

# GRP CORPORATION LIMITED

ABN 57 096 781 716

## FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2015

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GRP Corporation Limited is a company limited by shares, incorporated and domiciled in Australia.

Its registered office and principal place of business is Suite 6, 295 Rokeby Road Subiaco WA 6008.

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**DIRECTORS' REPORT**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

**1. INFORMATION ON DIRECTORS**

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.

<b>Mark Rowbottam</b>	<b>Non-Executive Chairman (Appointed 4 November 2010)</b>
Qualifications:	Mr Rowbottam has undergraduate science qualifications and a Master of Business Administration with specialties in corporate administration and marketing. He is a Fellow of the Securities Institute of Australia and active member of the Chartered Secretaries Australia.
Special Responsibilities:	Chairman of the Board
Interest in shares & options:	413,333 Shares & Nil Options
Experience:	Mr Rowbottam is an experienced corporate executive, advisor and company director. Mr Rowbottam has more than 15 years' experience in the corporate finance arena and has been involved in a number of ASX capital raisings, mergers / acquisitions and corporate transactions in the energy and mineral resources sector. He is the Managing Director of Allegra Capital Pty Ltd.
Directorships held in other listed entities:	Mr Rowbottam is Non-Executive Director of Latin Resources Limited.

<b>Zane Lewis</b>	<b>Non-Executive Director (Appointed 10 October 2011)</b>
Qualifications:	Zane Lewis holds a Bachelor of Economics from the University of Western Australia
Special Responsibilities:	Director
Interest in shares & options:	140,000 Shares & Nil Options
Experience:	Zane Lewis has 20 years corporate experience in finance, management and M&A in the Resources and IT sectors. He is the founder of Small Cap Corporate, a Corporate Advisory services company. He is a Company Secretary and CFO for various unlisted public companies. Zane Lewis studied a Bachelor of Economics at the University of Western Australia and is a member of Chartered Secretaries Australia.
Directorships held in other listed entities:	None

<b>Grant Gibson</b>	<b>Non-Executive Director (Appointed 30 June 2014, Resigned 9 October 2014, Re-Appointed 15 January 2015)</b>
Qualifications:	Mr Gibson has a Bachelor of Commerce Degree in Accounting and Economics and holds a Graduate Certificate in Securities and Financial Derivatives.
Special Responsibilities:	Director
Interest in shares & options:	Nil
Experience:	Mr Gibson is an experienced corporate finance executive, financier and advisor having more than 20 years' experience in merger & acquisitions, debt, equity and hybrid capital structuring and capital raisings as well as acting as principal investor running multi-billion dollar investment portfolios in Australia, Europe and North America.  Mr Gibson has held senior management roles setting up and running businesses for multinational financial institutions including Deutsche Bank, UBS, RBC Capital Markets and the Royal Bank of Scotland. Mr Gibson was also co-founder of Allegra Capital, an asset management firm based in Zurich and founder of Quattro Capital Group, a corporate and investment advisory company based in Perth.
Directorships held in other listed entities:	None

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<b>Peter Wall</b>	<b>Non-Executive Director (Appointed 6 October 2015)</b>
Qualifications:	Mr Wall has a Bachelor of Laws and a Bachelor of Commerce (Finance) from the University of Western Australia. He has also completed a Masters of Applied Finance and Investment with FINSIA.
Special Responsibilities:	Director and nominee Director for Helpa Inc.
Interest in shares & options:	50,000 Shares & Nil Options
Experience:	Mr Wall is a corporate lawyer and Partner at Steinepreis Paganin and has a wide range of experience in all forms of commercial and corporate law, with a particular focus on equity capital markets, mergers and acquisitions and corporate reconstructions and recapitalisations.
Directorships held in other listed entities:	Mr Wall is Non-Executive Chairman of MMJ Phytotech Ltd, Minbos Resources Ltd, Global Metals Exploration NL, MyFiziq Ltd, Activistic Ltd, Galacia Energy Corporation Ltd and a Non-Executive Director of Dourado Resources Limited.

<b>Edwin Bulseco</b>	<b>Non-Executive Director (Appointed 11 August 2014, Resigned 14 January 2015)</b>
Qualifications:	Mr Bulseco has a Bachelor of Commerce Degree from the University of Wollongong in NSW.
Special Responsibilities:	Director and nominee Director for Helpa Inc.
Interest in shares & options:	25,000 Shares & Nil Options
Experience:	Mr Bulseco has a wealth of experience in capital markets and corporate strategic planning. From 2010 to 2015 Edwin has served as senior equity research analyst at two of Australia's oldest stockbrokers. During this period, Edwin's considerable capital markets and corporate experience resulted in over \$100 million of new capital being raised, in addition to a number of successful corporate restructures.  Mr Bulseco has held prior corporate, strategic planning and commercial roles with Royal Dutch Shell, resulting in the maturation and commercialisation of a number of global projects.
Directorships held in other listed entities:	Mr Bulseco is Non-Executive Director of Red Gum Resources Ltd (RGX).

## 2. COMPANY SECRETARY

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

On 7 August 2014, Mr Roland Berzins resigned as Joint Company Secretary of the Company.

## 3. DIRECTORS' MEETINGS

The number of Directors' meetings held during the financial year and the number of meetings attended by each Director during the time the Director's held office are:

<b>Name</b>	<b>Number Eligible to Attend</b>	<b>Number Attended</b>
Mr Mark Rowbottom	7	6
Mr Zane Lewis	7	6
Mr Grant Gibson	4	4
Mr Peter Wall	-	-
Mr Edwin Bulseco	3	3

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**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

**4. PRINCIPAL ACTIVITIES**

During the financial year, the principal activities of GRP Corporation Limited was to pursue opportunities in various industries.

**5. FINANCIAL RESULTS**

The financial results of the Company for the financial year ended 30 June 2015 are:

	30-Jun-15	30-Jun-14	% Change
Cash & cash equivalents (\$)	60,546	138,350	(56%)
Net assets (\$)	(480,642)	269,277	(278%)
Revenue (\$)	14,007	648	2062%
Net loss after tax (\$)	(1,615,622)	(112,145)	1341%
Loss per share (cents)	(9.86)	(0.62)	1488%

**6. REVIEW OF OPERATIONS**

On 11 August 2014, Mr Edwin Bulseco was appointed as Non-Executive Director to the Board, as a nominee Director for Helpa Inc as part of GRP Corporation's acquisition of Helpa and its established global social media business Spring.me, as announced on the 29th April 2014.

On 22 September 2014, the Company's targeted offer of convertible notes was oversubscribed, raising \$1.825 million through the convertible notes issue. The issue was managed by DJ Carmichael who was appointed as Lead Manager and Corporate Advisor to the Company to assist it with the transaction and capital raising associated with the acquisition of Helpa Inc and its global social media business Spring.me.

On 9 October 2014, Mr Grant Gibson resigned as a Non-Executive Director of the Company as part of the Company's preparation for completion of the acquisition of Helpa Inc and its transition to a technology Company.

On 5 November 2014, the Company advised that, as approved by shareholders at the Company's Annual General Meeting on 22 October 2014, the Company's shares have been consolidated on a one (1) for five (5) basis.

On 1 December 2014, the Company advised that all resolutions presented at the Company's Annual General Meeting of Shareholders on 28 November 2014 had been passed by a show of hands.

On 14 January 2015, Mr Edwin Bulseco resigned as a Non-Executive Director of the Company and was replaced by Mr Grant Gibson who was appointed Non-Executive Director on 15 January 2015.

On 16 January 2015, the Company terminated the Heads of Agreement pursuant to which the Company was to acquire the shares of Helpa Inc and the Springme social media network platform led by Colin Fabig and Ari Klinger due to certain conditions precedent not being satisfied by the extended Sunset Date of 19th December 2014 and the Company and Helpa Inc not being able to reach agreement on a further extension.

On 26 June 2015, the Company reached a commercial settlement with Helpa Inc regarding the outstanding loans provided under the Facility Agreement. GRP and Helpa have agreed that subject to the payment by Helpa to GRP of the sum of \$125,000 in full, GRP and Helpa will mutually release each other from any and all claims relating to the transaction as contemplated by the Heads of Agreement, Facility Agreement and related documents. The completion of the settlement agreement with Helpa removes any potential constraints that would allow GRP to now move forward with a new transaction.

On 20 October 2015, the Company entered into a binding heads of agreement to conditionally acquire 100% of the issued capital of E-Collate Pty Ltd (E-Collate). E-Collate is developing a cloud-connected modern information system in a single app linking multi-source data to provide meaningful information for efficient compliance management and decision making support. The acquisition is a strategic move to provide shareholders with an opportunity to participate in an exciting technology company with a product that has applications across multiple sectors including;

- Finance Compliance and Reporting;
- Online Security;
- Project Management;
- Self-Managed Superannuation Funds.

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**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

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Implementation of the acquisition will, among other things, be subject to completing due diligence, shareholders and regulatory approvals and completion of a minimum capital raising of \$3.3 million. The parties are now working with their respective advisors to complete due diligence as well as the documentation required to convene a shareholders meeting to seek approval for the acquisition.

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

#### **7. EVENT OCCURRING AFTER THE REPORTING DATE**

On 14 September 2015, the Company advised that its registered address and principal place of business had changed to Suit 6, 295 Rokeby Road Subiaco WA 6008.

On 1 October 2015, the Company completed a placement of 3,790,240 fully paid ordinary shares at \$0.02 per share raising a total of \$75,804.80. Each share issued will have one free attaching option exercisable at \$0.03 and an expiry date of 3 years from the date of issue. The Company also completed an issue of 12,000,000 Convertible Notes with the following terms:

- Each note has a face value of \$0.02;
- The notes are an unsecured obligation on the Company;
- No interest is payable on the notes;
  - Each note will convert into one ordinary share in the Company within five business days of the Company obtaining shareholder approval in a general meeting to convert the notes into shares in accordance with the ASX Listing Rules and all other requirements; and
  - Upon conversion, each new share issued will also have one free attaching option issued exercisable at \$0.03 and an expiry date of 3 years from the date of issue.
- The notes are transferrable; and
- The company intends to seek shareholder approval as soon as practical after the issue.

On 6 October 2015, the Company appointed Mr Peter Wall as a Non-Executive Director of the Company. Mr Wall is a corporate lawyer and Partner at Steinepreis Paganin and has a wide range of experience in all forms of commercial and corporate law, with a particular focus on equity capital markets, mergers and acquisitions and corporate reconstructions and recapitalisations.

On 20 October 2015, the Company entered into a binding heads of agreement to conditionally acquire 100% of the issued capital of E-Collate Pty Ltd (E-Collate). E-Collate is developing a cloud-connected modern information system in a single app linking multi-source data to provide meaningful information for efficient compliance management and decision making support. The acquisition is a strategic move to provide shareholders with an opportunity to participate in an exciting technology company with a product that has applications across multiple sectors including;

- Finance Compliance and Reporting;
- Online Security;
- Project Management;
- Self-Managed Superannuation Funds.

No other matters or circumstances have arisen since 30 June 2015 that have significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

#### **8. INDEMNIFYING OFFICERS**

The Company has indemnified the Directors and Executives of the Company for costs incurred, in their capacity as a Director or Executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and Executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

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**DIRECTORS' REPORT**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

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**9. REMUNERATION REPORT**

This report details the nature and amount of remuneration for each director of GRP Corporation Limited and for the executive receiving the highest remuneration.

**A. Principles used to determine the nature and amount of remuneration**

**Non-Executive Directors**

Under the previous Board, the total non-executive directors' remuneration pool was approved by the shareholders. The remuneration pool currently stands at a maximum of \$200,000 per annum and shall remain the same until amended and approved by the shareholders.

In recommending the remuneration pool, the Board takes into account current market and industry specific practice to ensure non-executive directors' fee and payments are appropriate and in line with market situation.

**Executive Directors and Executives**

Executive Directors and executives are remunerated in accordance with their executive service contracts as approved by the Board. In approving the reward for executives, the Board will ensure it rewards competency and experience while remain competitive and reasonable as compared to current market and industry specific practice and are in line with the shareholders' interests.

**B. Executive pay**

The total remuneration package of executives consists of the followings:

- (a) Base pay; and
- (b) Benefits.

**(a) Base pay**

Base pay is the fixed cash salary set by the service contract. The base pay is set to be in line with the market rate for a comparable role in an organisation similar to the size of the Company. Base pay is reviewed annually to ensure it remains competitive in the market but there is no guarantee of annual increases in the service contract.

The base pay will also be reviewed if the executive is promoted or takes on additional roles within the Company.

**(b) Benefits**

Benefits are prescribed benefit to be provided at the executives' discretion. Prescribed benefits include the use of motor vehicle, reimbursement of the running cost and the use of car park in the office building.

**C. Share options**

The Company has set up a Directors, executives and staff share option plan under which share options can be issued in lieu of payment for services or as rewards for performance.

During the year, no share options have been issued to any directors, executives or staff.

# GRP CORPORATION LIMITED

## Annual Report

### DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

#### D. Key Management Remuneration

The key management personnel of the Company are the Board of Directors.

Details of the remuneration of the Directors of the Company up to 30 June 2015 are set out below:

	Short-term employee benefits				Post-employment benefits	Share-based payments		Percentage of remuneration consisting of options for the year
30-Jun-15	Salary & fees \$	Cash bonus \$	Non-monetary \$	Other \$	Super-annuation \$	Options & rights \$	Total \$	%
<b>Directors</b>								
Mark Rowbottam (i)	-	-	-	65,000	-	-	65,000	-
Zane Lewis (ii)	-	-	-	11,268	-	-	11,268	-
Grant Gibson (iii)	6,000	-	-	-	-	-	6,000	-
Edwin Bulseco	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>6,000</b>	<b>-</b>	<b>-</b>	<b>76,268</b>	<b>-</b>	<b>-</b>	<b>82,268</b>	
<b>Other Key Management</b>								
None	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Total</b>	<b>6,000</b>	<b>-</b>	<b>-</b>	<b>76,268</b>	<b>-</b>	<b>-</b>	<b>82,268</b>	

- (i) During the financial year, the Company incurred management fees of \$65,000, payable to Allegra Corporate Pty Ltd (a Company of which Mark Rowbottam is a Director).
- (ii) During the financial year, the Company incurred fees of \$11,268 for Company Secretary and accounting services payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). Of this balance, \$8,868 was outstanding and a payable at 30 June 2015.
- (iii) Director fees of \$6,000 payable to Quattro Capital Group Pty Ltd (a company of which Grant Gibson is a Director).

Details of the remuneration of the Directors of the Company up to 30 June 2014 are set out below:

	Short-term employee benefits				Post-employment benefits	Share-based payments		Percentage of remuneration consisting of options for the year
30-Jun-14	Salary & fees \$	Cash bonus \$	Non-monetary \$	Other \$	Super-annuation \$	Options & rights \$	Total \$	%
<b>Directors</b>								
Mark Rowbottam	-	-	-	-	-	-	-	-
Zane Lewis (i)	-	-	-	14,583	-	-	14,583	-
Michael Thorley	-	-	-	-	-	-	-	-
Miguel Laborde	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,583</b>	<b>-</b>	<b>-</b>	<b>14,583</b>	
<b>Other Key Management</b>								
None	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,583</b>	<b>-</b>	<b>-</b>	<b>14,583</b>	

- (i) During the financial year, the Company incurred fees of \$14,583 for Company Secretary and accounting services payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). These fees were outstanding and a payable at 30 June 2015.

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**DIRECTORS' REPORT**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

**E. Key Management Personnel Shareholdings**

The Directors and key management personnel of the Company did not receive any shares as part of their remuneration in respect of their duties in relation to GRP Corporation Limited.

Details of shares held directly, indirectly or beneficially by key management personnel and their related parties at any time during the financial year ended 30 June 2015 are set out below:

Directors	Opening Balance	Received as Remuneration	Exercise of Options	Net Purchase or Sales	Consolidation (1 for 5 basis)	Conversion of convertible loan to shares	Closing Balance
Mark Rowbottam	1,566,667	-	-	-	(1,253,334)	100,000	413,333
Zane Lewis	200,000	-	-	-	(160,000)	100,000	140,000
Grant Gibson	-	-	-	-	-	-	-
Peter Wall	-	-	-	-	-	-	-
Edwin Bulseco	-	-	-	25,000	-	-	25,000
<b>Total</b>	<b>1,766,667</b>	<b>-</b>	<b>-</b>	<b>25,000</b>	<b>(1,413,334)</b>	<b>200,000</b>	<b>578,333</b>

Details of shares held directly, indirectly or beneficially by key management personnel and their related parties at any time during the financial year ended 30 June 2014 are set out below:

Directors	Opening Balance	Received as Remuneration	Exercise of Options	Net Purchase or Sales	Net Change Other	Closing Balance
Mark Rowbottam	1,666,667	-	-	(100,000)	-	1,566,667
Zane Lewis	-	-	-	200,000	-	200,000
Michael Thorley	-	-	-	-	-	-
Miguel Laborde	1,666,667	-	-	(100,000)	-	1,566,667
Grant Gibson	-	-	-	-	-	-
Edwin Bulseco	-	-	-	-	-	-
<b>Total</b>	<b>3,333,334</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,333,334</b>

**F. Other Key Management Personnel Transactions**

**30 June 2015**

a) Loans provided during the financial year:

During the financial year the Company loaned \$5,000 to Aleator Energy Limited (a Company which Mark Rowbottam is a Director).

b) Other transactions during the financial year:

Management Fees:

During the financial year, the Company incurred management fees of \$65,000, payable to Allegra Corporate Pty Ltd (a Company of which Mark Rowbottam is a Director).

Company Secretary and Accounting Fees:

During the financial year, the Company incurred fees of \$11,268 for Company Secretary and accounting services payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). Of this balance, \$8,868 was outstanding and a payable at 30 June 2015.

c) Director Fees:

During the financial year, the Company incurred director fees of \$6,000 payable to Quattro Capital Group Pty Ltd (a company of which Grant Gibson is a Director).

**30 June 2014**

a) Loans provided / repaid during the financial year:

During the financial year the Company repaid \$800 to Edgestone Australia Pty Ltd (a Company of which Miguel Laborde is a Director). The outstanding balance owed to Edgestone Australia Pty Ltd at 30 June 2014 was nil.

b) Other transactions during the financial year:

During the financial year, the Company incurred fees of \$14,583 for Company Secretary and accounting fees payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). This amount was outstanding at 30 June 2014.



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**DIRECTORS' REPORT**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

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**10. SHARE OPTIONS**

No share options had been issued to any directors during or since the end of the financial the year.

During the year ended 30 June 2015 no ordinary shares were issued on options granted in prior years.

**11. DIVIDENDS**

No dividend has been paid during the financial year and no dividend is recommended for the financial year (30 June 2014: \$NIL).

**12. ENVIRONMENTAL REGULATIONS**

The Company 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 Company. There were no ground distributing activities conducted during the financial year.

**13. 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 Company, or to intervene in any proceedings to which the Company is a party, for the purposes of taking responsibility on behalf of the Company for all or part of these proceedings.

**14. NON-AUDIT SERVICES**

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

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

During the year, Hall Chadwick, the Company's auditor did not provide any services other than their statutory duties.

**15. AUDITOR'S INDEPENDENCE DECLARATION**

The lead auditor's independence declaration for the financial year ended 30 June 2015 has been received and can be found on page 10 of this Annual Report.

Signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the *Corporations Act 2001*.

On behalf of the Directors



**Mark Rowbottam**  
**Non-Executive Chairman**  
**27 October 2015**

**GRP CORPORATION LIMITED**  
**ABN 57 096 781 716**

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

**SYDNEY**

Level 40  
2 Park Street  
Sydney NSW 2000  
Australia

GPO Box 3555  
Sydney NSW 2001

Ph: (612) 9263 2600  
Fx : (612) 9263 2800

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2015 there have been:

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

*Hall Chadwick*

HALL CHADWICK  
Level 40, 2 Park Street  
SYDNEY NSW 2000

*Graham Webb*

**GRAHAM WEBB**  
Partner  
Dated: 27 October 2015

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**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015**

	Note	30-Jun-15 \$	30-Jun-14 \$
Interest income	3	296	648
Forgiveness of loans		13,711	-
Compliance and regulatory expenses		(62,294)	(43,600)
Consulting and corporate expenses	3	(262,405)	(68,531)
Director fees		(6,000)	-
Finance costs		(1,505)	-
Foreign exchange loss		(376)	-
Impairment of loan receivables	3	(1,275,000)	-
Other expenses		(22,049)	(662)
<b>Loss before income tax</b>		<b>(1,615,622)</b>	<b>(112,145)</b>
Income tax expense	4	-	-
<b>Loss after income tax</b>		<b>(1,615,622)</b>	<b>(112,145)</b>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of income tax		-	-
<b>Total comprehensive loss for the year</b>		<b>(1,615,622)</b>	<b>(112,145)</b>

		<u>Cents</u>	<u>Cents</u>
<b>Loss per share attributable to the ordinary equity holders of the Company:</b>			
Basic loss per share	6	(9.86)	(0.62)
Diluted loss per share	6	(9.86)	(0.62)

The Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the notes to the financial statements.

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**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2015**

	Note	30-Jun-15 \$	30-Jun-14 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	9	60,546	138,350
Trade and other receivables	10	36,484	32,499
Financial assets	11	30,000	625,000
<b>Total Current Assets</b>		<b>127,030</b>	<b>795,849</b>
<b>TOTAL ASSETS</b>		<b>127,030</b>	<b>795,849</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	12	328,372	233,560
Financial liabilities	13	279,300	293,012
<b>Total Current Liabilities</b>		<b>607,672</b>	<b>526,572</b>
<b>TOTAL LIABILITIES</b>		<b>607,672</b>	<b>526,572</b>
<b>NET (LIABILITIES) / ASSETS</b>		<b>(480,642)</b>	<b>269,277</b>
<b>EQUITY</b>			
Issued capital	14	10,110,828	8,381,093
Convertible loan	14	-	864,032
Accumulated losses		(10,591,470)	(8,975,848)
<b>TOTAL (DEFICIENCY IN EQUITY) / EQUITY</b>		<b>(480,642)</b>	<b>269,277</b>

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

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

	<b>Issued Capital</b>	<b>Convertible Loan</b>	<b>Accumulated Losses</b>	<b>Total Equity</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>At 1 July 2013</b>	<b>8,309,093</b>	<b>72,000</b>	<b>(8,863,703)</b>	<b>(482,610)</b>
<b>Comprehensive income:</b>				
Loss for the year	-	-	(112,145)	(112,145)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(112,145)</b>	<b>(112,145)</b>
<b>Transactions with owners in their capacity as owners:</b>				
Shares issued during the year	72,000	(72,000)	-	-
Issue of convertible loan	-	921,382	-	921,382
Transaction costs	-	(57,350)	-	(57,350)
	<b>72,000</b>	<b>792,032</b>	<b>-</b>	<b>864,032</b>
<b>At 30 June 2014</b>	<b>8,381,093</b>	<b>864,032</b>	<b>(8,975,848)</b>	<b>269,277</b>
	<b>Issued Capital</b>	<b>Convertible Loan</b>	<b>Accumulated Losses</b>	<b>Total Equity</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>At 1 July 2014</b>	<b>8,381,093</b>	<b>864,032</b>	<b>(8,975,848)</b>	<b>269,277</b>
<b>Comprehensive income:</b>				
Loss for the year	-	-	(1,615,622)	(1,615,622)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(1,615,622)</b>	<b>(1,615,622)</b>
<b>Transactions with owners in their capacity as owners:</b>				
Issue of convertible loan	-	961,368	-	961,368
Conversion of convertible notes to shares	1,825,400	(1,825,400)	-	-
Transaction costs	(95,665)	-	-	(95,665)
	<b>1,729,735</b>	<b>(864,032)</b>	<b>-</b>	<b>865,703</b>
<b>At 30 June 2015</b>	<b>10,110,828</b>	<b>-</b>	<b>(10,591,470)</b>	<b>(480,642)</b>

The Statement of Changes in Equity is to be read in conjunction  
with the notes to the financial statements.

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

	Note	30-Jun-15 \$	30-Jun-14 \$
<b>Cash flows used in operating activities</b>			
Payment to suppliers and employees		(262,857)	(104,427)
Interest paid		(946)	-
Interest received		296	648
<b>Net cash flows used in operating activities</b>	9(a)	<b>(263,507)</b>	<b>(103,779)</b>
<b>Cash flows used in investing activities</b>			
Loan provided to unrelated party		(775,000)	(625,000)
Loan provided to related party		(5,000)	-
Loan repayment from unrelated party		100,000	-
<b>Net cash flows used in investing activities</b>		<b>(680,000)</b>	<b>(625,000)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of convertible loan, net of transaction costs		865,703	864,032
Loan from related parties		-	3,300
Repayment of loan from related parties		-	(800)
<b>Net cash flows provided by financing activities</b>		<b>865,703</b>	<b>866,532</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(77,804)</b>	<b>137,753</b>
Cash and cash equivalents at the beginning of the year		138,350	597
<b>Cash and cash equivalents at the end of the year</b>	9	<b>60,546</b>	<b>138,350</b>

The Statement of Cash Flows is to be read in conjunction  
with the notes to the financial statements.

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

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**1. REPORTING ENTITY**

GRP Corporation Limited (the "Company" or "GRP") is a Company limited by shares, incorporated in Australia. The financial statements of the Company are for the financial year ended 30 June 2015.

The nature of the operations and principal activities of the Company are described in the Director' Report.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**BASIS OF PREPERATION**

**(a) Statement of Compliance**

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements are authorised for issue on 27 October 2015 by the directors of the Company.

**(b) Basis of Measurement**

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

**(c) Functional and Presentation Currency**

The financial statements have been presented in Australian dollars, which is the Company's functional currency.

**(d) New and Amended Standards Adopted by the Company**

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 in the prior period and are not likely to affect future periods.

**(e) Early Adoption of Standards**

The Company has not elected to apply any pronouncements before their operative date in the annual reporting period beginning 1 July 2014.

**(f) Going Concern**

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

The Company has incurred a net loss after tax for the financial year ended 30 June 2015 of \$1,615,622 (30 June 2014: \$112,145), and a net cash outflow used in operations of \$263,507 (30 June 2014: \$103,779). As at 30 June 2015 the Company had a net asset deficiency of \$480,642 (30 June 2014: net assets of \$269,277).

The Company has been actively negotiating and conducting due diligence investigations in respect to possible alternative transactions since the termination of the acquisition of Helpa. The completion of the settlement agreement with Helpa removes any potential constraints that would allow GRP to now move forward with a new transaction.

Management have prepared cash flow projections that support the Company's ability to continue as a going concern, after expected future capital raisings. This forecast assumes that the Directors will be able to raise at least \$3,000,000 in the next financial year as part of the Group's proposed acquisition of E-Collate Pty Ltd (E-Collate).

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

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

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

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

**(g) Income Tax**

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

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

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

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

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

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

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

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

**(h) Fair Value of Assets and Liabilities**

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

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

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

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



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

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

**(i) Impairment of assets**

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

Impairment testing is performed annually and tangible assets with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**(j) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

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

**(k) Financial Instruments**

**Recognition and initial measurement**

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

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

**Classification and subsequent measurement**

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

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

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

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

**(i) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

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**(ii) Financial liabilities**

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

**Impairment**

At the end of each reporting period, the Company assesses whether there is objective evidence that a financial asset has been impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Company recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

**Derecognition**

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

**(l) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short term high liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within short term borrowings in current liabilities in the statement of financial position.

**(m) Trade and Other Receivables**

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

**(n) Revenue and Other Income**

Interest revenue is recognised using the effective interest method.

**(o) 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.

**(p) 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.

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**FOR THE YEAR ENDED 30 JUNE 2015**

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**(q) Earnings per share**

*Basic earnings per share*

Basic earnings per share is determined by dividing net profit or loss after income tax attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

*Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with 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.

**(r) Comparatives**

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

**(s) Critical Accounting Estimates and Judgments**

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

*Key Estimates — Impairment*

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

**(t) New Accounting Standards for Application in Future Periods**

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Company. The Company has decided not to early adopt any of the new and amended pronouncements. The Company's assessment of the new and amended pronouncements that are relevant to the Company but applicable in future reporting periods is set out below:

- AASB 9: *Financial Instruments* and associated Amending Standards (applicable for annual reporting periods commencing on or after 1 January 2018).

The Standard will be applicable retrospectively (subject to the comment on hedge accounting below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes made to the Standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items.

Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments, it is impracticable at this stage to provide a reasonable estimate of such impact.

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**NOTES TO THE FINANCIAL STATEMENTS  
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- AASB 15: Revenue from Contracts with Customers (applicable to annual reporting periods commencing on or after 1 January 2017).

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers.

The core principle of the Standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step process:

- identify the contract(s) with a customer;
- identify the performance obligations in the contract(s);
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract(s); and
- recognise revenue when (or as) the performance obligations are satisfied.

This Standard will require retrospective restatement, as well as enhanced disclosures regarding revenue.

Although the directors anticipate that the adoption of AASB 15 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

### 3. LOSS FOR THE YEAR

	30-Jun-15	30-Jun-14
	\$	\$
Interest income	296	648
Impairment of loan receivable to related entities		
- Related party	-	-
- Unrelated party	(i) (1,275,000)	-
Consulting and corporate expenses		
- Related party	(65,000)	(14,583)
- Unrelated party	(197,405)	(53,948)

- (i) On 26 June 2015, as the Board reached a commercial settlement with Helpa regarding loans provided under the Facility Agreement. GRP and Helpa agreed that subject to the payment by Helpa to GRP of the sum of \$125,000 in full, GRP and Helpa will mutually release each other from any and all claims relating to the transaction as contemplated by the Heads of Agreement, Facility Agreement and related documents. At 30 June 2015 the Company had received \$100,000 from Helpa and therefore impaired \$1,275,000 of the initial \$1,400,000 loan to Helpa. The remaining \$25,000 was repaid on 23 July 2015.

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**4. INCOME TAX EXPENSE**

(a) The prima facie tax on loss from ordinary activities before income tax is reconciled to the income tax as follows:

	30-Jun-15	30-Jun-14
	\$	\$
Prima facie tax payable on loss from ordinary activities before income tax at 30% (2014 = 30%):	(484,687)	(33,644)
Other non-allowable items	52,977	-
Capital loss	378,387	4,380
Temporary differences	2,400	(1,886)
Deferred tax assets not recognised	50,923	31,150
<b>Income tax expense</b>	<b>-</b>	<b>-</b>

**(b) Tax losses**

The amount of deductible temporary differences and unused tax losses for which no deferred tax assets have been brought to account:

- Temporary differences: (\$8,000) (2014: \$6,286)
- Tax losses: operating losses \$169,744 (2014: \$103,831)
- Tax losses: capital losses \$1,261,289 (2014: \$14,600)

The benefits of the above temporary differences and unused tax losses will only be realised if the conditions for deductibility set out in Note 2(g) occur. These amounts have no expiry date.

Based on the failure of the Continuity of Ownership Test (COT) and Same Business Test (SBT) for the 2015 financial year, tax losses carried forward of \$12,798,840 are unable to be offset against any future income.

**5. DIVIDENDS**

No dividend (2014: \$NIL) was declared in respect of the year ending 30 June 2015.

**6. EARNINGS PER SHARE**

	30-Jun-15	30-Jun-14
Net loss attributable to ordinary equity holders of the Company (\$)	(1,615,622)	(112,145)
Weighted average number of ordinary shares for basic loss per share (No.)	16,392,214	18,068,218
<b>Continuing operations</b>		
- Basic loss per share (cents)	(9.86)	(0.62)
Net loss attributable to ordinary equity holders of the Company (\$)	(1,615,622)	(112,145)
Weighted average number of ordinary shares for diluted loss per share (No.)	16,392,214	18,068,218
<b>Continuing operations</b>		
- Diluted loss per share (cents)	(9.86)	(0.62)

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**7. AUDITORS' REMUNERATION**

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
<b>Amounts received or due and receivable by Hall Chadwick for:</b>		
- An audit and review of the financial report of the entity	16,000	16,000
<b>Total auditor remuneration</b>	<u>16,000</u>	<u>16,000</u>

**8. KEY MANAGEMENT PERSONNEL COMPENSATION**

**(a) Key management personnel compensation**

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Company's key management personnel (KMP) for the year ended 30 June 2015.

The totals of remuneration paid to KMP of the Company during the year are as follows:

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
Short-term employee benefits	(i) (ii) 82,268	14,583
<b>Total KMP compensation</b>	<u>82,268</u>	<u>14,583</u>

(i) Included in 30 June 2015 short-term employee benefits are:

- Management fees of \$65,000, payable to Allegra Corporate Pty Ltd (a Company of which Mark Rowbottom is a Director).
- Company secretarial and accounting fees of \$11,268 payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). Of this balance, \$8,868 was outstanding and a payable at 30 June 2015.
- Director Fees of \$6,000 payable to Quattro Capital Group Pty Ltd (a company of which Grant Gibson is a Director).

(ii) Included in 30 June 2014 short-term employee benefits are:

- Company secretarial and accounting fees of \$14,583 payable to SmallCap Corporate Pty Ltd (a company of which Zane Lewis is a Director). These fees were outstanding and a payable at 30 June 2014.

**Short-term employee benefits**

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**9. CASH AND CASH EQUIVALENTS**

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
Cash at bank and on hand	60,546	138,350
	<u>60,546</u>	<u>138,350</u>

**(a) Reconciliation of net loss after income tax to net cash flows used in operating activities**

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
<b>Net loss after income tax</b>	(1,615,622)	(112,145)
<b>Adjustments for:</b>		
Forgiveness of loan payable	(13,711)	-
Impairment of loan receivables	1,275,000	-
<b>Change in assets and liabilities</b>		
Increase in trade and other receivables	(3,985)	(10,607)
Increase in trade and other payables	94,811	18,973
<b>Net cash flows used in operating activities</b>	<u>(263,507)</u>	<u>(103,779)</u>

**10. TRADE AND OTHER RECEIVABLES**

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
Other receivables	36,484	32,499
	<u>36,484</u>	<u>32,499</u>

**11. FINANCIAL ASSETS**

	<u>30-Jun-15</u>	<u>30-Jun-14</u>
	\$	\$
Loan receivable - Helpa. Inc	25,000	625,000
Loan receivable - Aleator Energy Limited	5,000	-
	<u>30,000</u>	<u>625,000</u>

**Loan receivable - Helpa. Inc**

On 26 June 2015, as the Board reached a commercial settlement with Helpa regarding loans provided under the Facility Agreement. GRP and Helpa agreed that subject to the payment by Helpa to GRP of the sum of \$125,000 in full, GRP and Helpa will mutually release each other from any and all claims relating to the transaction as contemplated by the Heads of Agreement, Facility Agreement and related documents. At 30 June 2015 the Company had received \$100,000 from Helpa and therefore impaired \$1,275,000 of the initial \$1,400,000 loan to Helpa. The remaining \$25,000 was received on 23 July 2015.

**Loan receivable – Aleator Energy Limited**

During the financial year the Company loaned \$5,000 to Aleator Energy Limited (a Company which Mark Rowbottom is a Director).

**GRP CORPORATION LIMITED**  
Annual Report

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**12. TRADE AND OTHER PAYABLES**

	30-Jun-15	30-Jun-14
	\$	\$
Sundry payables - unrelated parties	173,162	56,011
Sundry payables - related parties	139,210	132,309
Accrued expenses	16,000	45,240
	<b>328,372</b>	<b>233,560</b>

**13. FINANCIAL LIABILITIES**

	30-Jun-15	30-Jun-14
	\$	\$
<b>Unsecured Liabilities</b>		
Loan from unrelated parties	30,000	43,712
Loan from related parties (i)	249,300	249,300
	<b>279,300</b>	<b>293,012</b>

(i) The loan from related parties has no set term, does not accrue interest and the lender has agreed to convert the debt to equity at the issue price when the Company will be re-instated on the ASX.

**14. ISSUED CAPITAL**

**(a) Ordinary Shares**

	30-Jun-15		30-Jun-14	
	\$	No.	\$	No.
Fully paid ordinary shares	10,110,828	15,160,957	8,381,093	18,761,095

Movement in ordinary shares	\$	No.	Issue price
Balance at 30 June 2013	8,309,093	17,861,095	
Conversion of convertible loan to shares (i)	72,000	900,000	\$0.08
<b>Balance at 30 June 2014</b>	<b>8,381,093</b>	<b>18,761,095</b>	

Movement in ordinary shares	\$	No.	Issue price
Balance at 30 June 2014	8,381,093	18,761,095	
Share consolidation (ii)	-	(15,008,888)	-
Conversion of convertible loan to shares (iii)	1,825,400	11,408,750	\$0.16
Transaction costs	(95,665)	-	-
<b>Balance at 30 June 2015</b>	<b>10,110,828</b>	<b>15,160,957</b>	

Ordinary shares entitle the holder to participate in the dividends and the proceeds on winding up in proportion to the number of and amounts paid on the shares held.

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

- (i) On 4 April 2014, the Company issued 900,000 shares at \$0.08 per share on conversion of \$72,000 worth of convertible loans.
- (ii) On 5 November 2014 the Company completed a share consolidation, on a one (1) for five (5) basis, as approved by shareholders at the Company's Annual General Meeting on 22 October 2014.
- (iii) On 6 November 2014 the Company issued 11,408,750 fully paid ordinary shares on conversion of convertible notes to shares.



**GRP CORPORATION LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**(b) Convertible Loan**

		<b>30-Jun-15</b>	<b>30-Jun-14</b>
		<b>\$</b>	<b>\$</b>
Convertible note	(i)	-	921,382
Transaction costs		-	(57,350)
		<b>-</b>	<b>864,032</b>

- (i) During the 2014 financial year, the Company entered into a converting loan agreement with various investors. The convertible loan bore no interest rate and was converted into ordinary shares at a share price of \$0.16 per share on 6 November 2014 (refer Note 14 (a)).

**15. RELATED PARTIES**

**Key Management Personnel**

The names of persons who were Directors of GRP Corporation Limited at any time during the financial year are as follows:

<b>Director</b>	<b>Position</b>	<b>Duration of Appointment</b>
Mark Rowbottam	Non-Executive Chairman	Appointed 4 November 2010
Zane Lewis	Non-Executive Director	Appointed 10 October 2011
Grant Gibson	Non-Executive Director	Appointed 30 June 2014, Resigned 9 October 2014, Re-Appointed 15 January 2015
Peter Wall	Non-Executive Director	Appointed 6 October 2015
Edwin Bulseco	Non-Executive Director	Appointed 11 August 2014, Resigned 14 January 2015

For details of disclosures relating to Key Management Personnel please refer to the Remuneration Report contained in the Directors' Report.

**16. SEGMENT INFORMATION**

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

The Company is currently operating in one business segment being a dormant entity in the resources sector and one geographic region being Australia.

**17. CONTINGENCIES**

There are no known contingent liabilities or contingent assets at balance date.

**GRP CORPORATION LIMITED**  
**Annual Report**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2015**

**18. COMMITMENTS**

On 14 April 2014 the Company signed a heads of agreement with Helpa to acquire 100% of Spring.me. As part of this agreement, the Company was required to provide Spring.me with a loan of \$1,100,000. On 22 August 2014 an amendment deed was signed which amended the loan amount from \$1,100,000 to \$1,400,000. At 30 June 2014 the Company had loaned Helpa \$625,000, with the balance of the loan, \$775,000, being loaned to Helpa during the 2015 financial year.

The total commitment at 30 June 2015 is summarised in the table below:

	30-Jun-15	30-Jun-14
	\$	\$
Within one year	-	775,000
After one year but not more than five years	-	-
After more than five years	-	-
<b>Total minimum commitment</b>	<b>-</b>	<b>775,000</b>

There were no other commitments for expenditure at 30 June 2015 or 30 June 2014.

**19. EVENT OCCURRING AFTER THE REPORTING DATE**

On 14 September 2015, the Company advised that its registered address and principal place of business had changed to Suit 6, 295 Rokeby Road Subiaco WA 6008.

On 1 October 2015, the Company completed a placement of 3,790,240 fully paid ordinary shares at \$0.02 per share raising a total of \$75,804.80. Each share issued will have one free attaching option exercisable at \$0.03 and an expiry date of 3 years from the date of issue. The Company also completed an issue of 12,000,000 Convertible Notes with the following terms:

- Each note has a face value of \$0.02;
- The notes are an unsecured obligation on the Company;
- No interest is payable on the notes;
  - Each note will convert into one ordinary share in the Company within five business days of the Company obtaining shareholder approval in a general meeting to convert the notes into shares in accordance with the ASX Listing Rules and all other requirements; and
  - Upon conversion, each new share issued will also have one free attaching option issued exercisable at \$0.03 and an expiry date of 3 years from the date of issue.
- The notes are transferrable; and
- The company intends to seek shareholder approval as soon as practical after the issue.

On 6 October 2015, the Company appointed Mr Peter Wall as a Non-Executive Director of the Company. Mr Wall is a corporate lawyer and Partner at Steinepreis Paganin and has a wide range of experience in all forms of commercial and corporate law, with a particular focus on equity capital markets, mergers and acquisitions and corporate reconstructions and recapitalisations.

On 20 October 2015, the Company entered into a binding heads of agreement to conditionally acquire 100% of the issued capital of E-Collate Pty Ltd (E-Collate). E-Collate is developing a cloud-connected modern information system in a single app linking multi-source data to provide meaningful information for efficient compliance management and decision making support. The acquisition is a strategic move to provide shareholders with an opportunity to participate in an exciting technology company with a product that has applications across multiple sectors including;

- Finance Compliance and Reporting;
- Online Security;
- Project Management;
- Self-Managed Superannuation Funds.

No other matters or circumstances have arisen since 30 June 2015 that have significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

**GRP CORPORATION LIMITED**  
Annual Report

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

**20. FINANCIAL INSTRUMENTS**

The Company's financial instruments consist mainly of cash at bank, accounts receivable and payable, loans from related and unrelated parties.

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

	Note	30-Jun-15 \$	30-Jun-14 \$
<b>Financial assets</b>			
Cash and cash equivalents	9	60,546	138,350
Trade and other receivables	10	36,484	32,499
Financial assets	11	30,000	625,000
<b>Total financial assets</b>		<b>127,030</b>	<b>795,849</b>
<b>Financial liabilities</b>			
Financial liabilities at amortised cost:			
– trade and other payables	12	328,372	233,560
– financial liabilities	13	279,300	293,012
<b>Total financial liabilities</b>		<b>607,672</b>	<b>526,572</b>

**(i) Financial Risks**

The Company has exposure to the following risks from its use of financial instruments:

- Interest rate risk; and
- Liquidity risk.

This note presents information about the Company's exposure to each of the above risk, its objectives, policies and processes for measuring and managing risk, and the management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

Risk management policies are established to identify and analyse the risk faced by the entity, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

**(a) Interest rate risk**

The entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rate and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

30-Jun-15	Floating Interest Rate \$	Fixed interest rate maturing in			Non Interest Bearing \$	Total \$	Weighted Average Interest Rate %
		<6 months \$	>6 - 12 months \$	> 12 months \$			
<b>Financial Assets</b>							
Cash and cash equivalents	60,546	-	-	-	-	60,546	0.6%
Financial assets	-	-	30,000	-	-	30,000	-
	<b>60,546</b>	<b>-</b>	<b>30,000</b>	<b>-</b>	<b>-</b>	<b>90,546</b>	
<b>Financial Liabilities</b>							
Trade and other payables	-	-	-	-	328,372	328,372	-
Financial liabilities	-	-	-	-	279,300	279,300	-
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>607,672</b>	<b>607,672</b>	

**GRP CORPORATION LIMITED**  
Annual Report

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2015**

30-Jun-14	Floating Interest Rate \$	Fixed interest rate maturing in			Non Interest Bearing \$	Total \$	Weighted Average Interest Rate %
		<6 months \$	>6 - 12 months \$	> 12 months \$			
<b>Financial Assets</b>							
Cash and cash equivalents	138,350	-	-	-	-	138,350	1.55%
Financial assets		-	625,000	-	-	625,000	10%
	<b>138,350</b>	<b>-</b>	<b>625,000</b>	<b>-</b>	<b>-</b>	<b>763,350</b>	
<b>Financial Liabilities</b>							
Trade and other payables	-	-	-	-	233,560	233,560	-
Financial liabilities	-	-	-	-	293,012	293,012	-
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>526,572</b>	<b>526,572</b>	

**(b) Liquidity risk**

Liquidity is the risk that the entity will not be able to meet its financial obligations as they fall due. The entity's approach to managing liquidity is to ensure, as far as possible, that it will always has sufficient liquidity to meets its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the entity's reputation.

**(c) Net fair values**

**Fair value estimation**

The net fair values of financial assets and liabilities are either equal to or approximate their carrying amounts. The carrying amounts of all financial assets and liabilities are reviewed to ensure they are not in excess of the net fair value.

**(ii) Capital management**

The Board's policy is to maintain a surplus to ensure that the entity is able to meet any commitments which will sustain the future development of the industry. The Board of Directors monitors the surplus on a regular basis and allocates funds when circumstances are appropriate.

The Company is not subjected to externally imposed capital requirements.

**21. COMPANY DETAILS**

GRP Corporation Limited is a company limited by shares, incorporated and domiciled in Australia.

The Company's registered office and principal place of business is Suite 6, 295 Rokeby Road Subiaco WA 6008.

**GRP CORPORATION LIMITED**  
**Annual Report**

**DIRECTORS' DECLARATION**  
**FOR THE YEAR ENDED 30 JUNE 2015**

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

- 1) the financial statements and notes, as set out on pages 11 to 28, are in accordance with the *Corporations Act 2001* and:
  - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
  - b. give a true and fair view of the financial position as at 30 June 2015 and of the performance for the year ended on that date;
- 2) in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- 3) the directors have been given the declarations required by s 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer.

This declaration is made in accordance with a resolution of the Board of Directors.



**Mark Rowbottam**  
**Non-Executive Chairman**  
**27 October 2015**

**GRP CORPORATION LIMITED**  
**ABN 57 096 781 716**

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

**SYDNEY**

Level 40  
2 Park Street  
Sydney NSW 2000  
Australia

GPO Box 3555  
Sydney NSW 2001

Ph: (612) 9263 2600  
Fx : (612) 9263 2800

**Report on the Financial Report**

We have audited the accompanying financial report of GRP Corporation Limited, which comprises the statement of financial position as at 30 June 2015, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the 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.

***Directors' Responsibility for the Financial Report***

The directors of the company are responsible for the preparation and fair presentation 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 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 (IFRS).

***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 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 judgment, 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 entity's preparation and fair presentation of the financial report 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 entity'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.

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**GRP CORPORATION LIMITED**  
**ABN 57 096 781 716**

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

***Auditor's Opinion***

In our opinion:

- a. the financial report of GRP Corporation Limited is in accordance with the Corporations Act 2001, including:
  - i. giving a true and fair view of the company'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.

***Emphasis of Matter***

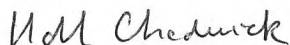
Without modifying our opinion, we draw attention to Note 2(f) in the financial report which indicates that the company incurred a net loss of \$1,615,622 during the year ended 30 June 2015 and, as of that date, the company's total liabilities exceeded its total assets by \$480,624. These conditions, along with other matters as set forth in Note 2(f) indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

**Report on the Remuneration Report**

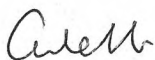
We have audited the Remuneration Report included in pages 6 to 8 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

***Auditor's Opinion***

In our opinion the remuneration report of GRP Corporation Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.



HALL CHADWICK  
Level 40, 2 Park Street  
SYDNEY NSW 2000



**GRAHAM WEBB**

Partner

Date: 27 October 2015

**GRP CORPORATION LIMITED**  
Annual Report

**SHAREHOLDERS INFORMATION  
FOR THE YEAR ENDED 30 JUNE 2015**

**Restriction on Shares**

There are no shares under escrow as at 30 June 2015.

**Major Shareholders**

As at 21 October 2015 the 20 largest holders of Ordinary Shares held 13,445,184 Shares equal to 70.97 percent of the total number of shares on issue.

Major shareholders	Number of shares	%
NIGHTFALL PTY LTD	2,040,240	10.77
RECO HOLDINGS PTY LTD	1,650,000	8.71
UBS NOMINEES PTY LTD	1,375,000	7.26
WORLD ACTION VENTURE PARTNERS LTD	1,250,000	6.60
SG HISCOCK & COMPANY LIMITED	937,500	4.95
CONFADENT LIMITED	643,279	3.39
WILLOWDALE HOLDINGS PTY LTD	633,749	3.34
SUBURBAN HOLDINGS PTY LTD	625,000	3.30
IMPRINT PARTNERS SPRING CAPITAL LTD	625,000	3.30
REVOLVE PROJECTS PTY LTD	475,000	2.51
MR PHILLIP JOHN COULSON	375,000	1.98
TROCA ENTERPRISES PTY LTD	350,000	1.85
CHIFLEY INVESTOR GROUP PTY LIMITED	343,750	1.81
MR MIGUEL RODOLFO LABORDE	313,333	1.65
PATERSONS SECURITIES LIMITED	312,500	1.65
TEMPO CAPITAL PTY LTD	312,500	1.65
IBT HOLDINGS PTY LTD	312,500	1.65
NIELSON HOLDINGS PTY LIMITED	312,500	1.65
SINBAD PTY LTD	293,333	1.55
MR MICHAEL THOMAS MUSK & MS ANNE CATHERINE MUSK	265,000	1.40
<b>Total</b>	<b>13,445,184</b>	<b>70.97</b>

**Substantial Shareholders**

As at 21 October 2015 the following shareholders were regarded as substantial shareholders:

	Number of Shares
NIGHTFALL PTY LTD	2,040,240
RECO HOLDINGS PTY LTD	1,650,000
UBS NOMINEES PTY LTD	1,375,000
WORLD ACTION VENTURE PARTNERS LTD	1,250,000



**GRP CORPORATION LIMITED**  
**Annual Report**

**SHAREHOLDERS INFORMATION**  
**FOR THE YEAR ENDED 30 JUNE 2015**

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**Voting Rights of Shareholders**

All fully paid ordinary shareholders are entitled to vote at any meeting of the members of the Company and their voting rights are on:

- show of hands – one vote per shareholder; and
- poll – one vote per full paid ordinary share.

**Registered Office**

Suite 6, 295 Rokeby Road  
Subiaco WA 6008

Telephone 08 6555 2950

Fax 08 9382 1222

**Company Secretary**

Mr Zane Lewis is the Company Secretary

**Share Registry**

Link Market Services Pty Limited  
Level 12, 680 George Street  
Sydney NSW 2000

PO Box 20013  
World Square NSW 2002

Telephone 02 8280 7001

Website <http://www.linkmarketservices.com.au/>

**Securities Exchange Listing**

Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Securities Exchange Limited under Security Code GRP.

**Distribution of Shareholdings**

As at 21 October 2015 the distribution of shareholdings was as follows:

Range	Number of holders	% of holders	Number of shares	% of shares
1 – 1,000 shares	259	64.27	22,195	0.12
1,001 – 5,000 shares	40	9.93	99,057	0.52
5,001 – 10,000 shares	9	2.23	75,595	0.40
10,001 – 100,000 shares	59	14.64	2,518,333	13.29
100,001 shares and over	36	8.93	16,236,017	85.67
	<b>403</b>	<b>100.00</b>	<b>18,951,197</b>	<b>100.00</b>

GRP CORPORATION LIMITED  
Annual Report

**CORPORATE GOVERNANCE STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2015**

Principle	Recommendations	Commentary
<p><b>1. Lay solid foundations for management oversight:</b></p> <p>Roles and responsibilities for board and management and how their performance is monitored and evaluated.</p>	<p>1.1: Listed Entity should disclose:</p> <p>(a) respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management</p>	<p>On resumption of quotation of GRP's securities on the ASX, it is Board's intention to ensure the Company is structured such that there are clearly defined roles, segregation of duties and responsibilities and approved levels of authority between the management and the governance of the company. The Board will set the overall corporate governance policy for the company including determining the strategic direction, establishing policies and goals for management and monitoring the achievement of them. The Board will delegate responsibility for the day to day management of the company to the Chief Executive Officer and the senior executive team.</p> <p>The GRP Board charter can be found at Schedule 1 of the GRP Corporate Governance Plan that is located on the GRP website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>The key responsibilities of the Board will include:</p> <ul style="list-style-type: none"> <li>• setting the long-term strategy and annual business plan including objectives and milestones to be achieved;</li> <li>• evaluating capital, cash and operating risk budgets and making appropriate recommendations on an annual basis;</li> <li>• reviewing and approving the company's financial, strategic and operational goals and assessing key business developments as formulated by management in line with the objectives and goals set by the Board;</li> <li>• monitoring the performance of the company against the financial objectives and operational goals set by the Board and reviewing the implementation of Board approved strategies;</li> <li>• assessing the appropriateness of the skill sets and the levels of experience of the members of the Board, individually and as a whole and selecting new members to join the Board when a vacancy exists;</li> <li>• appointing, removing and determining the terms of engagement of the Directors, Chief Executive Officer and Company Secretary;</li> <li>• overseeing the delegation of authority for the day to day management of the company;</li> <li>• ensuring that the risk management systems, financial reporting and information systems, personnel, policies and procedures are all operating efficiently and effectively by establishing a framework of internal controls and compliance;</li> <li>• reviewing major contracts, goods or services on credit terms, acceptance of counter-party risks and issuing guarantees on behalf of the company;</li> <li>• approving the capital structure and major funding requirements of the company;</li> <li>• making recommendations as to the terms of engagement, independence and the appointment and removal of the external auditors;</li> <li>• setting the Code of Conduct for the company and ensuring that appropriate standards of corporate governance and ethics are effectively communicated throughout the company and complied with;</li> <li>• reviewing the adherence by each director to the Directors' Code of Ethics;</li> <li>• establishing policies to ensure that the company complies with the ASX Continuous Disclosure Policy;</li> <li>• approving the company's half year and full year reports to the shareholders, ASX and ASIC; and</li> <li>• ensuring that recruitment, retention, termination, remuneration, performance review and succession planning policies and procedures are in place and complied with.</li> </ul>

**GRP CORPORATION LIMITED**  
Annual Report

**CORPORATE GOVERNANCE STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2015**

	<p>1.2: Listed Entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director: and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director</p>	<p>Attached to the AGM Notice of Meeting for 2015 the following information will be included for all directors up for re-election:</p> <ul style="list-style-type: none"> <li>- Biographical details</li> <li>- Other material directorships</li> <li>- If 1<sup>st</sup> election: <ul style="list-style-type: none"> <li>▪ Material adverse info</li> <li>▪ Interest/position/association that may influence or impact independent judgement</li> <li>▪ If board considers them independent</li> </ul> </li> <li>- If re-election: <ul style="list-style-type: none"> <li>▪ Term of office currently served</li> <li>▪ If board considers them independent</li> </ul> </li> </ul>
	<p>1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>At this stage there are no written agreements with the non-executive directors. The Company does not comply with ASX Recommendation 1.3, however the directors note that at the time of a transaction being entered into that gets GRP reinstated on the ASX there is a likelihood that there will be director movement and the Non-executive directors that will exist on the Board will enter into written agreements.</p>
	<p>1.4: The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.</p>	<p>The Company Secretary of GRP Corporation Limited is Zane Lewis. Some of his responsibilities include:</p> <ul style="list-style-type: none"> <li>- Advise the Board on Corporate Governance matters,</li> <li>- Monitor that they follow policy and procedure,</li> <li>- Coordinate timely completion and despatch of board and committee papers,</li> <li>- Ensure business at meetings are accurately captured in minutes, and</li> <li>- Help organise and facilitate induction and professional development of directors.</li> </ul> <p>Each director is able to communicate directly with the joint company secretaries and vice versa.</p>
	<p>1.5: Listed Entity should:</p> <p>(a) Have a diversity Policy which includes requirements for Board/Committee to set measurable objectives for achieving gender diversity and assess them and achieving them annually</p> <p>(b) disclose that policy</p> <p>(c) disclose at end of reporting period how objectives are being achieved via:</p> <p>(i) respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how senior exec is defined); or</p> <p>(ii) if entity is a "relevant employer" under the Workplace Gender Equality Act, the entities most recent "Gender Equality Indicators" as defined in the Act.</p>	<p>The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of our people. As such, the Board has adopted a Diversity Policy which can be found in schedule 9 of GRP's Corporate Governance Plan which can be viewed at the GRP website <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>. The Policy is to recruit and manage on the basis of qualification for the position and performance, regards of gender, age, nationality, race, religious beliefs, cultural background, sexuality, marital status or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance.</p> <p>The Board reviews the Diversity Policy and the composition of the personnel for GRP annually.</p> <p>At Balance date the Board has no female directors and 0% of the senior executives are female. There are no females in the workforce of GRP Corporation Limited.</p>

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	<p>1.6: A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>A copy of the Board Performance Evaluation Process can be found in schedule 5 of the Corporate Governance Plan which can be found on the Company's website <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>The performance of the Board is reviewed regularly by the Chairman. The Chairman conducts performance evaluations which involve an assessment of each Board member's performance against specific and measurable qualitative and quantitative performance criteria. The performance criteria against which directors are assessed is aligned with the financial and non-financial objectives of GRP Corporation Limited.</p> <p>Primarily, the review will be carried out through consultation by the Chairman and with individual Directors. Directors whose performance is consistently unsatisfactory may be asked to retire.</p> <p>During June 2015, over a series of informal discussions, the Chairman reviewed each director. All directors' performances met performance criteria.</p>
	<p>1.7: A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The performance of senior executives are reviewed regularly by the Chairman. The Chairman conducts performance evaluations which involve an assessment of each senior executive's performance against specific and measurable qualitative and quantitative performance criteria. The performance criteria against which executives are assessed is aligned with the financial and non-financial objectives of GRP Corporation Limited. Primarily, the review will be carried out through consultation by the Chairman and with individual executives. Executives whose performance is consistently unsatisfactory may be asked to resign.</p> <p>During June 2015, over a series of informal discussions, the Chairman reviewed each senior executive. All senior executive's performances met performance criteria.</p>
<p><b>2. Structure the Board to add value:</b></p> <p>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</p>	<p>2.1 The board of a listed entity should:</p> <p>(a) Have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by a independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(iv) as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or</p> <p>(b) If it does not have a nomination committee disclose that fact and the processes it employs to address board succession issue and to ensure that the board has the appropriate</p>	<p>The Company does not comply with ASX Recommendation 2.1. GRP Corporation's Board is not of a relevant size to consider formation of a separate nomination committee to deal with the selection and appointment of new Directors or executives and as such a nomination committee has not been formed.</p> <p>Nominations of new Directors or executives are considered by the full Board. If any vacancies arise on the Board or at executive level, all directors are involved in the search and recruitment of a replacement. The Board has taken a view that the full Board will hold special meetings or sessions as required. The full Board also assesses its balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>The Board are confident that this process for selection and review is stringent and full details of all Directors are provided to shareholders in the annual report.</p>

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	balance of skills, knowledge experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.																																			
	2.2: A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<div><div>The Company identifies the following as the main areas of skills required by the Board to successfully service the Company. The Directors have been measured to these areas in the skills matrix:</div><table><tr><th></th><th>Number of Directors that meet the skill</th></tr><tr><td>Executive and Non-Executive experience</td><td>4</td></tr><tr><td>Industry experience and knowledge</td><td>4</td></tr><tr><td>Leadership</td><td>4</td></tr><tr><td>Corporate governance and Risk Management</td><td>4</td></tr><tr><td>Strategic thinking</td><td>4</td></tr><tr><td>Desired behavioural competencies</td><td>4</td></tr><tr><td>Geographic experience</td><td>4</td></tr><tr><td>Capital Markets experience</td><td>4</td></tr><tr><td>Subject matter expertise</td><td></td></tr><tr><td>- accounting</td><td>3</td></tr><tr><td>- capital management</td><td>4</td></tr><tr><td>- corporate financing</td><td>4</td></tr><tr><td>- industry taxation</td><td>0</td></tr><tr><td>- risk management</td><td>3</td></tr><tr><td>- legal</td><td>3</td></tr><tr><td>- IT expertise</td><td>1</td></tr></table></div> <div>As can be seen the main areas identified are well represented by the Directors. With regards to Industry taxation there is a known skills shortage however these skills have been successfully outsourced to experienced consultants in the market, to the point where the Board is comfortable they are being met. The Board review the skills matrix annually.</div>		Number of Directors that meet the skill	Executive and Non-Executive experience	4	Industry experience and knowledge	4	Leadership	4	Corporate governance and Risk Management	4	Strategic thinking	4	Desired behavioural competencies	4	Geographic experience	4	Capital Markets experience	4	Subject matter expertise		- accounting	3	- capital management	4	- corporate financing	4	- industry taxation	0	- risk management	3	- legal	3	- IT expertise	1
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Capital Markets experience	4																																			
Subject matter expertise																																				
- accounting	3																																			
- capital management	4																																			
- corporate financing	4																																			
- industry taxation	0																																			
- risk management	3																																			
- legal	3																																			
- IT expertise	1																																			

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	<p>2.3: A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors</p> <p>(b) if a director has an interest, position, association or relationship as described in Box 2.3 (Factors relevant to assessing independence) but the board is of the opinion that it doesn't compromise the independence of the director, nature of the interest, position, association or relationship and an explanation as to why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company recognises that independent directors are important in assuring shareholders that the Board is properly fulfilling its role and is diligent in holding senior management accountable for its performance. The Board assesses each of the directors against specific criteria to decide whether they are in a position to exercise independent judgment.</p> <p>Directors of GRP Corporation Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.</p> <p>In making this assessment, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when assessing independence are whether a Director:</p> <ul style="list-style-type: none"><li>• is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;</li><li>• is employed, or has previously been employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;</li><li>• has within the last three years been a principal of a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the service provided;</li><li>• is a material supplier or customer of the Company or other Company member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or</li><li>• has a material contractual relationship with the Company or another Company member other than as a Director.</li></ul> <p>The Board of GRP Corporation Limited consist of:</p> <table><tr><th>Name</th><th>Term in Office</th></tr><tr><td>Mark Rowbottam</td><td>Since 4 November 2010</td></tr><tr><td>Zane Lewis</td><td>Since 10 October 2011</td></tr><tr><td>Grant Gibson</td><td>Since 15 January 2015</td></tr><tr><td>Peter Wall</td><td>Since 6 October 2015</td></tr></table> <p>The Board of GRP consider Grant Gibson an independent director.</p>	Name	Term in Office	Mark Rowbottam	Since 4 November 2010	Zane Lewis	Since 10 October 2011	Grant Gibson	Since 15 January 2015	Peter Wall	Since 6 October 2015
Name	Term in Office											
Mark Rowbottam	Since 4 November 2010											
Zane Lewis	Since 10 October 2011											
Grant Gibson	Since 15 January 2015											
Peter Wall	Since 6 October 2015											

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	2.4: A majority of the Board of a listed entity should be independent directors.	<p>The Board is currently comprised of four non-executive Directors, one is independent.</p> <p>It is noted that the Company's board composition is not in keeping with the commentary and guidance to Best Practice Recommendations 2.4. The Board is of the opinion that the current stage of uncertainty in relation to the future operation of the company requires the company to have a board, which has more of a hands-on and technical experience in order to stabilise the company. However, the board is committed to follow the guidance to Best Practice Recommendations 2.4 by appointing independent directors to the Board once the future direction of the company is resolved.</p> <p>The Board has determined that there are sufficient appropriate alternative governance measures in place to ensure that non-compliance with the recommendations does not give rise to undue risk or other material concerns relating to the management and oversight of the Company.</p>
	2.5: The Chair of a Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>The Chairman of the Board is not an independent director. The Chairman is the same person who would be deemed to be the CEO of GRP Corporation Limited.</p> <p>It is noted that the Company's board composition is not in keeping with the commentary and guidance to Best Practice Recommendations 2.5. The Board is of the opinion that the current stage of uncertainty in relation to the future operation of the company requires the company to have a board, which has more of a hands-on and technical experience in order to stabilise the company. However, the board is committed to follow the guidance to Best Practice Recommendations 2.5 by electing an independent director to become the Chairman of the Board once the future direction of the company is resolved.</p> <p>The Board has determined that there are sufficient appropriate alternative governance measures in place to ensure that non-compliance with the recommendations does not give rise to undue risk or other material concerns relating to the management and oversight of the Company.</p>
	2.6: A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>The Company has an in formalised program for the induction of new Directors. This induction covers all aspects of the Company's operations including the provision of information and meetings with relevant senior executives so as to ensure that new Directors are able to fulfil their responsibilities and contribute to Board discussions.</p> <p>Existing Directors are encouraged to participate in appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a Director. The Chairman of the Board of GRP Corporation Limited assess individual Board members skills during the performance review of each director. Any training or skill gaps identified are tabled to the Board to consider options to fill gaps identified.</p>
<b>3. Act Ethically and Responsibly:</b>  A listed entity should act ethically and responsibly.	3.1 A listed entity should: (a) Have a code of conduct for its directors, senior executives and employees; and (b) disclose that code of conduct or a summary of it.	<p><b>Code of Conduct &amp; Ethics</b></p> <p>The company has a Code of Conduct, which sets the standards in accordance with which each director, manager and employee of the company is expected to act. The code is communicated to all levels of the company and deals with areas such as professional conduct, customers/consumers, suppliers, advisers/regulators, competitors, the community and the employees. This can be found in schedule 2 of the GRP Corporate Governance plan which is on the GRP website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p>

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<p><b>4. Safeguard Integrity in corporate reporting:</b></p> <p>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</p>	<p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the chair of the board;</li> </ul> <p>And disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee</li> <li>(iv) the relevant qualifications and experience of the member of the committee; and</li> <li>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the member at those meetings; or</li> </ul> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Given the size and scale of the Company's operations the full Board undertakes the role of the Audit Committee. The Audit Committee does not comply with ASX Recommendation 4.1 as the Chair of the Board is Chair of the Audit Committee, during the whole of the financial year, did not comprise only independent Directors. The role and responsibilities of the Audit Committee are summarised below.</p> <p>The Audit Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The Board sets aside time to deal with issues and responsibilities usually delegated to the Audit Committee to ensure the integrity of the financial statements of the Company and the independence of the auditor.</p> <p>The Board reviews the audited annual and half-year financial statements and any reports which accompany published financial statements and recommends their approval to the members. The Board also reviews annually the appointment of the external auditor, their independence and their fees.</p> <p>The Board is also responsible for establishing policies on risk oversight and management. The Company has not formed a separate Risk Management Committee due to the size and scale of its operations.</p> <p><i>External Auditors</i></p> <p>The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. It is Hall Chadwick's policy to rotate engagement partners on listed companies at least every five years.</p> <p>An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the notes to the financial statements in the Annual Report.</p> <p>There is no indemnity provided by the Company to the auditor in respect of any potential liability to third parties.</p> <p>The external auditor is requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and preparation and content of the audit report.</p> <p>Non-audit services provided by the auditors during the year are detailed in the financial statements.</p> <p>The Board continues to strive to meet the ASX Corporate Governance Principles and Recommendations or other such principles and guidance as the Board may consider appropriate from time to time, however the Board also recognises that complying with the ASX Corporate Governance Principles and Recommendation 4.1 is impractical given the size of the Company and the industry in which it operates. The board consists of four (4) members and therefore the Directors believe, it is sufficient for the full board to assume those responsibilities that are ordinarily assigned to an audit committee.</p>
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	<p>4.2: The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Chief Executive Officer and Chief Financial Officer, or equivalent, provide to the Board written certification that in all material respects:</p> <ul style="list-style-type: none"> <li>(a) The Company's financial statements present a true and fair view of the Company's financial condition and operational results and are in accordance with relevant accounting standards;</li> <li>(b) The statement given to the Board on the integrity of the Company's financial statements is founded on a sound system of risk management and internal compliance and controls which implements the policies adopted by the Board; and</li> </ul> <p>The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.</p> <p>As a matter of process the GRP Corporation Limited's Board receive this certification from the CEO and CFO, or those within the entity that perform the duties of the CEO and CFO, outlining compliance with Principle 4.2 before the finalisation of any financial statements.</p>
	<p>4.3: A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit</p>	<p>As disclosed above at 4.1 above the external auditor is requested to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and preparation and content of the audit report.</p>
<p><b>5. Make Timely and Balanced Disclosure:</b></p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	<p>5.1 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>(b) disclose that policy or a summary of it</li> </ul>	<p>Historically, the company's market disclosure policy is to ensure that shareholders and the market are fully informed of the company's strategy, performance and details of any information or events that could be material to the value of the company's securities. The company is committed to ensuring that all information that may have a material impact on the company's share value is disclosed to the market in a timely and balanced manner. Please refer to the continuous disclosure policy at schedule 6 of the Corporate Governance plan found on GRP's website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>The Chief Executive Officer and the Company Secretary, in consultation with the Board, are responsible, for the review, authorisation and disclosure of information to the ASX and for overseeing and coordinating information disclosures to the ASX, shareholders, brokers, analysts, the media and the public.</p> <p>The company ensures that it also complies with the requirements of the Listing Rules of the Australian Securities Exchange ("ASX") and the Corporations Act in providing information to shareholders through:</p> <ul style="list-style-type: none"> <li>• The half-yearly report to the ASX;</li> <li>• The annual Report which is distributed to the ASX and to shareholders prior to the AGM;</li> <li>• The AGM and other meetings called to obtain approval from shareholders where appropriate;</li> <li>• Ad-hoc releases to the ASX as required under the ASX Listing Rules.</li> </ul> <p>However, during the financial year, the company did not comply with this principle in a timely manner. The financial report for the half year ended 31 December 2014 was reported to the ASX on the 11<sup>th</sup> of September 2015 and the financial report for the full year ended 30 June 2015 was lodged after 30 September 2015.</p> <p>It is the Boards intention to apply all principles previously adopted in a timely manner on the resumption of quotation on the ASX and achieve all of the Best Practice Recommendations in stages as the company grows and its circumstances change over time.</p>

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<p><b>6. Respect the Rights of Security Holders:</b></p> <p>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</p>	<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>GRP has a website found at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>, where there are links to directors and their details, constitution, Corporate Governance Plan that includes (charters and Corporate Governance policies). Also included are links to all financial reports, announcements, notice of meeting's.</p> <p>It is noted at this stage GRP is currently suspended from quotation and does not have a project.</p>
	<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company has established a Shareholder Communications Strategy which underpins the investor relations program. A copy of this strategy can be found in schedule 10 of the Corporate Governance plan that can be found on the Company's website <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>The Board's policy is to seek to inform shareholders of all major developments affecting the Company by allowing investors and other financial market participants to gain a greater understanding of the entity's business, governance, financial performance and prospects.</p>
	<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company has policies and procedures that enable shareholders to receive the reports and participate in shareholder meetings by attendance or by written communication. The Board seeks to notify all shareholders so they can be fully informed for voting at the Annual General Meeting or any General Meetings that arise. Shareholders who have made an election receive a copy of the Company's Annual Report by mail; otherwise, the Annual Report is available on the Company's website.</p>
	<p>6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company has the capability to communicate with shareholders electronically through its website, email communications and via the share registry. Electronic contact details are provided on the Company's website.</p>

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<p><b>7. Recognise and Manage Risk:</b></p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>	<p>7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; &amp;</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The Company's risk management framework is designed to identify, assess, monitor and manage material business risks, both financial and non-financial, to minimise their impact on the achievement of organisational goals.</p> <p>As no member has been appointed to the Audit &amp; Risk Management Committee, the board is responsible for reviewing and ratifying the system of risk management, internal compliance and control, codes of conduct and legal compliance. Please refer to the Board Charter (schedule 1), Corporate code of conduct (schedule 2) and the audit and risk committee charter (schedule 3) found in the Corporate Governance plan at GRP's website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>Historically, the Board delegates to the Chief Executive Officer and the Chief Financial Officer the responsibilities for the establishment, implementation and maintenance of the system of risk management including measures of its effectiveness.</p>
	<p>7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>The risk management framework is reviewed at least annually by the Board and has been reviewed in June 2015 for the year ended 30 June 2015.</p> <p>A copy of the risk management policy can be found in schedule 7 of the Corporate Governance plan found at the GRP website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>.</p> <p>The Chief Executive Officer and the Chief Financial Officer are required to make a declaration in accordance with section 295A of the Corporations Act that the Company's financial reports present a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards, and to provide assurance that the declaration is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects.</p>
	<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The Company does not have a formal internal audit function. The Board monitors the need for an internal audit function having regard to the size, geographic location and complexity of the Company's operations.</p> <p>The Company's Management periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement these systems are developed. The Board also considers external reviews of specific areas and monitors the implementation of system improvements.</p>

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	7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	The Company is currently looking to acquire an existing business and raise capital to satisfy its re-quotation on the ASX. As such, the Company has some minor exposure to the general economic conditions as far as the capital markets are concerned and no exposure to social or environmental risks
<p><b>8. Remunerate Fairly and Responsibly:</b></p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</p>	<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The role of a Remuneration Committee is to assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and incentive policies for employees.</p> <p>The Board has not established a separate Remuneration Committee due to the size and scale of its operations. This does not comply with Recommendation 8.1 however the Board as a whole takes responsibility for such issues.</p> <p>The Company's remuneration policy is disclosed in schedule 4 of the Corporate Governance plan that can be found at GRP's website at <a href="http://www.grpcorporation.com.au">www.grpcorporation.com.au</a>. The policy has been set out to ensure that the performance of Directors, key executives and staff reflect each person's accountabilities, duties and their level of performance, and to ensure that remuneration is competitive in attracting, motivating and retaining staff of the highest quality. A program of regular performance appraisals and objective setting for key executives and staff is in place. These annual reviews take into account individual and company performance, market movements and expert advice.</p> <p>The Board determines any changes to the remuneration of key executives on an annual basis.</p> <p>The Board determines and reviews compensation arrangements for the directors and the executive team.</p>
	8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>At this stage GRP Corporation Limited does not have any executive directors or senior executives.</p> <p>The Company's remuneration policy is disclosed in the Directors' Report. The policy has been set out to ensure that the performance of Directors, key executives and staff reflect each person's accountabilities, duties and their level of performance, and to ensure that remuneration is competitive in attracting, motivating and retaining staff of the highest quality. A program of regular performance appraisals and objective setting for key executives and staff is in place. These annual reviews take into account individual and company performance, market movements and expert advice.</p> <p>The Board determines any changes to the remuneration of key executives on an annual basis.</p> <p>The Board determines and reviews compensation arrangements for the directors and the executive team.</p>

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	<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company does not have an equity based remuneration scheme in place.</p>
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