13.3333 consolidation of its capital.

2014	Opening Balance	Received as Remuneration	Received During Year on Exercise of Options	Net Change Other	Closing Balance
Directors					
Mr Richardson	-	-	-	1,330,000	1,330,000
Dr Sassine	500,000	-	-	(500,000)	-
Mr Bond	10,315,936	-	-	14,250,000	24,565,936
Mr Bussell	-	-	-	-	-
	10,815,936	-	-	15,080,000	25,895,936

Deferred performance shares holdings

The table shows how many deferred performance shares were granted, vested and forfeited during the year.

	Year Granted	No Granted	Grant Date Value per Share	Vested %	Vested Number*	Forfe ited %	Financial Years in which the Shares May Vest	Maximum Value yet to Vest
Mr Hurley								
Class A	2015	1,050,003	\$0.20	100	1,050,003	-	2015	-
Class B	2015	1,050,003	\$0.20	-	-	-	2017	\$154,192
Class C	2015	1,050,003	\$0.20	-	-	-	2018	\$172,795
Class D	2015	3,750,009	\$0.20	-	-	-	2020	\$670,276
Mr Niutta								
Class A	2015	1,050,003	\$0.20	100	1,050,003	-	2015	-
Class B	2015	1,050,003	\$0.20	-	-	-	2017	\$154,192
Class C	2015	1,050,003	\$0.20	-	-	-	2018	\$172,795
Class D	2015	3,750,009	\$0.20	-	-	-	2020	\$670,276
Mr Wildisen								
Class A	2015	1,950,005	\$0.20	100	1,950,005	-	2015	-
Class B	2015	1,950,005	\$0.20	-	-	-	2017	\$286,357
Class C	2015	1,950,005	\$0.20	-	-	-	2018	\$320,905
Class D	2015	6,000,015	\$0.20	-	-	-	2020	\$1,072,441

* Deferred performance shares which vested during the period as a result of the performance milestone being achieved were issued to Directors and Other KMP on 25 August 2015.

H Other transactions with key management personnel

During the year, the Group was charged \$159,000 (2014: \$51,000) by Minerva Corporate Pty Ltd. Minerva Corporate Pty Ltd provided accountancy, company secretarial and registered office services to the Group on normal commercial terms. Benjamin Bussell is a director of Minerva Corporate. The balance owing at year end is \$10,696.

During the year, the Group was charged \$157,743 (2014: \$NIL) by Azure Capital. Azure Capital provided consultancy and management services to the Group on normal commercial terms. John Toll is a director of Azure Capital. The balance owing at year end is \$3,300.

During the year, the Group was charged \$76,611 (2014: \$NIL) by Boston First Capital. Boston First Capital provided consultancy and management services to the Group on normal commercial terms. Stuart Richardson is a director of Boston First Capital. The balance owing at year end is \$9,900.

During the year, the Group was charged \$31,570 (2014: \$NIL) by Blackwood Capital Ltd. Blackwood Capital provided consultancy and management services to the Group on normal commercial terms. Stuart Richardson is a director of Blackwood Capital. The balance owing at year end is \$NIL.

I Additional statutory information

Relationship between remuneration and the Group's performance

The following table shows key performance indicators for the Group over the last five years:

	2015	2014	2013	2012	2011
Loss for the year	\$8,943,251	\$329,114	\$683,977	\$1,320,723	\$3,506,389
Closing Share Price	21.0 cents	1.1 cents	N/A*	N/A*	9.3 cents
KMP Incentives	\$1,455,785	\$nil	\$nil	\$nil	\$100
Total KMP Remuneration	\$1,703,333	\$30,000	\$nil	\$242,068	\$147,810

* No closing share price at 30 June 2012 and 30 June 2013 due to the suspension of trading on the ASX

End of Audited Remuneration Report

14.SHARES UNDER OPTION

At the date of this report, there were no options over unissued ordinary shares in the Company on issue.

15.PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party, for the purposes of taking responsibility on behalf of the Group for all or part of those proceedings.

16.INDEMNIFYING OFFICERS

During the financial year the Group paid a premium of \$11,545 to insure the directors and officers of the company and its Australian based controlled entities against a liability incurred as such a director or officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Group has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Group against a liability incurred as such as an officer or auditor.

17.NON-AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or Group are important.

The Board of Directors advises that non-audit services were provided by the Group's auditors during the year. Details of the amounts paid or payable to the auditor for audit and non-audit services provided during the year are set out below.

The board of directors has considered the position and, in accordance with advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporation Act 2001* for the following reasons:

- All non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor.
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professionals Accountant*.

	2015	2014
	\$	\$
Non-Audit Services		
BDO (WA) Corporate Finance Pty Ltd - Investigating Accountants Report	6,120	6,732
BDO (WA) Corporate Tax Pty Ltd – Income Tax	25,757	-
Total of non- audit services provided to the Group	31,877	6,732

18.AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 30 June 2015 has been received and can be found on page 18.

Signed in accordance with a resolution of the Board of Directors.



Mr Stuart Richardson
Perth, Western Australia
Date: 29 September 2015

DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF XTD LTD

As lead auditor of XTD Ltd for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of XTD Ltd and the entities it controlled during the period.



Phillip Murdoch

Director

BDO Audit (WA) Pty Ltd

Perth, 29 September 2015

The Board of Directors of XTD is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company and its controlled entity on behalf of the shareholders by whom they are elected and to whom they are accountable.

To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of directors and for the operation of the Board.

BOARD RESPONSIBILITIES

As the Board acts on behalf of and is accountable to the shareholders, it seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge these responsibilities in a number of ways.

The responsibility for the operation and administration of the Group is delegated by the Board to the Managing Director and Company Secretary /Chief Financial Officer. The Board ensures that the Managing Director and Company Secretary /Chief Financial Officer are appropriately qualified and experienced to discharge his responsibilities, and has in place procedures to assess the performance for the Group's officers, contractors and consultants. Due to the size and scale of the Group there is no formal appointment of a Chief Executive Officer.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. It has a number of mechanisms in place to ensure this is achieved, including the following:

- Board approval of a strategic plan, designed to meet shareholder needs and manage business risk;
- implementation of operating plans and budgets by management and Board monitoring progress against budget; and
- procedures to allow directors, in the furtherance of their duties, to seek independent professional advice at the Company's expenses.

MONITORING OF THE BOARD'S PERFORMANCE AND COMMUNICATION TO SHAREHOLDERS

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the performance of all directors is to be reviewed annually by the Chairman. Directors whose performance is unsatisfactory are asked to retire.

This Corporate Governance Statement sets out the Company's current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**). The Principles and Recommendations are not mandatory. The Statement below discloses the extent to which the Company has followed the Principles and Recommendations, furthermore, the Board of the Company currently has in place a Corporate Governance Plan which is located on the Company's website at <http://xtd.tv/>.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015

	Note	30-Jun-15 \$	30-Jun-14 \$
Revenue from continuing operations	8	1,211,723	-
Other Income	8	164,529	1,639
Amortisation of intangibles		(124,470)	-
Commission expense		(421,410)	-
Consultancy fees		(325,864)	(175,168)
Depreciation expense		(603,094)	(13,551)
Finance costs	9	(90,465)	-
Personnel expenses	9	(2,312,754)	(580,801)
Motor vehicle expenses		-	(17,844)
Occupancy expenses		(27,767)	(6,006)
Professional fees	9	(150,344)	(37,997)
Project fees		-	(300,000)
Share based payments	28	(5,616,010)	-
Travelling expenses		(284,486)	(37,624)
Other expenses	9	(400,179)	(54,694)
Loss from continuing operations before income tax		(8,980,591)	(1,222,046)
Income tax benefit	10	37,340	-
Loss from continuing operations after income tax		(8,943,251)	(1,222,046)
Other comprehensive loss for the year, net of tax		-	-
Total comprehensive loss for the year		(8,943,251)	(1,222,046)
Loss for the year is attributable to:			
Owners of the Company		(8,943,251)	(1,222,046)
		(8,943,251)	(1,222,046)
Total comprehensive loss for the year attributable to:			
Owners of the company		(8,943,251)	(1,222,046)
		(8,943,251)	(1,222,046)

		<u>Cents</u>	<u>Cents</u>
Loss per share from continuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted loss per share	25	(10.4)	(2.1)

The above consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to the financial statements set out on pages 24 to 49.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2015

		30-Jun-15	30-Jun-14
	Notes	\$	\$
Current Assets			
Cash & cash equivalents	11	955,929	276,373
Trade & other receivables	12	178,701	1,537,935
Total Current Assets		1,134,630	1,814,308
Non-Current Assets			
Property, plant & equipment	13	3,772,244	97,696
Intangibles	14	746,815	871,285
Total Non-Current Assets		4,519,059	968,981
TOTAL ASSETS		5,653,689	2,783,289
Current Liabilities			
Trade & other payables	15	551,227	974,212
Borrowings	16	-	179,990
Total Current Liabilities		551,227	1,154,202
Non-Current Liabilities			
Deferred tax liability	10	224,045	261,385
Total Non-Current Liabilities		224,045	261,385
TOTAL LIABILITIES		775,272	1,415,587
NET ASSETS		4,878,417	1,367,702
EQUITY			
Contributed equity	17	14,091,003	3,254,576
Share-based payment reserve	18	1,617,539	-
Accumulated losses	19	(10,830,125)	(1,886,874)
TOTAL EQUITY		4,878,417	1,367,702

The above consolidated statement of financial position is to be read in conjunction with the notes to the financial statements set out on pages 24 to 49.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2015**

	Issued Capital \$	Share-based Payment Reserve \$	Accumulated Losses \$	Total Equity \$
At 1 July 2014	3,254,576	-	(1,886,874)	1,367,702
Loss for the year	-	-	(8,943,251)	(8,943,251)
Total comprehensive loss for the year	-	-	(8,943,251)	(8,943,251)
Transactions with owners in their capacity as owners:				
Share-based payment - acquisition	5,971,651	-	-	5,971,651
Share-based payment - performance shares	-	1,617,539	-	1,617,539
Share-based payment - introductory fee	25,000	-	-	25,000
Issue of share capital	3,000,500	-	-	3,000,500
Issue of share capital	2,140,000	-	-	2,140,000
Capital raising costs	(300,724)	-	-	(300,724)
At 30 June 2015	14,091,003	1,617,539	(10,830,125)	4,878,417
	Issued Capital \$	Share-based Payment Reserve \$	Accumulated Losses \$	Total Equity \$
At 1 July 2013	1,482,076	-	(664,828)	819,283
Loss for the year	-	-	(1,222,046)	(1,222,046)
Total comprehensive loss for the year	-	-	(1,222,046)	(1,222,046)
Transactions with owners in their capacity as owners:				
Issue of share capital	1,772,500	-	-	1,772,500
At 30 June 2014	3,254,576	-	(1,886,874)	1,367,702

The above consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements set out on page 24 to 49.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2015**

	Note	30-Jun-15	30-Jun-14
		\$	\$
Cash flows from operating activities			
Receipt from customers		1,125,732	-
Payment to suppliers and employees		(2,160,014)	(337,586)
Interest received		19,628	1,639
Research and development grant		128,898	122,166
Net cash outflow from operating activities	24	(885,756)	(213,781)
Cash flows from investing activities			
Payment for property, plant and equipment		(4,383,058)	-
Project development expenditure		-	(96,455)
Other (cash acquired)		34,200	-
Net cash outflow/(inflow) from investing activities		(4,348,858)	(96,455)
Cash flows from financing activities			
Issue of shares and options		5,600,500	445,000
Proceeds from borrowings		600,000	15,000
Repayment of borrowings		-	(18,469)
Proceeds from issue of convertible note		-	150,000
Costs of capital raising		(286,330)	-
Net cash inflow from financing activities		5,914,170	591,531
Net increase in cash and cash equivalents		679,556	281,295
Cash and cash equivalents at beginning of year		276,373	(4,922)
Cash and cash equivalents at end of year	11	955,929	276,373

The above consolidated statement of cash flows is to be read in conjunction with the notes to the financial statements set out on pages 24 to 49.

1. REPORTING ENTITY

XTD Limited (the “Company”) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange Limited (“ASX”). The addresses of its registered office and principal place of business are disclosed in the Corporate Directory at the beginning of the Annual Report.

The consolidated financial statements of the Company and its subsidiaries are for the year ended 30 June 2015.

The financial statements were authorised for issue by the Board of Directors on 29 September 2015.

The nature of the operations and principal activities of the Group are described in the Directors’ Report.

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board.

The consolidated financial statements were approved by the Board of Directors on the date the directors’ report and declaration was signed. XTD Limited is a for-profit entity for the purpose of preparing the financial statements.

(b) Basis of measurement

These financial statements have been prepared on the historical cost basis, modified where applicable, by the measurement of fair value of selected non-current assets, financial assets and financial liabilities.

(c) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company’s functional currency and the presentation currency of the Group.

(d) Use of estimates and judgments

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by each entity in the consolidated entity.

2. BASIS OF PREPARATION (continued)

(d) Use of estimates and judgments (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

- (i) Note 26 – Share-based payment arrangements – In relation to performance shares, the Group measures the cost of equity settled share based payments at fair value at the grant date. The expense recognised in the Statement of Profit or Loss and Other Comprehensive Income takes into account management's assessment of the associated performance milestones being achieved.
- (ii) Provision for doubtful debts - The provision for doubtful debts requires a degree of estimation and judgement. The level of provision is assessed by taking into account the aging of receivables, historical collection rates and specific knowledge of the individual debtors financial position.
- (iii) Estimated impairment of assets - The Group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined based upon value in use assumptions which involves the use of estimates and assumptions
- (iv) Intangible assets (contract rights) - Contract rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. The Melbourne contract has a contractual life of 7 years.
- (v) Deferred tax assets – The Group expects to have carried forward tax losses, which have not been recognised as deferred tax assets. The utilisation of tax losses is subject to the Group passing the required Continuity of Ownership and Same Business Test rules at the time the losses are expected to be utilised.

3. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2014:

- Interpretation 21 Accounting for Levies
- AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets
- AASB 2013-4 Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting
- AASB 2014-1 Amendments to Australian Accounting Standards

None of the new Standards and amendments to Standards that are mandatory for the first time for the financial year beginning 1 July 2014 affected any of the amounts recognised in the current period or any prior period and is not likely to affect future periods. Additionally, they did not significantly affect the Group's accounting policies or any of the disclosures.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, and have been applied consistently by the Group entities.

(a) Principles of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of Lunalite International Pty Ltd (the “Company” or “Parent Entity”) as at 30 June 2015 and the results of its subsidiaries for the year. Lunalite International Pty Ltd and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

(ii) Transactions eliminated on consolidation

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

(b) 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.

(c) Foreign currency translation

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Statement of Profit or Loss and Other Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at foreign exchange rates ruling at the dates the fair value was determined.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments

(i) Non-derivative financial assets

Financial assets are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Non-derivative financial assets comprise deposits, loans and receivables and cash and cash equivalents.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method. They are included in current assets except those with maturities greater than 12 months after the reporting date which are classified as non-current assets.

Loans and receivables comprise trade and other receivables.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(ii) Non-derivative financial liabilities

Financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument. The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Non-derivative financial liabilities comprise loans and borrowings and trade and other payables. They are recognised initially at fair value and subsequently at amortised cost.

(iii) Impairment of financial assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in Groups that share similar credit risk characteristics.

All impairment losses are recognised in the profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Acquisition of Lunalite International Pty Ltd (Lunalite)

During the period ended 31 December 2014 XTD Ltd acquired all the shares in Lunalite by issuing 78,750,297 shares in XTD Ltd, on a post-consolidation basis, to Lunalite Shareholders, giving Lunalite a controlling interest in XTD Ltd and equating to a controlling interest in the combined entity. Lunalite has thus been deemed the acquirer for accounting purposes. The acquisition of XTD Ltd by Lunalite is not deemed to be a business combination, as XTD Ltd is not considered to be a business under AASB 3 Business Combinations. As such, the consolidation of these two companies was on the basis of the continuation of Lunalite with no fair value adjustments, whereby Lunalite was deemed to be the accounting parent. The comparative information of XTD Ltd is that of Lunalite as presented in its last set of year-end audited financial statements.

The transaction has therefore been treated as a share based payment under AASB 2 Share Based Payments, whereby Lunalite is deemed to have issued shares in exchange for the net assets and listing status of XTD Ltd. As the deemed acquirer, Lunalite has acquisition accounted for XTD Ltd as at 30 June 2015. As a result, the following principles and guidance on the preparation of the consolidated financial statements has been applied:

- Fair value adjustments arising at acquisition were made to XTD Ltd's assets and liabilities, and not those of Lunalite.
- The cost of acquisition is based on the notional amount of shares that Lunalite would need to issue to acquire the majority interest of XTD Ltd shares that the shareholders did not own after the acquisition times the fair value of XTD Ltd shares at acquisition date.
- Retained earnings and other equity balances in the consolidated financial statements at the date of acquisition are the retained earnings and other equity balances of Lunalite immediately before the acquisition.
- A share based payment transaction arises where-by Lunalite is deemed to have issued shares in exchange for the net assets of XTD Ltd, together with XTD's listing status. The listing status does not qualify for recognition as an intangible asset and has therefore been expensed in profit and loss for the period.
- The amounts recognised as issued equity instruments in the consolidated financial statements have been determined by adding the share based payment to the issued equity of Lunalite immediately before the acquisition.
- The results for the year ended 30 June 2015 comprise the results of Lunalite for the full year and results of XTD Ltd subsequent to the acquisition.
- The weighted average number of shares outstanding for the period in which the reverse acquisition took place is based on the weighted average number of shares in Lunalite that are outstanding from the beginning of the period to the date of acquisition. The number of shares is multiplied by the exchange ratio established in the acquisition and added to the actual number of shares of XTD Ltd outstanding in the period following acquisition. The comparative weighted average number of shares is based on Lunalite's historical weighted average number of shares multiplied by the exchange ratio.

Refer Note 28 for further details on the acquisition accounting treatment.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, Plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not shown in the accounts at a value in excess of the recoverable amount of the asset.

Depreciation on assets is calculated using the diminishing value method to allocate their cost, net of their residual values, as follows:

Office equipment	40%
Screens	30%

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Gains and losses on disposals are determined by comparing the proceeds from disposal with the net carrying amount. These gains and losses are included in the Statement of Profit or Loss and Other Comprehensive Income.

(g) Trade and other receivables

Trade and other receivables are recorded at amounts due less any allowance for doubtful debts. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

(h) Other financial assets

The Group classifies its investments in the following categories: loans and receivables. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the Statement of Financial Position date which are classified as non-current assets. Loans and receivables are included in receivables in the Statement of Financial Position.

Investments in subsidiaries are carried at cost, net of any impairment losses.

(i) Intangible assets (contract rights)

Contact rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses.

(j) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Borrowings

The fair value of the liability portion of a convertible note is determined using a market interest rate for an equivalent non-convertible note. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion of the note. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are removed from the Statement of Financial Position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit and loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

(l) Contributed equity

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

(m) Employee Benefits

Share-based payment transactions

In relation to performance shares, the Group measures the cost of equity settled share based payments at fair value at the grant date. The expense recognised in the Statement of Profit or Loss and Other Comprehensive Income takes into account management's assessment of the associated performance milestones being achieved.

The fair value of the shares granted is recognised as an employee or director expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the expected vesting period.

Wages, salaries and annual leave

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to reporting date, are calculated at undiscounted amounts based on remuneration wage and salary rates that the consolidated entity expects to pay as at reporting date including related on-costs, such as workers compensation insurance and payroll tax.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Revenue recognition

Revenue from the sale of goods is recognised when the goods are delivered to customers and substantially all risks and rewards of ownership have passed to the customer. Revenue from the rendering of a service is recognised upon the delivery of the service to the customers. All revenue is stated net of the amount of Goods & Services Tax (GST).

Lease income from operating leases is recognised as income over the lease term and on a variable basis, being the fair value of consideration received or receivable from APN Outdoor. Lease income of XTD is not fixed.

Interest income is recognised in the Statement of Profit or Loss and Other Comprehensive Income as it accrues, using the effective interest method.

(o) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by weighted average number of ordinary shares outstanding during the financial year, adjusted for the bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(p) Income tax

The income tax expense or revenue for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill.

Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(q) Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

(r) Government Grants (Research and Development)

Research and Development grants of \$128,898 are included in the "Other Income" line item in the Statement of Profit or Loss and Other Comprehensive Income. These grants relate to eligible expenditure incurred by the Group in relation to the development of the cross-track digital advertising delivery system.

(s) New standards and interpretation not yet adopted

The following new accounting standards and interpretations have been issued, but are not mandatory for financial year ended 30 June 2015. They have not been adopted in preparing the financial statements for the year ended 30 June 2015 and are expected to impact the entity in the period of initial application. The Group's assessment of the impact of these new standards and interpretations is set out below.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) New standards and interpretation not yet adopted (continued)

- **AASB 9 Financial Instruments.** This standard and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2018 and completes phases I and III of the IASB's project to replace IAS 39 (AASB 139) 'Financial Instruments: Recognition and Measurement'. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The accounting for financial liabilities continues to be classified and measured in accordance with AASB 139, with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. Chapter 6 'Hedge Accounting' supersedes the general hedge accounting requirements in AASB 139 and provides a new simpler approach to hedge accounting that is intended to more closely align with risk management activities undertaken by entities when hedging financial and non-financial risks. The consolidated entity will adopt this standard and the amendments from 1 July 2018. As the entity does not have any financial liabilities measured at fair value through profit or loss, the amendments will not require any changes in fair value attributable to liabilities.
- **AASB 15 Revenue from Contracts with Customers.** This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The nature of the change is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This means that revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue. The Group is assessing the potential impact on its consolidated financial statements resulting from the application of AASB 15 and due to the replacement of AASB 111, it is expected to have an impact on the presentation and disclosure of construction contracts that are in place when application of the standard becomes mandatory.
- **AASB 2015-1 Amendments to Australian Accounting Standards - Annual Improvements to Australian Accounting Standards 2012-2014 Cycle (issued January 2015) – Effective for periods beginning on or after 1 January 2016.** These amendments are applicable to annual periods beginning on or after 1 January 2016. The changes affect two standards as follows: AASB 5 Non-current Assets Held for Sale and Discontinued Operations. The update clarifies that if assets/disposal groups are reclassified from being held for sale to being held for distribution to owner or vice versa, this is considered to be a continuation of the original plan for disposal. It also clarifies that if assets cease to be held for distribution to owners, the usual AASB 5 requirements for assets that cease to be held for sale will apply. The update also affects AASB 119: Employee benefits by clarifying that high quality corporate bonds or national government bonds used to determine the discount rate for long service leave and defined benefit liabilities must be denominated in the same currency as the benefits that will be paid to the employee.

5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. The Board of Directors co-ordinate domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

5. FINANCIAL RISK MANAGEMENT (continued)

The Group holds the following financial instruments:

	30-Jun-15 \$	30-Jun-14 \$
Financial assets		
Cash and cash equivalents	955,929	276,373
Trade and other receivables	178,701	1,537,935
	1,134,630	1,814,308
Financial liabilities		
Trade and other payables	551,227	974,212
Borrowings	-	179,990
	551,227	1,154,202

(a) Market risk

(i) Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages foreign exchange risk by monitoring forecast cash flows in currencies other than the Australian dollar.

The Group has minimal exposure to foreign currency risk at the end of the year.

(ii) Price risk

The Group does not hold investments and therefore is not exposed to equity securities price risk.

(iii) Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and liabilities is set out below:

	30-Jun-15		30-Jun-14	
	Weighted average interest rate	\$	Weighted average interest rate	\$
Financial assets				
Cash & cash equivalents	1.50%	955,929	1.07%	276,373

5. FINANCIAL RISK MANAGEMENT (continued)

The Group does not have significant interest-bearing assets and percentage changes in interest rates would not have a material impact on the results. Group sensitivity to movement in interest rates is shown in the summarised sensitivity analysis table below.

	Interest rate risk				
	- 100 bps		+ 100 bps		
	Carrying amount \$	Profit AUD \$	Equity AUD \$	Profit AUD \$	Equity AUD \$
30 June 2015 Financial Assets					
Cash & cash equivalents	955,929	(9,559)	(9,559)	9,559	9,559

	Interest rate risk				
	- 100 bps		+ 100 bps		
	Carrying amount \$	Profit AUD \$	Equity AUD \$	Profit AUD \$	Equity AUD \$
30 June 2014 Financial Assets					
Cash & cash equivalents	276,373	(2,764)	(2,764)	2,764	2,764

Trade and other payables and trade and other receivables are not subject to interest rate risk.

(b) Credit risk

The Group has no significant concentration of credit risk. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings.

	30-Jun-15	30-Jun-14
Cash at bank	\$	\$
National Australia Bank -AA	780,852	276,373
Westpac -AA	175,077	-

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group has no long term or short term debt and its risk with regard to liquidity relates to its ability to maintain its current operations.

The Group's ability to raise equity funding in the market is paramount in this regard.

The Group manages liquidity by monitoring forecast and actual cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

5. FINANCIAL RISK MANAGEMENT (continued)

2015	<6 months \$	6-12 months \$	>12 months \$	Total Contractual Cash Flows \$	Carrying Amount \$
Financial liabilities					
Trade and other payables	551,227	-	-	551,227	551,227
2014	<6 months \$	6-12 months \$	>12 months \$	Total Contractual Cash Flows \$	Carrying Amount \$
Financial liabilities					
Trade and other payables	974,212	-	-	974,212	974,212

6. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. Due to the short term nature of financial assets and liabilities, varying values approximate fair values.

7. SEGMENT INFORMATION

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The segments are consistent with the internal management reporting information that is regularly reviewed by the chief operating decision maker.

The Group engages in one business in Australia, activity from which it earns revenues, and its results are analysed as a whole by the chief operating decision maker. Consequently revenue, profit and net assets for the operating segment and geographical segment are reflected in this annual report.

8. REVENUE

The Group derives the following types of revenue:

	30-Jun-15 \$	30-Jun-14 \$
Sales Revenue		
Lease income	1,211,723	-
Other Revenue and Other Income		
Interest income	26,386	1,639
Other	9,245	-
Government research and development grant	128,898	-
	164,529	1,639
Total revenue and Other Income from continuing operations	1,376,252	1,639

8. REVENUE (continued)

Revenues of \$1,211,723 (2014: \$nil) are derived from a single external customer. These revenues relate to leasing income.

9. EXPENSES

Loss for the year includes the following specific expenses:

	30-Jun-15	30-Jun-14
	\$	\$
Other expenses		
Bookkeeping fees	11,745	3,538
Advertising and marketing	63,692	73
Hire of plant and equipment	-	12,386
Insurance expense	34,559	2,242
Interest expense	2,836	21,290
Telephone and internet expenses	21,184	5,775
Other expenses	266,163	9,390
	400,179	54,694
Finance costs		
Conversion Fee – convertible note	90,465	-
	90,465	-
Personnel expenses		
Wages and salaries	505,057	37,500
Employee MV expenses	20,000	-
Superannuation	40,203	3,469
Employee benefits share based payment (Note 26)	852,057	189,832
Directors fees	129,955	-
Directors benefits share based payment (Note 26)	765,482	350,000
	2,312,754	580,801
Professional fees		
Accounting expenses	57,017	11,550
Audit expenses	43,060	12,000
Company secretarial expenses	25,500	-
Patent	10,914	-
Legal expenses	13,853	14,447
	150,344	37,997

10. INCOME TAX EXPENSES

	30-Jun-15	30-Jun-14
	\$	\$
(a) Income tax expense:		
Current income tax	-	-
Deferred income tax	(37,340)	-
Current income tax benefit	-	-
	<u>(37,340)</u>	<u>-</u>
(b) Reconciliation of Income tax expense to prima facie tax payable:		
Loss before income tax	(8,980,591)	(1,222,046)
Prima facie income tax at 30% (2014: 30%)	(2,694,177)	(366,614)
Non-deductible expenditure	2,166,244	87,539
Timing differences not recognized	490,593	279,074
	<u></u>	<u></u>
Income tax benefit not recognised		
Income tax expense/(benefit)	<u>37,340</u>	<u>-</u>
(c) Unrecognised deferred tax assets arising on timing differences and losses		
Losses	1,667,873	403,102
Deductible temporary differences	147,405	2,923
Unrecognised deferred tax assets	<u>1,815,279</u>	<u>406,025</u>
(d) Deferred tax liabilities		
Business combination - Intangible	261,385	261,385
Charged to Income Statement	(37,340)	-
Deferred tax liability	<u>224,045</u>	<u>261,385</u>

The tax benefits of the above deferred tax assets will only be obtained if:

- The consolidated entity derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- The consolidated entity continues to comply with the conditions for deductibility imposed by law; and
- No changes in income tax legislation adversely affect the consolidated entity from utilising the benefits.

11. CASH AND CASH EQUIVALENTS

(a) Reconciliation to cash at the end of the year

	30-Jun-15	30-Jun-14
	\$	\$
Cash at bank and in hand	955,929	276,373
	955,929	276,373

The Group does not have any restrictions on any cash held at bank or on hand.

The above figures agree to the cash and cash equivalents at the end of the financial year as shown in the statement of cash flows.

(b) Interest rate risk exposure

The Group's exposure to interest rate risk is discussed in note 5(a)(iii).

12. TRADE & OTHER RECEIVABLES

	30-Jun-15	30-Jun-14
	\$	\$
Trade and other receivables	176,451	1,537,935
Prepayments	2,250	-
	178,701	1,537,935

(a) Trade receivables past due but not impaired

There were no trade receivables past due but not impaired.

(b) 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 5 for more information on the risk management policy of the group and the credit quality of the Group's trade receivables.

13. PROPERTY, PLANT AND EQUIPMENT

	30-Jun-15	30-Jun-14
	\$	\$
Property, plant and equipment	3,772,244	97,696
	3,772,244	97,696
Reconciliation:		
Balance at the beginning of the year	97,696	111,247
Additions	4,277,642	-
Depreciation expense	(603,094)	(13,551)
Balance at the end of the year	3,772,244	97,696

14. INTANGIBLES

	30-Jun-15	30-Jun-14
	\$	\$
Contract rights (a)		
At cost	871,285	871,285
Accumulated amortisation	(124,470)	-
	<u>746,815</u>	<u>871,285</u>

(a) Business combination – Outdoor Digital Solutions Pty Ltd

On 2 January 2013, the Company acquired 100% of the issued capital of Outdoor Digital Solutions Pty Ltd. The consideration for the acquisition was made up of a \$90,000 cash deposit and a \$520,000 cash payment on settlement. Outdoor Digital Solutions owns the rights to each of the Melbourne and Queensland rail advertising contracts. The commencement date of the contract was 1 July 2014. A deferred tax liability of \$261,385 was recognised in respect of this acquisition. The contract is being amortised on a straight line basis over the contract term (7 years).

15. TRADE & OTHER PAYABLES

	30-Jun-15	30-Jun-14
	\$	\$
Trade creditors	336,200	243,496
Accrued expenses	103,113	532,501
Other payables	111,914	198,215
	<u>551,227</u>	<u>974,212</u>

Trade and other payables are non-interest bearing liabilities stated at cost and are predominantly settled within 30 days.

The carrying amounts of trade and other payable are assumed to be the same as their fair values, due to their short term nature.

	2015	2014
	\$	\$
16. BORROWINGS		
Loans – Directors (i)	-	15,146
Loans – Non-Related Party (ii)	-	164,844
	<u>-</u>	<u>179,990</u>

- (i) During the 2014 financial year the Group borrowed funds from directors to meet working capital requirements. No interest is payable in respect of these loans. Refer to Note 20(d) for further details.
- (ii) During the 2014 financial year the Group borrowed \$150,000 from non-related parties to meet working capital requirements. Interest is payable at 12% per annum, payable quarterly in arrears.

17. ISSUED CAPITAL

(a) Share Capital

	30-Jun-15	
	\$	No.
Fully paid ordinary shares	14,091,003	123,986,051

	30-Jun-14	
	\$	No.
Fully paid ordinary shares	3,254,576	14,844,753

(b) Movements in ordinary share capital

	30-Jun-15		
	\$	No.	Issue price per ordinary share
Issue of ordinary shares during the Year			
Opening balance – Shares for share exchange ⁽ⁱ⁾	3,254,576	398,102,531	-
Consolidation of share capital	-	(378,944,276)	-
Seed capital raising	2,140,000	10,700,000	\$0.200
Prospectus – capital raising	3,000,500	15,002,499	\$0.200
Acquisition adjustment - Lunalite International Pty Ltd ⁽ⁱⁱ⁾	5,971,651	78,750,297	-
Issue of shares – introductory fee ⁽ⁱⁱⁱ⁾	25,000	375,000	\$0.067
Share issue expenses	(300,724)	-	-
Balance at 30 June 2015	14,091,003	123,986,051	

- (i) Following the capital restructure, the number of shares outstanding represents the contributed equity of the legal entity, being XTD Limited.
- (ii) Refer note 28 for further details on the acquisition.
- (iii) Refer to note 26 (b) for further details.

	30-Jun-14		
	\$	No.	Issue price per ordinary share
Issue of ordinary shares during the Year			
Opening balance	1,482,076	6,004,753	-
Issue of shares	1,772,500	8,840,000	\$0.20
Balance at 30 June 2014	3,254,576	14,844,753	

17. ISSUED CAPITAL (continued)

Ordinary shares

Ordinary shares participate in dividends and the proceeds on winding up of the entity in proportion to the number of shares held.

At shareholders meetings, each ordinary share is entitled to one vote per share when a poll is called, otherwise each shareholder has one vote on a show of hands.

Capital risk management

The Group's capital includes share capital, reserves and accumulated losses. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to achieve this, the Group may issue new shares in order to meet its financial obligations.

(b) Options

No options were issued during the year.

18. RESERVES

	30-Jun-15	30-Jun-14
	\$	\$
Share-based payments reserve		
Balance at the beginning of the year	-	-
Valuation of performance shares issued 19 December 2014	1,617,539	-
Balance at the end of the year	<u>1,617,539</u>	<u>-</u>

Refer to note 26 for further details on the performance shares issued.

(a) Nature and Purposes of Reserves

(i) Share-based Payment Reserves

This reserve is used to record the value of equity benefits to employees, management personnel, chairman and non-executive directors as part of their remuneration. When the performance shares vest the amount recorded in the Share-based Payment Reserve relevant to those performance shares is transferred to share capital.

19. ACCUMULATED LOSSES

	30-Jun-15	30-Jun-14
Accumulated losses at the beginning of the financial year	(1,886,874)	(664,828)
Net loss attributable to members of the Group	(8,943,251)	(1,222,046)
Accumulated losses at the end of the financial year	<u>(10,830,125)</u>	<u>(1,886,874)</u>

20. RELATED PARTY TRANSACTIONS

(a) Parent entities

The parent entity within the Group is Lunalite International Pty Ltd.

(b) Subsidiaries

The Group Structure, from an accounting perspective, reflects Lunalite International Pty Ltd as the parent entity and XTD Ltd as a subsidiary. Refer to note 27 for further details.

Group structure

	Country of incorporation	Class of shares	Ownership interest 2015	Ownership interest 2014
Parent Entity				
Lunalite International Pty Ltd	Australia	Ordinary		
Subsidiaries				
Red Hawk Resources Ltd	Australia	Ordinary	100%	0%
XTD Ltd	Australia	Ordinary	100%	0%
Contact Light Pty Ltd	Australia	Ordinary	100%	0%
Outdoor Digital Solutions Pty Ltd	Australia	Ordinary	100%	100%

Red Hawk Resources Ltd was incorporated on 16 May 2011.

Lunalite International Pty Ltd was incorporated on 16 August 2005.

Contact Light Pty Ltd was incorporated on 7 August 2014.

Outdoor Digital Solutions Pty Ltd was incorporated on 3 July 2009.

(c) Key management personnel compensation

The key management personnel compensation is as follows:

	30-Jun-15	30-Jun-14
	\$	\$
Short-term benefits	398,992	139,344
Post-employment benefits	21,114	3,469
Share-based payments	1,455,785	-
	1,875,891	142,813

20. RELATED PARTY TRANSACTIONS (continued)

(d) Other transactions with key management personnel

During the year, the Group was charged \$159,000 (2014: \$51,000) by Minerva Corporate Pty Ltd. Minerva Corporate Pty Ltd provided accountancy, company secretarial and registered office services to the Group on normal commercial terms. Benjamin Bussell is a director of Minerva Corporate. The balance owing at year end is \$10,696.

During the year, the Group was charged \$157,743 (2014: \$NIL) by Azure Capital. Azure Capital provided consultancy and management services to the Group on normal commercial terms. John Toll is a director of Azure Capital. The balance owing at year end is \$3,300.

During the year, the Group was charged \$76,611 (2014: \$NIL) by Boston First Capital. Boston First Capital provided consultancy and management services to the Group on normal commercial terms. Stuart Richardson is a director of Boston First Capital. The balance owing at year end is \$9,900.

During the year, the Group was charged \$31,570 (2014: \$NIL) by Blackwood Capital Ltd. Blackwood Capital provided consultancy and management services to the Group on normal commercial terms. Stuart Richardson is a director of Blackwood Capital. The balance owing at year end is \$NIL.

During the 2014 financial year the Group borrowed funds from a director to meet working capital requirements. No interest is payable in respect of this unsecured loan. The \$15,146 loan was from Francis Hurley. Subsequent to the end of the 2014 financial period the loan was repaid out of the proceeds of a capital raising.

21. REMUNERATION OF AUDITORS

	30-Jun-15 \$	30-Jun-14 \$
Amounts received or due and receivable by BDO (WA) Audit Pty Ltd for:		
(i) Audit and review of the financial reports of the entity	43,060	26,094
Amounts received or due and receivable by BDO (WA) Corporate Finance Pty Ltd		
(ii) Other services in relation to the entity and any other entity in the consolidated group – Independent Auditor’s Report	6,120	6,732
Amounts received or due and receivable by BDO (WA) Tax Pty Ltd		
(iii) Other services in relation to the entity and any other entity in the consolidated group – Income tax	25,757	-
Total of non-audit services provided to the Group	31,877	6,732

22. CONTINGENT LIABILITIES

Under the services contract in place with XTD, Metro Trains Melbourne's annual minimum revenue guarantee is \$nil for the first year. The minimum guarantee is to be set at 30% of the net advertising revenue for the first year of the contract. The revised amount is not currently quantifiable as the first full year of generating advertising revenue has not been completed. The minimum guarantee is in place for the term of the contract (7 years).

Under the services contract in place with XTD, Queensland Rail's annual minimum revenue guarantee is \$137,496 plus an 18% revenue share. The minimum guarantee is fixed for the term of the contract (7 years).

No other contingent liabilities were noted for the Group for the year ended 30 June 2015.

23. EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 1 September 2015, XTD announced that it was preparing to launch a new technology that provides a platform for the exchange of content and data between the Company's screen networks and people's mobile devices.

Subsequent to the period the Company advised that the following securities were released from escrow:

- 10,400,061 fully paid ordinary shares on 2 July 2015; and
- 3,150,013 fully paid ordinary shares on 22 August 2015.

On 27 July 2015 the Company obtained approval from shareholders to dispose of Contact Light Pty Ltd (previously Protecht Pty Ltd) by raising up to \$1,500,000 through the direct issue of shares at \$1.00 per share in Contact Light Pty Ltd which will result in dilution of the Company's interest by up to 48%. The Company initially will retain a controlling interest of at least 52% of Contact Light Pty Ltd.

In addition on 25 August 2015, 4,500,013 Class A Performance Shares were converted into 4,500,013 fully paid ordinary shares following satisfaction of the Class A Performance Shares milestone being first revenue from the Queensland Contract.

No other matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect:

- (i) the Group's operations in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the Group's state of affairs in future financial years.

24. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

Reconciliation of net loss after income tax to net cash flows from operating activities.	30-Jun-15 \$	30-Jun-14 \$
Net loss after income tax	(8,943,251)	(1,222,046)
Adjustments for:		
Amortisation of intangibles	124,470	-
Depreciation	603,094	13,551
Doubtful Debts	50,000	-
Directors benefits expense	765,482	-
Employee benefits expense	852,057	-
Provision for employee leave expense	20,015	-
Share based payment	5,616,010	-
Project fees	-	311,947
Interest accrual	-	14,844
Change in assets and liabilities		
(Increase)/decrease in trade and other receivables	1,359,234	122,166
Increase/(decrease) in trade and other payables	(1,332,867)	545,757
Net cash outflow from operating activities	(885,756)	(213,781)

25. EARNINGS PER SHARE

a. Basic loss per share

The calculation of basic loss per share at 30 June 2015 was based on the loss attributable to ordinary shareholders of \$8,943,251 and a weighted average number of ordinary shares outstanding during the year ended 30 June 2015 of 85,603,400 calculated as follows:

	30-Jun-15 \$	30-Jun-14 \$
Loss attributable to ordinary shareholders	(8,943,251)	(1,222,046)
Weighted average number of ordinary shares	85,603,400	5,951,768
Basic loss per share (cents per share)	(10.4)	(2.1)

Diluted loss per share

Potential ordinary shares are not considered dilutive, thus diluted loss per share is the same as basic loss per share.

26. SHARE-BASED PAYMENTS

(a) Performance shares

As part of the Lunalite acquisition on 19 December 2014, XTD Ltd issued 28,500,076 performance shares to management personnel, the Chairman and a non-executive director. These performance shares were issued in four classes, each with different performance milestones. Each performance share will convert into 1 ordinary share of XTD Ltd upon achievement of the performance milestone.

The company has assessed each class as being probable of being achieved and have therefore recognised an expense over the expected vesting period. Class A Performance milestone was however achieved during the current financial period. Accordingly, the full expense has been recognised for 30 June 2015.

The details of each class are tabled below:

Class	Number	Grant Date	Exercise Price	Expiry Date of Milestone Achievements	Underlying Share Price	Total Fair Value
A	4,500,013	19/12/14	Nil	19/12/16	\$0.20	\$900,003
B	4,500,013	19/12/14	Nil	19/12/16	\$0.20	\$900,003
C	4,500,013	19/12/14	Nil	19/12/17	\$0.20	\$900,003
D	15,000,037	19/12/14	Nil	19/12/19	\$0.20	\$3,000,007

Performance Milestones:

- E. First revenue to Lunalite from Queensland Contract. This milestone expires two years from completion of the acquisition (19 December 2014).
- F. Security mobile application being developed and either being adopted by one rail operator, or achieving a minimum of 200,000 subscribers. This milestone expires two years from completion of the acquisition (19 December 2014).
- G. Lunalite generating total revenue of at least \$5 million in any 12 month period. This milestone expires three years from completion of the acquisition (19 December 2014).
- H. Lunalite being awarded an offshore XTD contract of at least 40 screens and that contract being successfully installed and generating revenue to Lunalite. This milestone expires within five years from completion of the acquisition (19 December 2014).

The total expense arising from share based payment transactions recognised during the period in relation to the performance shares issued was \$1,617,539 (2014:\$nil). This amount has been included in Director and Employee benefits expense in Note 9.

26. SHARE-BASED PAYMENTS (continued)

(b) Shares Issued to Other Parties

During the financial year 375,000 shares (post consolidation) were granted to brokers for share raising related expenses. Management determined that the fair value of service received could not be reliably measured, and accordingly the fair value of the equity granted was determined. The fair value of the shares granted was \$25,000 by direct reference to the quoted market price of the shares on the date of issue. This expense has been recognised in share issue costs.

2015	Number of shares Issued	Issue Price	\$
(i) Shares			
Brokers	375,000	\$0.037	25,000
Total	375,000		25,000

27. PARENT ENTITY FINANCIAL INFORMATION

	30-Jun-15	30-Jun-14
	\$	\$
Current Assets	257,393	1,814,308
Non-Current Assets	2,402,384	968,981
Total Assets	2,659,777	2,783,289
Current Liabilities	405,444	1,154,202
Non-Current Liabilities	224,045	261,385
Total liabilities	629,489	1,415,587
Contributed equity	5,108,554	3,254,576
Reserves	-	-
Accumulated losses	(3,078,266)	(1,886,874)
Total equity	2,030,288	1,367,702
Loss for the year	(1,191,392)	(1,222,046)
Other comprehensive loss for the year	-	-
Total comprehensive loss for the year	(1,191,392)	(1,222,046)

a. Guarantees and Contingent Liabilities

Refer to note 22 for details of guarantees and contingent liabilities.

b. Contractual Commitments

Refer to note 22 for details of contractual commitments.

28. REVERSE ACQUISITION ACCOUNTING

XTD Ltd made a takeover offer for all of the securities in Lunalite International Pty Ltd (Lunalite). The takeover offer was affected through an off-market takeover bid for all of the ordinary shares in Lunalite International on the basis of 3 XTD Ltd shares for every 1 Lunalite International share held on a post consolidation basis.

Under the acquisition on 19 December 2014, XTD Ltd acquired all of the shares in Lunalite by issuing 78,750,297 shares in XTD Ltd to Lunalite shareholders, giving Lunalite a controlling interest in XTD Ltd and equating to a controlling interest in the combined entity. Lunalite was thus deemed the acquirer for accounting purposes as it owned 72.51% of the consolidated entity. The acquisition of Lunalite by XTD Ltd is not deemed to be a business combination, as XTD Ltd is not considered to be a business under AASB 3 Business Combinations.

As such the consolidation of these two companies was on the basis of the continuation of Lunalite with no fair value adjustments, whereby Lunalite was deemed to be the accounting parent. Therefore the most appropriate treatment for the transaction was to account for it under AASB 2 'Share Based Payments', whereby Lunalite is deemed to have issued shares to XTD Ltd Shareholders in exchange for the net assets held by XTD Ltd.

In this instance, the value of the XTD Ltd shares provided has been determined as the notional number of equity instruments that the shareholders of Lunalite would have had to issue to XTD Ltd to give the owners of XTD Ltd the same percentage ownership in the combined entity. This has been deemed to be \$5,971,651.

The pre-acquisition equity balances of XTD Ltd are eliminated against this increase in Share Capital of \$5,971,651 on consolidation and the balance is deemed to be the amount paid for the listing status of XTD Ltd, being \$5,616,010 (recognised as a share based payment in the statement of profit or loss). This is tabled below.

	\$
Deemed Share-based payment	5,971,651
Net fair value in XTD Ltd at acquisition date	(355,641)
Listing expense	5,616,010

The equity structure in the consolidated financial statements (the number and type of equity instruments issued) at the date of the acquisition reflects the equity structure of XTD Ltd, including the equity instruments issued by XTD Ltd to effect the acquisition.

The results for the year ended 30 June 2015 comprise the results of Lunalite International Pty Ltd, and the results of XTD Ltd subsequent to the acquisition.

In the opinion of the Directors of XTD Limited (the "Company"):

1. The attached consolidated financial statements, notes thereto and the additional disclosures included in the Directors' Report designated as audited are in accordance with the Corporations Act 2001, including:
 - (a) complying with Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
 - (b) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
 - (c) the financial statements also complies with International Financial Reporting Standards as disclosed in note 2(a) to the financial statements.
2. There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with sections 295A of the Corporations Act 2001 for the financial year ended 30 June 2015.

On behalf of the Directors



**Mr Stuart Richardson
Non-Executive Director
Perth, Western Australia
29 September 2015**

INDEPENDENT AUDITOR'S REPORT

To the members of XTD Ltd

Report on the Financial Report

We have audited the accompanying financial report of XTD Ltd, which comprises the consolidated statement of financial position as at 30 June 2015, 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, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility 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 Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of XTD Ltd, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

- (a) the financial report of XTD Ltd is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2015. 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.

Opinion

In our opinion, the Remuneration Report of XTD Ltd for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO

A handwritten signature in black ink, appearing to read 'P. Murdoch', with a horizontal line extending to the right.

Phillip Murdoch

Director

Perth, 29 September 2015

The following additional information was applicable as at 3 September 2015.

There are a total of 128,486,064 ordinary fully paid shares on issue.

DISTRIBUTION OF SHARE HOLDERS

Distribution of Holders	Number of Fully Paid Ordinary Shareholders
1 – 1,000	126
1,001 – 5,000	174
5,001 – 10,000	64
10,001 – 100,000	295
100,001 and above	179
TOTAL	838

RESTRICTED SECURITIES

There are currently no escrowed securities on issue.

VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes (at present there are none) at general meetings of shareholders or classes of shareholders:

- (a) each shareholder entitled to vote, may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (c) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held, or in respect of which he/she has appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

SHARE BUY-BACKS

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

SUBSTANTIAL SHAREHOLDERS

The name of the substantial shareholders and the number of shares to which they are entitled are:

F.H.C. Wilson Pty Ltd	13,965,039 (10.87%)
Keneric Nominees Pty Ltd	7,462,415 (6.01%)

TWENTY LARGEST SHARE HOLDERS (As at 3 September 2015)

No.	Name		Number Held	Percentage
1	F.H.C. WILSON PL	FHC & BH WILSON S/	14,818,137	11.53%
2	J P MORGAN NOM AUST LTD		8,586,343	6.68%
3	KENERIC NOM PL	B&C GAVRANICH FAM	7,462,415	5.81%
4	HURLEY FRANK	MAYACARA INV A/C	5,086,832	3.96%
5	WILDISEN STEVEN	SNCWILDO FAM A/C	5,019,452	3.91%
6	HSBC CUSTODY NOM AUST LTD		3,333,884	2.59%
7	MARK NIUTTA PL	MARK NIUTTA FAM A/	3,151,686	2.45%
8	FERNLAND HLDGS PL	CELATO A/C	2,899,230	2.26%
9	AZURE CAP INV PL		2,250,006	1.75%
10	TWO TOPS PL		2,068,418	1.61%
11	MARK NIUTTA PL	MARK NIUTTA S/F A/	1,842,172	1.43%
12	WILDISEN GREGORY JOSEPH		1,835,845	1.43%
13	MOUTIER PL		1,800,305	1.40%
14	TOLL JOHN HENRY	TOLL FAM DISCRETIO	1,595,505	1.24%
15	GAVRANICH PETER + J	P & J GAVRANICH FA	1,591,637	1.24%
16	SG HISCOCK & CO		1,500,006	1.17%
17	CHASE BUSINESS CONS PL	CHASE SUPER FUND	1,275,004	0.99%
18	FANDEXA NOM PL	BYRNE SETTLEMENT A	1,250,000	0.97%
19	FOYE BRUCE + JAN	BRUCE FOYE PL S/F	1,100,004	0.86%
20	ALR INV PL	ALR S/F A/C	1,100,002	0.86%
	Sub-Total		69,566,883	54.14%
	Total Remaining Balance		58,919,181	45.86%
	Grand Total		128,486,064	100.00%

OTHER INFORMATION

XTD Limited, incorporated and domiciled in Australia, is a public listed Company limited by Shares.