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**BUSINESS DIRECTORY
AS AT 30 JUNE 2015**

Company Number:	5673448		
IRD Number:	116-823-608		
Registered Office:	Unit 8, Level 1 35 Apollo Drive Rosedale Auckland 0632		
Principal Activity:	Software Development		
Directors:	Robert William Pole Keaton Wallace Jason Paul Gitmans		
Shareholders:	Robert William Pole	4,500	Shares
	Jason Paul Gitmans	4,000	Shares
	Top Link Holdings Pty Limited	500	Shares
	Golden Power Limited	500	Shares
	UC Mondello Pty Limited	250	Shares
	Rylet Limited	250	Shares
		<u>10,000</u>	
Accountants:	Wilson Partners (2009) Ltd PO Box 9583 Newmarket Auckland 1149		
Solicitors:	Eaton Hall PO Box 419 Claremont Western Australia 6910		
Independent Auditors:	BDO Auckland Level 8, 120 Albert Street Auckland		
Bankers:	BNZ Bank		

DIRECTORS' REPORT FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

The directors submit the report in respect of the financial period ended 30 June 2015.

Financial Statements

The financial statements for the period ended 30 June 2015 are attached to this report.

Statement of Directors

In the opinion of the directors, the financial statements and notes

- comply with New Zealand generally accepted accounting practice and give a true and fair view of the financial position of the Company at 30 June 2015 and the results of its operations for the period ended 30 June 2015.
- have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

The Directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Company and facilitate compliance of the financial statements with the Financial Reporting Act 2013.

For and on behalf of the Board



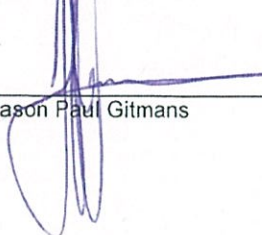
Robert William Pole

4/12/15
Date



Keaton Wallace

4/12/15
Date



Jason Paul Gitmans

4/12/15
Date

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
NEXGEN NETWORKS LIMITED**

Report on the Financial Statements

We have audited the financial statements of NexGen Networks Limited ("the Company") on pages 5 to 15 which comprise the statement of financial position as at 30 June 2015, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinion we have formed.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation of the financial statements in accordance with generally accepted accounting practice (GAAP) and New Zealand Equivalents to International Financial Reporting Standards Reduced Disclosure Regime and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand) and International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, 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 financial statements 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, as well as evaluating the overall presentation of the financial statements.

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

In addition to audit services, our firm provides other services in the areas of taxation. We have no other relationship with or interests in the Company.

Opinion

In our opinion, the financial statements on pages 5 to 15 present fairly, in all material respects the financial position of the Company as at 30 June 2015, and its financial performance and its cash flows for the period then ended in accordance with generally accepted accounting practice (GAAP) and New Zealand Equivalents to International Financial Reporting Standards Reduced Disclosure Regime.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 15 to the financial statements, which indicates that the company incurred a net loss of \$142,493 during the period ended 30 June 2015 and, as of that date, the Company's current liabilities exceeded its total assets by \$132,493. These conditions, along with other matters as set forth in Note 15, 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.

A handwritten signature in blue ink that reads 'BDO Auckland'.

BDO Auckland
4 December 2015
Auckland
New Zealand


STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2015

	Note	30 Jun 2015
		\$
EQUITY AND LIABILITIES		
Equity		
Fully Paid Shares	2	10,000
Retained Earnings		(142,493)
Total Equity		<u>(132,493)</u>
Current Liabilities		
Trade and Other Payables	3	91,637
Borrowings	4	155,967
Total Current Liabilities		<u>247,604</u>
TOTAL EQUITY AND LIABILITIES		<u><u>115,111</u></u>
ASSETS		
Non Current Assets		
Property, Plant and Equipment	5	16,880
Total Non Current Assets		<u>16,880</u>
Current Assets		
Cash and Cash Equivalents	6	76,730
Trade and Other Receivables	7	21,502
Total Current Assets		<u>98,232</u>
TOTAL ASSETS		<u><u>115,111</u></u>

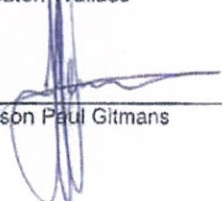
Approved for and on behalf of the Directors:


Robert William Pole

4/12/15
Date


Keaton Wallace

4/12/15
Date


Jason Paul Gitmans

4/12/15
Date

The above statements should be read in conjunction with the notes to and forming part of the financial statements.

STATEMENT OF COMPREHENSIVE INCOME FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

	Note	30 Jun 2015
		\$
Operating Revenue		-
Operating Expenses		
Administration & Other Expenses		1,114
Consulting Fees		103,115
Employee Costs		6,667
Low Value Assets		4,043
Professional Fees		10,339
Tenancy Costs		6,000
Travel Costs		4,939
Web Hosting Expense		2,610
Depreciation		1,393
		<u>140,217</u>
Loss from Operations		<u>(140,217)</u>
Foreign Currency Loss		2,275
Total Finance Expenses		<u>2,275</u>
Net Loss Before Income Tax		<u>(142,493)</u>
Income Tax Expense	8	-
Net Loss After Tax		<u>(142,493)</u>
Other Comprehensive Income for the period, Net of Tax		-
Total Comprehensive Income attributable to Shareholders of the Company		<u>(142,493)</u>

The above statements should be read in conjunction with the notes to and forming part of the financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015**

	Share Capital \$	Retained Earnings \$	Total \$
Opening Balance	-	-	-
Loss for the period		(142,493)	(142,493)
Total Comprehensive Income for the period		(142,493)	(142,493)
Transactions with owners of the Company with their capacity as owners			
Ordinary Shares Issued	10,000		10,000
	10,000	-	10,000
Closing Balance at 30 June 2015	10,000	(142,493)	(132,493)

The above statements should be read in conjunction with the notes to and forming part of the financial statements.

STATEMENT OF CASH FLOWS

FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

	Note	30 Jun 2015
		\$
Cash Flow from operating activities		
Payments to Suppliers and Employees		(70,964)
Net Cash Flow from operating activities		(70,964)
Cash Flow from investing activities		
Purchase of Property Plant and Equipment		(18,273)
Net Cash Flow from investing activities		(18,273)
Cash Flow from financing activities		
Net Proceeds from borrowings		165,967
Net Cash Flow from financing activities		165,967
Net increase / (decrease) in cash and cash equivalents		76,730
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at the end of the period	6	76,730

The above statements should be read in conjunction with the notes to and forming part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These are the financial statements of NexGen Networks Limited. NexGen Networks Limited is a company registered under the Companies Act 1993 and is engaged in the business of Software Development. All operations are within the jurisdiction of New Zealand. The address of the registered office is Unit 8, Level 1, 35 Apollo Drive, Rosedale, Auckland 0632.

These are the financial statements for NexGen Networks Limited. The Company was incorporated on 10 April 2015. These financial statements cover the period from inception to 30 June 2015.

These financial statements have been approved for issue by the Board of Directors on the date specified on page 5.

Basis of Preparation

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards Reduced Disclosure Regime ("NZ IFRS RDR") and other applicable Financial Reporting Standards, as appropriate for profit orientated entities.

Statutory Base

The company has a statutory obligation to produce General Purpose Financial Reports ("GPFR"). The company is a for profit entity with public accountability under the Financial Reporting Act 2013. Public Accountability is defined as an entity having debt or equity instruments that are traded in a public market, or is in the process of issuing such instruments for trading in a public market.

Basis of Measurement

The measurement system adopted is that of historical cost.

The preparation of financial statements in conformity with NZ IFRS RDR requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The following is a summary of the significant accounting policies adopted by the Company in the preparation of these financial statements.

Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the profit or loss except to the extent that it relates to items recognised directly in other comprehensive income ("OCI"), in which case it is recognised in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustments to the tax of previous years.

Deferred tax assets and liabilities are recognised when the carrying amount of an asset or liability in the statement of financial position differs from its tax base. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilised. A deferred tax asset has not been recognised in respect of the deductible temporary differences and loss to carry forward at 30 June 2015.

Goods and Services Tax (GST)

The Statement of Profit or Loss and Other Comprehensive Income has been prepared so that all components are stated exclusive of GST. All items in the Statement of Financial Position are stated net of GST, with the exception of receivables and payables which include GST invoiced.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which it operates (the 'functional' currency). The financial statements are presented in New Zealand dollars, which is the Company's functional and presentation currency, rounded to the nearest dollar.

Financial Assets

The Company classifies its financial assets in the following categories; financial assets at fair value through profit or loss, loans and receivables, held to maturity investments and available for sale financial assets. The classification depends on the purpose for which the assets were acquired. Management determines the classification of its assets at initial recognition and re-evaluates this designation at every reporting date. At balance date all of the financial assets are classified as loans and receivables.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period which are classified as non-current assets.

The Company's loans and receivables comprise trade and other receivables and cash and cash equivalents.

Loans and receivables are recognised when the Company becomes a party to the contractual provisions of the instrument. Loans and receivables are initially recognised at fair value plus transaction costs and are thereafter carried at amortised cost using the effective interest method.

The Company assesses at each balance date whether there is objective evidence that a financial asset is impaired.

Cash and Cash Equivalents

Cash and Cash Equivalents include cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Trade and other receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Collectability of receivables is reviewed on an ongoing basis. Individual debts which are known to be uncollectible are written off. A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter into bankruptcy or financial reorganisation, and default or delinquency in payments are considered objective evidence of impairment.

The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in profit and loss.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised (such as improvement in the debtor's credit rating), the previously recognised impairment loss is reversed and the reversal is recognised in the profit and loss.

Subsequent recoveries of amounts written off are recorded in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

Trade and Other Payables

These amounts represent unsecured liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

Property Plant and Equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation.

Depreciation on assets is charged on a straight line basis over the assets useful life. The depreciable amount of an asset is calculated by subtracting the residual value from the cost of the asset.

The depreciable amount of an asset is allocated on a systematic basis over the assets useful life as follows: Office Equipment 1-3 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate at each balance date. If an assets carrying amount is greater than its estimated recoverable amount, the carrying amount is written down immediately to its recoverable amount.

Share Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

Changes in Accounting Policies

There have been no changes in accounting policies as the entity was established and commenced trading during the year.

2	SHARE CAPITAL	No. of Shares	Ordinary Shares \$
	Opening Shares	-	-
	Ordinary Shares Issued	10,000	10,000
	Closing Shares at 30 June 2015	10,000	10,000
3	TRADE AND OTHER PAYABLES		30 Jun 2015
	Trade Payables		(62,560)
	Other Payables and Accruals		(29,077)
			<u>(91,637)</u>
4	BORROWINGS		30 Jun 2015
	Related Party Loan		(155,967)
			<u>(155,967)</u>

All Borrowings are non interest bearing and repayable upon demand, however repayment is not expected to be called upon within the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

5 PROPERTY PLANT AND EQUIPMENT

Description	Office Equipment	Total
<i>Cost</i>		
Balance at 1 April 2015	-	-
Additions	18,273	18,273
Disposals	-	-
Balance at 30 June 2015	18,273	18,273
<i>Depreciation</i>		
Balance at 1 April 2015	-	-
Depreciation Expense	1,393	1,393
Disposals	-	-
Balance at 30 June 2015	1,393	1,393
Net Carrying Amount	16,880	16,880

6 CASH AND CASH EQUIVALENTS

2015

Cash at Bank	76,730
	<u>76,730</u>

7 TRADE AND OTHER RECEIVABLES

30 Jun 2015

Goods and Services Tax Refundable	11,502
Related Party Loan	10,000
	<u>21,502</u>

8 INCOME TAX EXPENSE RECONCILIATION

2015

\$

Income Tax recognised in the Statement of Profit or Loss and Other Comprehensive Income

Current Tax	-
Total Income Tax Expense	<u>-</u>

Reconciliation of income tax expense

Net Loss before tax	(142,493)
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Income Tax at 28%	(39,898)
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Tax Losses to which no Deferred Income Tax asset has been recognised	39,898
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Tax Balance at year end	<u>-</u>
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NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

9 FINANCIAL INSTRUMENTS BY CATEGORY

	Loans and receivables	Other liabilities at amortised cost	Total carrying amount	Fair value
Assets				
Trade and other receivables	10,000	-	10,000	10,000
Cash and cash equivalents	76,730	-	76,730	76,730
Total current assets	86,730	-	86,730	86,730
Liabilities				
Trade payables	-	91,637	91,637	91,637
Borrowings	-	155,967	155,967	155,967
Total current liabilities	-	247,604	247,604	247,604

10 RELATED PARTIES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operating decisions.

The Company has a related party relationship with its key management personnel being the directors and executive officers.

During the year, the Company paid consultancy fees to Jason Gitmans and Robert Pole. Jason Gitmans and Robert Pole are both Directors of NexGen Networks Limited.

The Company also paid rent to Gitmans Limited for use of the business premises, of which, Jason Gitmans is a Director. Jason Gitmans is a Director of NexGen Networks Limited.

The Company conducted the following transactions with related parties during the year;

Name of Related Party	Relationship	Transactions during the period	Borrowings payable at period end	Other payables at period end	Receivable balance at period end
Jason Gitmans	Director	21,029	77,983	-	-
Robert Pole	Director	24,342	77,983	5,000	10,000
Keaton Wallace	Director	10,000	-	10,000	-
Stitch Ministry Limited	Common ownership	24,354	-	3,043	-
Gitmans Limited	Common ownership	13,857	-	7,857	-

Borrowings from related parties are non-interest bearing and repayable upon demand, however repayment is not expected to be called upon within the next 12 months.

Related party borrowings include AUD\$100,000 advanced from VTX Holdings Limited to the Company. The money was a cash deposit for existing shares of the Company and therefore is a transaction between VTX Holdings and the Shareholders of the Company.

11 CONTINGENT LIABILITIES

There are no contingent liabilities at 30 June 2015.

12 CAPITAL COMMITMENTS

There are no capital commitments at 30 June 2015.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

13 LEASE COMMITMENTS

Payments made under operating leases are charged to Profit or Loss on a straight-line basis over the period of the lease.

The Company has a rental operating lease commitment at period end. The current minimum lease payments under the rental operating lease for no later than 1 year is \$27,600.

14 EVENTS AFTER BALANCE DATE

On 16 June 2015, the Shareholders of the Company signed a binding terms sheet ('Terms Sheet') to sell its 100% of the equity interest to VTX Holdings Limited ('VTX') ('the Transaction'). In consideration of the Transaction, the Company received a non-refundable cash deposit of AU\$100,000 upon execution of the Terms Sheet as initial consideration VTX will issue 240,000,000 fully paid ordinary shares and 160,000,000 performance shares to the Company's shareholders (or their nominees) upon settlement of the Transaction.

In addition, VTX agreed to loan up to AUD\$500,000 in 5 equal monthly instalments, with each advance able to be converted into a 4% equity interest in the Company (calculated immediately following each conversion) resulting in an aggregate 20% interest in the Company if all advances are converted. The convertible loan is given on an unsecured and interest free basis and shall automatically convert into fully paid ordinary shares in the capital of the Company upon settlement (and may be converted prior to completion of the Acquisition of the Company at the election of VTX subject to the ASX Listing Rules and other applicable laws). In the event completion of the Transaction does not occur the loan shall not be repayable unless there is a material breach of the Terms Sheet by either the Shareholders or the Company.

The Transaction is conditional on a number of conditions precedents, including but not limited to the completion of due diligence enquiries, receipt of all necessary approvals (including conditional confirmation from ASX regarding the re-quotation of VTX's shares on the Official List) and VTX undertaking a capital raising in order to re-comply with the ASX Listing Rules.

On 15 July 2015, VTX had successfully completed the due diligence regarding the acquisition of the Company.

On 22 July, the Company executed an agreement with Simplisite Business Solutions for the next stage of testing and development for the NGN technology.

On 29 October 2015, the Company and its shareholders entered into a new binding terms sheet ('the Agreement') (which supersedes and replaces the initial terms sheet) with VTX pursuant to which:

- a) VTX has agreed to acquire 100% of the fully paid ordinary shares in the capital of the Company held by each of the non-New Zealand shareholders (together, the A Class Shareholders) being 65.25% of the total issued capital, and the New Zealand shareholders (together, the B Class Shareholders) have agreed to convert 100% of their NexGen shares into non-voting B Class shares being 34.75% of the total issued capital;
- b) The Company has agreed to grant VTX (or its nominee) an exclusive and irrevocable option to acquire 100% of the intellectual property owned by the Company (IP Option); and
- c) VTX has agreed to grant each of the B Class Shareholders the right to require VTX to purchase 100% of the Company's B Class Shares (Put Option).

Subject to the satisfaction of the Conditions, in consideration for the acquisition of the Company's A Class Shares, at settlement VTX will issue to the A Class Shareholders (or their nominees):

- a) 182,700,000 Shares; and
- b) 78,300,000 Performance Shares convertible into Shares on satisfaction of the relevant milestones.

The IP Option shall commence on the date that is 12 months from the date of execution of the Agreement (Commencement Date) and end (unless exercised prior) on the date that is 12 months from the Commencement Date. In consideration for the IP Option, the parties have acknowledged and agreed that the Company has paid a non-refundable IP Option fee of totalling AU\$100,000 to the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2015

Subject to exercise of the Put Option, in consideration for the acquisition of the Company's B Class Shares, VTX will issue to the B Class Shareholders:

- a) 97,300,000 Shares; and
- b) 41,700,000 Performance Shares

The B Class Shareholders may exercise the Put Option at any time within 12 months after the Commencement Date by delivering to the Company a written notice stating that the B Class Shareholders wish to exercise the Put Option.

Below is a revised indicative timetable of the Transaction:

Activity	Date
VTX shareholder meeting	10 December 2015
Closing date of Prospectus offer	10 December 2015
Completion of Acquisition of the Company	11 December 2015
Expected date for reinstatement to official quotation of VTX on ASX	17 December 2015
End date to satisfy conditions precedent to the transaction	31 December 2015

The Acquisition is still subject to various conditions precedent including the receipt of shareholder approvals.

As at 29 October 2015, VTX has advanced to the Company a loan totalling AU\$510,000 ('the Loan'). The Loan is unsecured and interest free. Upon exercise of the IP Option, as consideration for the acquisition of the intellectual property of the Company by VTX, the Loan will be deemed to be have been repaid by VTX.

In the event the Agreement is terminated prior to Settlement of the Acquisition arising out of a material breach of the Agreement by the Shareholders, the Loan will be fully repayable within 60 days of written notice from VTX, subject to the Company having financial capacity to repay the Loan and otherwise at such later date as the Company has financial capacity to repay the Loan.

In the event that Settlement of the Acquisition occurs, but VTX does not exercise the IP Option, the Loan will become an inter-company loan due and owing by the Company

15 GOING CONCERN

At reporting date, the Company has reported a net loss of \$142,493 and has negative equity of \$132,493 and negative working capital of \$149,372. In addition, the Company has forecast negative operational cash flows in the 12 months following the signing of these financial statements. However, the directors have continued to apply the going concern assumption as the basis of the preparation of the financial statements. The directors have determined that the going concern assumption is appropriate on the following basis and assumptions:

- * The directors believe that the Acquisition referred to in Note 14 will eventuate and the Company will become a subsidiary of VTX;
- * Whilst the Company has negative working capital and projected negative operational cash flows, it expects to meet these shortfalls from additional support by VTX; and
- * VTX will have sufficient funds from a combination of current resources and future capital raising to provide the financial support required by the Company to enable it to pay creditors as they fall due, in so far as such payments cannot be funded from the Company's own resources.

In the event the Agreement with VTX is not completed, or if forecast cashflow requirements are not met (either from failing to meet projections or VTX failing to be in a position to meet the funding requirement) the Company may not be a going concern entity. If the going concern assumption is not valid, the consequence is the entity may be unable to realise the value in its assets and discharge its liabilities in the normal course of business.