

**BIG UNLIMITED** (FORMERLY REPUBLIC GOLD LIMITED)  
**AND CONTROLLED ENTITIES**

(ABN 86 106 399 311)

**ANNUAL  
REPORT**  
FOR THE YEAR ENDED 30 JUNE 2015





## CONTENTS

---

Directors' Report .....	7
Remuneration Report .....	15
Corporate Governance Statement .....	23
Auditor's Independence Declaration .....	31
Consolidated Statement of Profit or Loss and Other Comprehensive Income .....	35
Consolidated Statement of Financial Position .....	39
Consolidated Statement of Changes in Equity .....	43
Consolidated Statement of Cash Flows .....	47
Notes to the Consolidated Financial Statements .....	51
Directors' Declaration .....	69
Independent Auditor's Report to the Members.....	73
Shareholder Information .....	77
Corporate Directory .....	81





**BIG FOOD AND DRINK**

[VIEW ALL >](#)



**BIG LIFESTYLE**

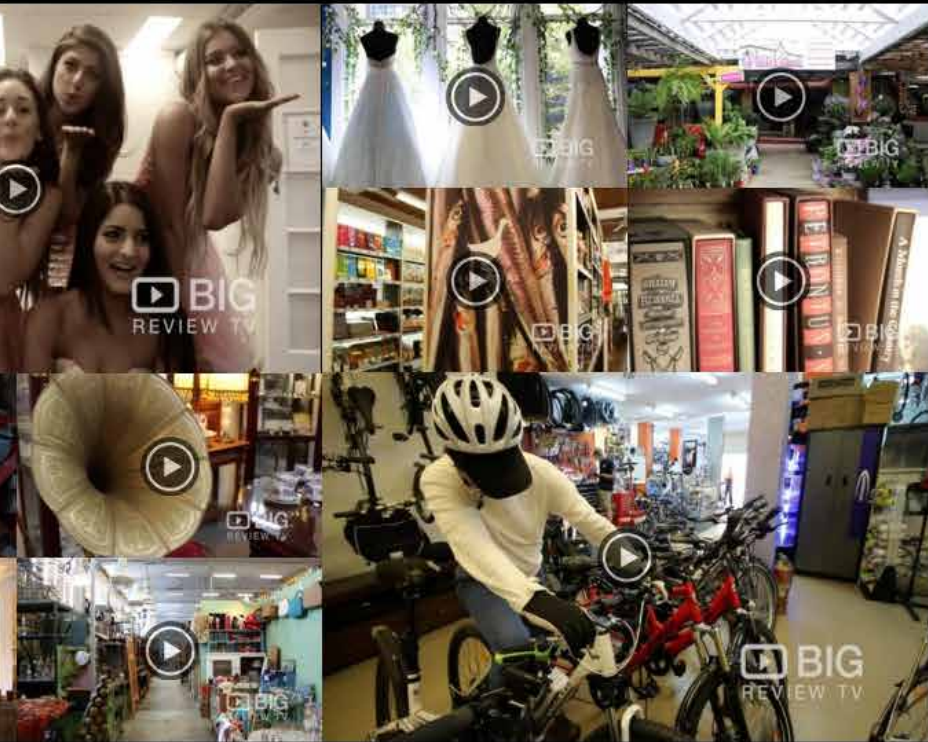
[VIEW ALL >](#)







VIEW ALL >



VIEW ALL >



VIEW ALL >



**BIG** EVENTS AND VENUES



**BIG**  
UNLIMITED





# DIRECTORS' REPORT



Your Directors present their report on Big Un Limited ('the Company') and its controlled entities ('Group') for the year ended 30 June 2015.

## LISTING ON THE ASX

On 9 October 2014 Big Un Limited (previously Republic Gold Limited) launched a formal takeover offer for 100% of the issued shares in Big Review TV Limited. On 23 December 2014 the transaction was completed following the formal takeover offer receiving shareholder approval and on 31 December 2014 Big Un Limited re-listed on the ASX following a successful equity raise of \$3 million.

The \$3 million in capital raised funded the beginning of the Company's international expansion and increased its resources in order to convert further merchants in its sales pipeline into revenue generating customers.

## BUSINESS OVERVIEW

Big Review TV Limited's core business is the production of video reviews for businesses, of businesses. Its professionally produced and edited video reviews are targeted at small-medium sized business customers who do not otherwise have access to such services at a reasonable cost. Big Review TV Limited also provides the technology and capability for consumers to post self-generated video reviews of their experiences and provide feedback, making it an end-to-end review service.

The Company's unique business model enables it to produce videos significantly below the cost of traditional media products. Each business then has the opportunity to apply for an annual membership to the platform, publishing their video on the platform and promoting their business to those searching the Big Review TV database.

## FINANCIAL AND OPERATIONAL REVIEW

Big Un Limited and its controlled entities ('Group') reported a net loss after income tax for the 12 months ended 30 June 2015 of \$4.67 million (2014: loss of \$0.71 million). This was due to increased total operating expenses for FY2015 at \$4.40 million (FY2014: \$0.68 million). This included a \$1.4 million goodwill write off on acquisition and other one off legal and advisory costs in relation to the listing transaction, the higher corporate costs required by a public listed entity and the increased consultant and contractor expenses and increase in cost of services sold in reflection of the higher volume of sale and production activity consistent with the Group's growth strategy.

Sales Revenue in FY2015 was \$0.66 million (2014: \$0.15 million) an increase of 335%. This was driven by growth in application fees and membership fees, which was due to the Company's ability post the listing to convert a higher amount of customers in its sales pipeline, which as at 30 June 2015 consisted of 8,000 merchants.

Over the full year 2015, application fees accounted for 49% of sales revenue with membership fees accounting for 45% and

therefore providing the Company with recurring revenues for a 12 month period.

Subsequent to year-end the Company successfully raised \$1.5 million via an equity placement to existing shareholders and new sophisticated investors. The Company plans to raise an additional \$2.5 million of funds, subject to shareholder approval.

Other income items for FY2015 totalled \$0.248 million, an increase on FY2014 of \$0.063 million. The major source of other income was the Research and Development Tax Incentive. At 30 June 2015 the Company's cash position was at \$1.3 million.

The activities of Big Un Limited comprise the existing operations of Big Un Limited and also the operations of Big Review TV Limited.

Throughout the 2015 financial year and following the successful capital raise in December 2014, Big Review TV Limited's focus has been on the development of its web and application platform and on increasing its marketing and promotional efforts in order to expand its customer base and increase revenues.

## GROWTH INITIATIVES IN PROGRESS

### 1 INTERNATIONAL EXPANSION

Following the listing, the Company began to execute its growth plan to accelerate its growth into overseas markets to increase market share and activate further revenue streams. In addition to operations in Singapore, Hong Kong and New Zealand, the Company has continued with its international expansion strategy.

In March the Company commenced operations in London, which has made substantial traction with over 200 promotional videos already filmed for their customers and the Company is targeting production in other major UK cities over the next 12 months.

In June the Company established beachhead projects in both San Francisco and New York to undertake market research and build initial content for the first forays into the US.

### 2 PRODUCT DEVELOPMENT

In March 2015 the Company achieved another key milestone with the activation of its automated video platform payment gateway for Big Review TV users. This product is expected to significantly enhance the ease of use and ability to buy and upgrade Big Review TV products and services online. Enabling customers to more readily and easily choose and purchase products the Company expects this to directly impact its sales. Having in place the ability to make purchases directly online is also expected to lower the cost of sales within the business.

### 3 INCREASED PARTNERSHIPS AND AFFILIATES

Big Review TV Limited signed a partnership agreement with high profile hospitality and leisure media company de Groot Lifestyle Media providing de Groot's 7,000 high profile members with preferential rates on Big Review TV video products and services for incorporation into de Groot's best of Australia websites.



The partnership demonstrates the scope and demand for Big Review TV's video products as well as providing an opportunity for the Group to expand within the industry, through increased distribution channels.

In June 2015 Big Review TV Limited partnered with Site Tour. Site Tour connects out-of-home media owners with Top 100 advertisers through a live and automated marketplace. Big Review TV expects the offering to be very popular with its small business members and advertisers whilst increasing third party demand for the Company's video content and promoting the Big brand. This new channel to market also allows advertisers a targeted opportunity to reach a premium audience at the point-of-purchase.

#### 4 EXPANSION OF SALES CHANNELS

Big Review TV Limited also entered into a Commercial Agreement with CDM Direct Communication (CDM), a leading Australian and New Zealand independent contact centre with over 23 years' experience providing marketing solutions to Corporate and Government clients. As part of the agreement CDM will provide a first class sales and marketing capacity, which is anticipated to significantly increase worldwide customer acquisition growth.

## SIGNIFICANT PROGRESS SINCE LISTING

By the end of the financial year Big Review TV video production pipeline exceeded 8,000 confirming that the Group's growth is on track with a target to achieve over 10,000 merchants by the end of the 2015 calendar year. This validates a strong market demand for Big Review TV video products from Australia and the UK and with increased resources the Company expects to subsequently increase its revenues as it converts further customers in its sales pipeline.

The Group has seen a strong month-on-month growth of its sales pipeline from the Australian market and is anticipating even stronger growth as the Group continues to develop and enhance its technology and replicate its model in other overseas markets.

Following the capital raising after the reporting date the Group is in a strong position to continue to grow its existing operations through new affiliate partnerships, sales and marketing initiatives and further product development and to expand into new geographies.

## OTHER OPERATIONS

Whilst the focus of the group is on the business of Big Review TV Limited, the investment in Mozambican gold mining operations has been retained through its investment in African Stellar Mozambique Limitada (ASMoZ) before the sale to Auroch Minerals NL (Auroch) is formally completed; and subsequently indirectly through its investment and shares it will hold in Auroch.

It is the Group's intention to sell these assets at the time and price which best benefits the Group. The investment in gold mining operations is not part of the ongoing business model or strategy of the Group. The ultimate value of these assets cannot be readily determined and may be nil depending on issues specific to the

licences or the entities which hold the licences. As such, the carrying amount of these assets has been fully impaired in the accounts.

Big Un Limited has no plans to pursue any other mining investment activities either directly or through acquisition of further shares with all future plans being wholly focused on the operations of Big Review TV Limited.

## INFORMATION RELATING TO KEY MANAGEMENT PERSONNEL

The names of the company's directors in office during the full year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated:

Brandon Evertz	(Appointed 5 December 2014)
Andrew Corner	(Appointed 10 December 2014)
Sonia Thurston	(Appointed 10 December 2014)
David Hannon	(Resigned 4 March 2015)
Raymond Sharrocks	(Resigned 8 January 2015)
Peter Wicks	(Resigned 30 December 2014)
David King	(Resigned 30 December 2014)
Mark Gillie	(Resigned 30 December 2014)

### BRANDON EVERTZ

*Executive Director and Chief Operating Officer*

Big Review TV is Brandon's brainchild. Inspired by his father's business success, and aspiring to capitalize on his creativity, Brandon rose to a challenge to create a unique Internet based business concept that not only leveraged internet usage trends but also withstood tough business start-up revenue generation requirements. Brandon has placed himself at the sharp end of the business and been personally responsible for trials of the Group's business model, video direction and production and sales. Brandon's passion for Big Review TV and his experience of what works and why, make him a unique and highly valuable team member.

### ANDREW CORNER

*Executive Director, CFO and Chairman*

Andy is a Chartered Accountant who qualified with Ernst & Young in 1998. Whilst at Ernst & Young, Andy championed the use of analytical technology as part of the audit and was nationally recognized in the UK for the work that he had done. Since his move into commerce Andrew has focused on small, growing businesses with a view to ensuring that their operations are controlled and scalable in times of rapid expansion. Prior to Big Review TV Limited Andy was CFO at Distra Pty Ltd and part of the team that took Distra from a start-up software-development company through to trade sale to their largest, US-based competitor for \$50 million. Andy is a member of the ICAEW.

**SONIA THURSTON***Executive Communications Director*

Sonia has over 25 years of experience in global branding and media agencies including as a group director of J. Walter Thompson working on branding across a diverse range of industries with the likes of Airbus and McKinsey & Co. Sonia has worked in TV, radio, across traditional and social media and acted as a senior consultant on communications projects for European governments. Sonia has been responsible for the development of the Big Review TV brand and is actively involved in many areas of the Big Review TV business from platform content, sales and marketing to corporate and internal communications.

**DAVID HANNON***Non-Executive Director – Resigned 4 March 2015*

David commenced his commercial career as a stockbroker in 1985 working with several firms, including Jackson Securities and BT securities. He later became a joint partner of a private investment bank specialising in venture capital with a focus on the mining sector.

In 2001 David became a director of PSG Afro Pacific Limited, a subsidiary of a listed South African Bank which also concentrated on the mining sector. Since leaving PSG Afro Pacific Limited, David has operated a private investment bank, Chifley Investor Group Pty Limited and over the last decade has been a director of many private investment companies specialising in venture capital, property investments and public company investments.

**RAYMOND SHORROCKS***Executive Chairman – Resigned 8 January 2015*

Raymond has over 20 years' experience in corporate finance and has advised a diverse range of mining companies during his career at Patersons Securities Limited, one of Australia's largest full service stockbroking and financial services firms. He has been instrumental in managing and structuring equity capital raisings as well as having advised extensively in the area of mergers and acquisitions. Raymond is also a director of ASX Listed Galilee Energy Limited and a number of private companies.

**PETER WICKS***Non-Executive Director – Resigned 30 December 2014*

Peter is a Chartered Accountant and a Fellow of the Australian Institute of Chartered Accountants. Peter has had extensive experience in the natural resources sector and more recently as a property developer. Peter was a long-term finance director for a large ASX listed company operating in the oil and gas sector during the 1980's and more recently was the independent director of Drillsearch until September 2009. He was also a director of several oil & gas companies listed on the Toronto Stock Exchange during the 1990's. He has been both an executive and Non-Executive Director of Australian domiciled mineral companies, including Perseverance Corporation Limited where he was a Non-Executive Director from 1994 to 1998.

**DAVID KING***Non-Executive Director – Resigned 30 December 2014*

David is an experienced natural resources executive, with over 30 years' experience in the precious metals and energy sectors. He is a former Managing Director of North Flinders Mines Limited; was founder, executive director and non-executive director of Eastern Star Gas Ltd and is Chairman of Robust Resources Ltd. David holds degrees in Physics/Mathematics, Geophysics and a Doctorate in Seismology from the Australian National University.

**MARK GILLIE***Managing Director – Resigned 30 December 2014*

Mark is an experienced mining executive with over 25 years' experience in the mining and exploration industries including over 20 years in Africa. He has extensive experience in all aspects of the industry including operational management, technical planning, production, geological modelling, mining exploration and commercial optimisation. He has held executive positions in listed and unlisted gold miners and consulted to numerous others. Mark also has a solid understanding of corporate and mining law and is committed to sound corporate governance and investor transparency. Mark's recent positions include Chief Executive Officer of Signature Metals (ASX:SBL), Managing Director of Owere Mines Limited and Director of African Operations for Liongold Corp (SGX:A78). Mark is a founding shareholder and Director of African Stellar Holdings which is an exploration and resource development and advisory group.

**DIRECTORS' MEETINGS**

During the year the Company held 10 meetings of directors. The attendance at meetings of the Board was:

DIRECTOR	NUMBER OF MEETINGS HELD WHILE A DIRECTOR	NUMBER OF MEETINGS ATTENDED
Brandon Evertz (Appointed 5 Dec, 2014)	5	5
Andrew Corner (Appointed 10 Dec, 2014)	5	5
Sonia Thurston (Appointed 10 Dec, 2014)	5	5
David Hannon (Resigned 4 Mar, 2015)	7	7
Raymond Sharrocks (Resigned 8 Jan, 2015)	7	7
Peter Wicks (Resigned 30 Dec, 2014)	6	6
David King (Resigned 30 Dec, 2014)	6	5
Mark Gillie (Resigned 30 Dec, 2014)	6	2

The full Board fulfilled the roles of the Audit Risk & Compliance, Nominations, and Remuneration Committees during the year.



## COMPANY SECRETARY

Nick Geddes is the principal of Australian Company Secretaries, a company secretarial practice that he formed in 1993. Nick is a past President and Board Chairman of Chartered Securities Australia. His previous experience includes investment banking and development and venture capital in Europe, Africa the Middle East and Asia. He is a Chartered Accountant (Fellow Institute of Chartered Accountants in England & Wales) and Fellow of

the Institute of Chartered Secretaries (Chartered Secretaries Australia). Nick Geddes resigned the role of Company Secretary on 31 July 2015.

David Conley and Elissa Lippiatt accepted appointment as Company Secretary to Big Un Limited following the resignation of Nick Geddes on 31 July 2015.

## DIRECTORS' SHARE & OPTION HOLDINGS

The movement during the reporting period in the interests (directly, indirectly or beneficially) of the directors and other key management in the securities are:

ORDINARY SHARES HELD	BALANCE 1 JULY 2014	CAPITAL RECONSTRUCTION (1 FOR 30)	NEWLY APPOINTED DIRECTORS INCOMING INTEREST	ACQUIRED / (DISPOSED) ON MARKET	RESIGNING DIRECTORS OUTGOING INTEREST	BALANCE 30 JUNE 2015
Raymond Sharrocks	12,931,155	(12,500,117)		150,000	(581,038)	
David King	12,356,800	(11,944,907)			(411,893)	
Peter Wicks	3,038,588	(2,937,303)			(101,285)	
Mark Gillie	42,410,000	(40,996,334)			(1,413,666)	
David Hannon	76,500,000	(73,950,002)		50,000	(2,599,998)	
Brandon Evertz			8,324,968			8,324,968
Andrew Corner			1,131,015			1,131,015
Sonia Thurston			2,791,550			2,791,550

## GENERAL INFORMATION

### ENVIRONMENTAL ISSUES

There were no environmental issues or concerns with operations.

### DIVIDENDS PAID OR RECOMMENDED

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

### INDEMNIFYING OFFICERS OR AUDITORS

During or since the end of the financial year, the company has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

- ▶ The company has paid premiums to insure the directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity of directors of the company, other than involving a wilful breach of duty in relation to the company. The total premium paid for the directors amounted to \$54,922.22.

- ▶ No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any other person who is or has been an officer or auditor of the company.
- ▶ The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related body corporate against a liability incurred by the auditor.

### PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

### SERVICES PROVIDED BY THE AUDITOR

Non-audit services were provided to the company or the Group by PKF Melbourne, the audit firm. The directors are satisfied

that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001, and that auditor independence has not been compromised by the provision of the services noted. The nature of the services, and fees received by PKF Melbourne were as follows:

- ▶ Assurance-related services in relation to the Pro Forma Statement of Financial Position contained in the Replacement Prospectus dated 11 November 2014, for fees of \$11,000.

In view of the size of the Group and the nature of its activities, the Board has considered that establishing a formally constituted audit committee would contribute little to the effective management of the Group. Accordingly audit matters are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant directors if there is any conflict of interest).

## REMUNERATION REPORT

The following remuneration report, found on pages 15-21 of this financial report, forms part of this directors report.

## AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

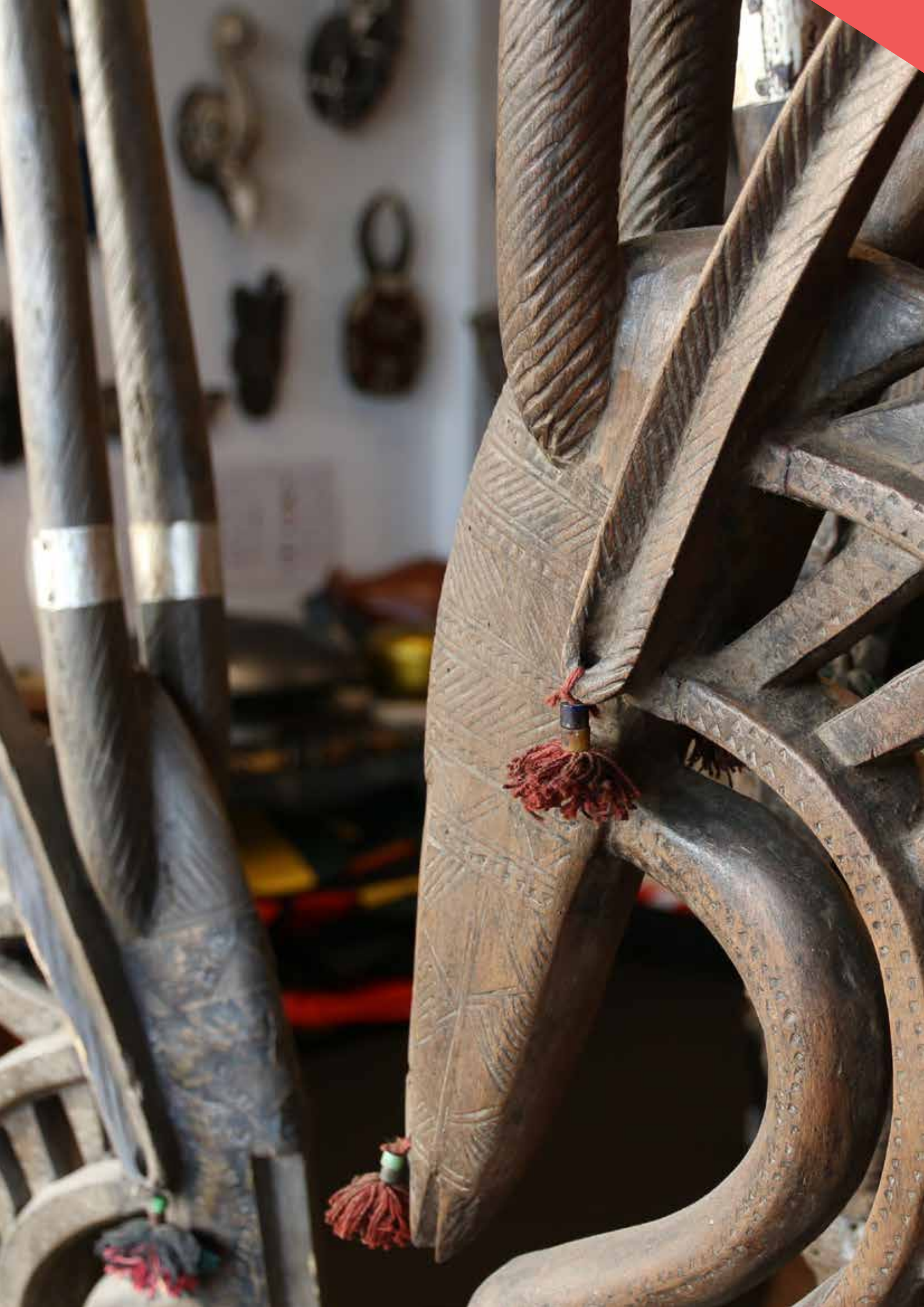
The lead auditor's independence declaration for the year ended 30 June 2015 has been received and can be found on page 31 of the financial report.



.....  
Andrew Corner  
Director  
Sydney, 30 September 2015









# REMUNERATION REPORT



This report details the nature and amount of remuneration for each member of the key management personnel (“KMP”) of Big Un Limited (“Company”) and its controlled entities (“Group”). Having regard to the significant change to the nature and scale of the Company’s activities following the completion of the off market takeover offer for all of the shares in Big Review TV Limited, and the Company’s re-listing on 31 December 2014, this report is divided into 3 main parts, which detail remuneration arrangements in place prior to re-listing; arrangements that were disclosed as part of the takeover offer; and arrangements that have been implemented after re-listing.

## REMUNERATION POLICY

The current remuneration policy of the Group has been designed to align director objectives with shareholder and business objectives by providing a fixed remuneration component and providing for specific long-term incentives based on key performance areas affecting the Group’s financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best management personnel to run and manage the Group, as well as to create goal congruence between management and shareholders.

## KEY MANAGEMENT PERSONNEL

The KMP of the Group during the 2015 financial year comprised:

### BIG UN LIMITED

David Hannon	<i>Non-Executive Director</i> (resigned 4 March 2015)
Raymond Shorrocks	<i>Executive Director and Chair</i> (resigned 8 January 2015)
Peter Wicks	<i>Non-Executive Director</i> (resigned 30 December 2014)
David King	<i>Non-Executive Director</i> (resigned 30 December 2014)
Mark Gillie	<i>Managing Director</i> (resigned 30 December 2014)
Brandon Evertz	<i>Executive Director and Chief Operating Officer</i> (appointed 5 December 2014)
Andrew Corner	<i>Executive Director, Chair and Chief Financial Officer</i> (appointed 10 December 2014)
Sonia Thurston	<i>Executive Director and Director of Communications</i> (appointed 10 December 2014)
Richard Evertz	<i>Chief Executive Officer</i> (appointed 1 January 2015)

### BIG REVIEW TV LIMITED (“BRTV”)

Brandon Evertz	Director
Sonia Thurston	Director
Ben Hunter	Director (appointed 7 August 2014 and resigned 27 March 2015)

The remuneration for each member of the KMP for the 2015 financial year is set out in the table at the end of this report.

## REMUNERATION POLICY PRIOR TO RE-LISTING

Prior to relisting, the Company was known as Republic Gold Limited. As a small company, the remuneration arrangements were as simple as possible.

No KMP members’ remuneration package had a performance-based component.

Directors were paid an annual fee and additional fees for work done outside the normal range of directors’ duties. All directors were reimbursed expenses incurred in their roles with the Company after the approval of those expenses by all other directors.

There were no options, shares or other securities granted as part of remuneration to members of the KMP, prior to re-listing, in the 2015 financial year.

The Board’s policy for determining the nature and amount of remuneration for Board members of the Group was as follows:

The remuneration policy was developed by the Board after Board members reviewed the remuneration of like positions in other small capitalisation gold exploration companies. All Directors received either a base salary or a fee (which was based on experience and commercial industry rates) and superannuation. The Board reviewed executive packages annually by reference to the Company’s performance, director’s performance and comparable information from industry sectors and other listed companies in the small capitalisation resource exploration sector.

The performance of directors was measured against criteria agreed with each director and was based predominantly on any increase in shareholders’ value. Any bonuses and incentives were linked to predetermined performance criteria. The Board was responsible for approving all incentives, bonuses and options. Any changes needed to be justified by reference to measurable performance criteria. The policy was designed to attract the highest calibre of executives and reward them for performance that resulted in long-term growth in shareholder wealth.

Any superannuation guarantee contribution was paid at the rate required by the government and individuals could choose to sacrifice part of their salary to increase payments towards superannuation. There were no retirement benefits paid. All remuneration paid to Directors was valued at the cost to the Company and expensed.

Prior to relisting, the Company had a contract of employment with its executive management, including the managing director. Those employment contracts have now ended consequent upon the resignations of Raymond Shorrocks and Mark Gillie.



## REMUNERATION ARRANGEMENTS DISCLOSED AS PART OF THE TAKEOVER OFFER

The following remuneration arrangements were disclosed in the Company's replacement prospectus lodged with ASIC on 11 November 2014, conditional upon shareholder approval of the takeover offer:

Raymond Shorrocks <i>Chair</i>	\$120,000 per annum excluding super
David Hannon <i>Non-Executive Director</i>	\$50,000 per annum excluding super
Sonia Thurston <i>Executive Director and Head of Communications</i>	\$198,000 per annum excluding super
Andrew Corner <i>Executive Director and Chief Financial Officer</i>	\$198,000 per annum excluding super
Richard Evertz <i>Chief Executive Officer</i>	\$216,000 per annum excluding super
Brandon Evertz <i>Chief Operating Officer</i>	\$135,000 per annum excluding super
Ben Hunter <i>Head of Marketing</i>	\$135,000 per annum excluding super

Prior to re-listing, each of the above members of the KMP, other than Mr Shorrocks and Mr Hannon, were employed either under contract or as an employee by BRTV.

It was anticipated that post completion of the takeover offer, those persons would be moved to employment contracts with the Company, the material terms of which included:

- ▶ 12 month voluntary escrow provisions regarding any shares and options received by them under the takeover offer;
- ▶ customary (6 month) non-compete provisions where employment is terminated within 2 years of commencement (reducing to a 3 month non-compete where employment is terminated after that time); and
- ▶ customary post-termination (6 months) non-solicitation of staff or clients provisions in respect of the Group.

In addition, it was proposed that employees would have access to a then yet to be defined incentive scheme using shares and/or options of the Group post completion of the takeover.

Specifically, at the Extraordinary General Meeting of the Company held on 19 November 2014, the Chair reported to shareholders that as foreshadowed by the Replacement Prospectus, the Company intended to issue up to 6 million options to certain executives (including executive directors) and Non-Executive Directors in accordance with the share option plan. It was further reported that the options would have an anticipated exercise price of \$0.20 and expire on or about 31 December 2017, subject to the terms of the share option plan and the issue of relevant options being subject to shareholder approval at a further meeting of the Company shareholders to be held in 2015.

These remuneration arrangements were negotiated by the then Board with the Board of BRTV and were designed to align director objectives with shareholder and business objectives by providing a fixed remuneration component and allowing specific long-term incentives based on key performance areas affecting the Company's financial results. The Board believed the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the Company, as well as to create goal congruence between directors and shareholders.

In setting the remuneration arrangements, members of the then Board of the Company and members of the Board of BRTV had regard to the remuneration of like positions in the information technology sector.

## REMUNERATION POLICY AFTER RE-LISTING

After the Company re-listed:

- ▶ Mr Shorrocks and Mr Hannon resigned as directors; and
- ▶ with the exception of Mr Brandon Evertz, each other member of the KMP was employed on the base salary packages referred above. Mr Brandon Evertz was appointed as a director of the Company on 5 December 2014 and his remuneration increased to \$198,000 per annum excluding super, to reflect his increased responsibilities and role.

Since re-listing, the Board's policy for determining the nature and amount of remuneration for members of the KMP is as follows:

All members of the KMP receive either a base salary or a fee and superannuation. There were no options, shares or other securities granted to members of the KMP as part of their remuneration during the 2015 financial year.

In February 2015, the Board determined that, given the size of the Company, its strategic direction and early stage of development, the preservation of the Company's cash resources was paramount and that the base salaries of Brandon Evertz, Richard Evertz, Sonia Thurston and Ben Hunter should be reduced. Those members of the KMP agreed to a reduction of their base salaries, subject to the issue to them of fully paid ordinary shares in the Company ("Remuneration Shares") with the approval of shareholders. No Remuneration Shares have been granted to date. It is proposed to seek shareholder approval for the issue of Remuneration Shares at the Company's 2015 Annual General Meeting ("AGM").

The Board considers that the proposed issue of Remuneration Shares is a cost-effective and efficient way to appropriately remunerate and incentivise the continued performance of those members of the KMP, while enabling the redirection of funds to the ongoing development and expansion of the Group.

It is proposed to seek shareholder approval for the issue of Remuneration Shares as set out in the table below. The Remuneration Shares are proposed to be issued at \$0.15/share, being the Company's share price as at the date on which the agreement was made with those members of the KMP.

EXECUTIVE	REMUNERATION SHARES
Brandon Evertz	626,667
Richard Evertz	746,667
Sonia Thurston	626,667
Ben Hunter	206,667
<b>TOTAL</b>	<b>2,206,668</b>

The indicative cash saving to the Company if shareholders approve the issue of the Remuneration Shares is set out in the table below.

EXECUTIVE	CURRENT REMUNERATION PACKAGE	PROPOSED REMUNERATION PACKAGE	INDICATIVE CASH SAVING FOR COMPANY
Brandon Evertz	\$198,000	\$104,000	\$94,000
Richard Evertz	\$216,000	\$104,000	\$112,000
Sonia Thurston	\$198,000	\$104,000	\$94,000
Ben Hunter	\$135,000	\$104,000	\$31,000
<b>TOTAL</b>	<b>\$747,000</b>	<b>\$416,000</b>	<b>\$331,000</b>

## EMPLOYEE SHARE OPTION PLAN (“ESOP”) AND LOAN SHARE PLAN (“LSP”)

In addition to the payment of a base salary and the proposed issue of Remuneration Shares, the Board proposes to shortly establish an ESOP and LSP, both of which are employee incentive schemes for the purposes of the ASX Listing Rules. The establishment of the ESOP and LSP is consistent with the Board’s remuneration policy for KMP, which involves a balance between fixed and incentive remuneration reflecting short and long-term performance objectives appropriate to the Group’s growth strategy, and with a view to ensuring that the Company has appropriate mechanisms to continue to attract, motivate and retain the services of KMP of a high calibre.

In developing its remuneration policy for KMP, the Board has sought, and will continue to seek, input from external parties, including corporate advisors, the Company’s lawyers and major shareholders.

Shareholder approval for the adoption of an ESOP and a LSP is proposed to be sought at the Company’s 2015 AGM, in accordance with ASX Listing Rule 7.2 (Exception 9(b)). A summary of the key terms and conditions of the ESOP and LSP will be included with the Notice of AGM when it is issued.

The Board considers that the adoption of an ESOP and the grant of options over unissued shares in the Company as a performance incentive, will lead to greater employee engagement and align

the interests of employees with the interests of their employer to improve business outcomes and support the growth of the Group as it enters into an exciting phase of its development. The ESOP is specifically aimed at driving long time performance for shareholders through executive and employee share ownership that will encourage a focus by executives and employees on the performance of the Company.

The Board considers that the adoption of a LSP and the ability to offer shares in the Company for purchase by executives, consultants and other employees, for which the Board may also offer a non-recourse loan by the Company to fund the issue price of the shares, will likewise remunerate and incentivise executives, consultants and employees by providing them with the opportunity to participate in the growth of the Company and align their interests with the interest of the Company to improve business outcomes and support the Group’s growth. The LSP is specifically aimed at driving long-term performance for shareholders through share ownership that will encourage a focus by executives, consultants and employees on the performance of the Company.

The issue of options under the ESOP and the issue of shares pursuant to the LSP will at all times be subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, the grant of options and the grant of shares will remain subject to seeking relevant shareholder approval, for example the grant of options and shares to directors which requires related party transaction approval.

### PROPOSED GRANT OF UP TO 6 MILLION OPTIONS UNDER THE ESOP

Consistent with the disclosure made to shareholders at the EGM held on 19 November 2014, it is proposed to grant up to 6 million options over unissued shares in the Company to members of the KMP pursuant to the ESOP (provided that the ESOP is approved by shareholders). There are no performance conditions attached to the proposed grant of the options, as they will be granted on the same terms disclosed to shareholders, namely that they will be issued for no consideration, will have an exercise price of \$0.20 each and will expire on 31 December 2017. Each option will entitle the grantee to subscribe for one ordinary share in the Company. It is proposed to issue options to members of the KMP as set out in the table below.

PARTICIPATING EXECUTIVE	MAXIMUM NUMBER OF OPTIONS TO BE ISSUED UNDER THE ESOP
Brandon Evertz	1,000,000
Richard Evertz	1,500,000
Sonia Thurston	1,000,000
Andy Corner	750,000
Ben Hunter	750,000
<b>TOTAL</b>	<b>5,000,000</b>

## PROPOSED ADDITIONAL FUTURE GRANTS OF OPTIONS UNDER THE ESOP

The Company currently proposes to grant additional options under the ESOP in the future to Richard Evertz, Brandon Evertz, Sonia Thurston and Andrew Corner which will in each case be dependent on the satisfaction of future performance conditions. The performance conditions proposed are the Company meeting financial KPI's for the 2016 and 2017 financial years. Specifically, the financial KPIs are proposed to be linked to financial year turnover targets excluding cash raised from share placements.

These financial performance measures for the 2016 and 2017 financial years are proposed as they represent the key driver of shareholder value and reflect the longer term success of the business. Provided that the turnover targets are met, the options over unissued shares are proposed to be granted for no consideration, have an exercise price of \$0.30 each and expire 2 years from the date of grant.

The prescribed details in relation to these proposed future grants of options, will be provided in the future Remuneration Reports in the financial years in which they are granted. The proposed grants will require separate shareholder approval under the ASX Listing Rules as related party transactions.

## PROPOSED FUTURE GRANTS OF SHARES UNDER THE LSP IN RESPECT OF THE 2015 FINANCIAL YEAR

Fully paid ordinary shares in the Company are proposed to be granted under the LSP (provided that the LSP is approved by shareholders) in respect of the March and June quarters of the 2015 financial year, to Richard Evertz, Brandon Evertz, Sonia Thurston and Andrew Corner. The shares proposed to be granted, are also proposed to be offered with non-recourse loans from the Company to fund the issue price of the shares ("Loan Shares").

The Loan Shares are proposed to comprise, for each of those quarters:

- ▶ Loan Shares which are not dependent on the satisfaction of a performance condition in each of those two quarters.

These Loan Shares are proposed as a "sweat equity" arrangement to complement the reduced executive base salaries that have been agreed conditional upon shareholder approval, on the basis that the benefit to the Company of those executives agreeing to a reduced base salary exceeds the benefit to those executives of exchanging shares for cash.

Sweat equity Loan Shares are proposed to be granted at an issue price equivalent to the Volume Weighted Average Price ("VWAP") for the Company's shares over the 20 trading days up to and including the last day of the relevant quarter.

- ▶ Loan Shares which are dependent on the satisfaction of a performance condition being satisfied in each of those two quarters.

The performance conditions proposed are the Company meeting financial KPIs for those quarters. Specifically, the financial KPIs are proposed to be linked to quarterly turnover targets, excluding cash raised from share placements.

The issue price for these Loan Shares is proposed to be equivalent to the VWAP for the Company's shares over the 20 trading days up to and including the last day of the quarter in which the quarterly performance condition was met.

The prescribed details in relation to these proposed future issues of shares will be provided in future Remuneration Reports in the financial years in which they are granted. The proposed grants will require separate shareholder approval under the ASX Listing Rules as related party transactions.

## PROPOSED ADDITIONAL FUTURE GRANTS OF SHARES UNDER THE LSP

Additional Loan Shares are proposed to be granted under the LSP in respect of each quarter of the 2016 financial year and the October and December quarters of the 2017 financial year, to Richard Evertz, Brandon Evertz, Sonia Thurston and Andrew Corner.

The Loan Shares are proposed to comprise, for each of those quarters:

- ▶ Loan Shares which are not dependent on the satisfaction of a performance condition in each of those quarters.

These Loan Shares are proposed as a "sweat equity" arrangement to complement the proposed ongoing reduced executive base salaries, on the basis that the benefit to the Company of those executives agreeing to a reduced base salary will exceed the benefit to those executives of exchanging shares for cash.

Sweat equity Loan Shares are proposed to be granted at an issue price equivalent to the VWAP for the Company's shares over the 20 trading days up to and including the last day of the relevant quarter.

- ▶ Loan Shares which are dependent on the satisfaction of a performance condition being satisfied in each of those quarters.

The performance conditions proposed are the Company meeting financial KPIs for those quarters. Specifically, the financial KPIs are proposed to be linked to quarterly turnover targets, excluding cash raised from share placements.

The issue price for these Loan Shares is proposed to be equivalent to the VWAP for the Company's shares over the 20 trading days up to and including the last day of the quarter in which the quarterly performance condition is met.

The prescribed details in relation to these proposed future issues of shares, will be provided in the future Remuneration Reports in the financial years in which they are granted. The proposed grants will require separate shareholder approval under the ASX Listing Rules as related party transactions.



## PERFORMANCE REVIEWS

The Board reviews executive packages annually by reference to the Company's performance, director's performance and comparable information from industry sectors and other listed companies in the information technology sector, however no formal performance reviews were held between re-listing and the end of the 2015 financial year, due to proximity to the re-listing.

The performance of members of the KMP is measured against criteria agreed with each member and is based predominantly on any increase in shareholder value. Any bonuses and incentives must be linked to predetermined performance criteria. The Board initially approves all incentives, bonuses and options. Shareholder approval is also required for the grant of securities (shares and options) to related parties of the Company, including pursuant to the ESOP and LSP. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of KMP and reward them for performance that results in long-term growth in shareholder wealth.

## EXECUTIVE CONTRACTS

The remuneration and terms of employment of members of the KMP are formalised in employment agreements.

The period of employment is ongoing, subject to the terms of the agreement, such that all parties may terminate the employment by giving the other 3 month's written notice of termination.

Members of the KMP are entitled to a termination payment (in addition to the termination of notice entitlement) equivalent to the higher of:

- ▶ their base salary package inclusive of superannuation from the termination date of employment up to and including 31 December 2017, less any payment in lieu of notice given by the Company; and
- ▶ their base salary package inclusive of superannuation for a period of 6 months.

The material terms of the agreements also include:

- ▶ 12 month voluntary escrow provisions regarding any shares and options received by them under the takeover offer;
- ▶ customary (3 month) non-compete provisions where employment is terminated within 2 years of commencement (increasing to a 6 month non-compete where employment is terminated after that time); and
- ▶ customary post-termination (6 months) non-solicitation of staff or clients provisions in respect of the Group.

## GENERAL INFORMATION

Minimum superannuation guarantee contributions are paid as required by law. Individuals can choose to sacrifice part of their base salary to increase payments towards superannuation. All remuneration paid to KMP is valued at the cost to the Group and expensed. Should any shares be provided to Directors and executives they will be valued at the cost to the Group and expensed. Options will be valued using the Black Scholes methodology.

All Directors are reimbursed expenses incurred in their roles with the Group after the approval of these expenses by all other Directors.

## DIRECTORS' & EXECUTIVE REMUNERATION

	YEAR	SHORT TERM SALARY – FEES	SHORT TERM CONSULTANCY FEES	POST-EMPLOYMENT SUPERANNUATION	TOTAL
<b>DIRECTOR</b>					
Brandon Evertz	2015	-	56,000	-	56,000
	2014	-	-	-	-
Andrew Corner	2015	37,973	66,147	3,607	107,727
	2014	-	-	-	-
Sonia Thurston	2015	-	56,000	-	56,000
	2014	-	-	-	-
David Hannon	2015	13,729	4,490	1,304	19,523
	2014	12,586	-	1,164	13,750
Raymond Shorrocks	2015	32,500	14,116	3,087	49,703
	2014	61,251	-	4,509	65,760
Peter Wicks	2015	-	23,333	-	23,333
	2014	40,000	-	-	40,000
David King	2015	17,367	2,023	1,650	21,040
	2014	37,154	-	2,846	40,000
Mark Gillie	2015	-	30,193	-	30,193
	2014	240,000	-	-	240,000
<b>EXECUTIVES</b>					
Richard Evertz	2015	-	56,000	-	56,000
	2014	-	-	-	-
Ben Hunter	2015	-	32,000	-	32,000
	2014	-	-	-	-
<b>TOTALS</b>	2015	101,569	340,302	9,648	451,519
	2014	390,991	-	8,519	399,510

In line with the reverse acquisition methodology and by virtue of the legal parent being the responsible reporting entity, the total costs reported in the table above include those borne by Big Un Limited prior to the date of the business combination on 23 December 2014. Those costs are not however included in the consolidated financial result. During the current financial year the total cost of the directors and executive remuneration above includes that paid to the former directors subsequent to the business combination until the respective dates of their resignation, and that paid to incoming directors and executives subsequent to the date of the business combination to 30 June 2015 (except in the circumstance of Ben Hunter, to 27 March 2015)

DBIG  
REVIEW T



# CORPORATE GOVERNANCE STATEMENT



This Corporate Governance Statement is current as at 20 October 2015 and has been approved by the Board.

## INTRODUCTION

The directors of Big Un Limited ("Company") and its controlled entities ("Group") are committed to high standards of corporate governance and this statement outlines the main corporate governance practices in place throughout the financial year. Having regard to the size of the Company and the nature of its enterprise, it is considered that the Group complies as far as possible with the spirit and intentions of the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' – 3rd Edition.

On 9 October 2014 the Company (previously known as Republic Gold Limited) launched a formal takeover offer for 100% of the issued shares in Big Review TV Limited. On 23 December 2014, the transaction was completed following shareholder approval at an Extraordinary General Meeting held on 19 November 2014. On 31 December 2014, the Company re-listed on the ASX. The takeover involved a significant change in the nature and scale of activities of the Company and the Group.

The current directors were elected at the EGM held on 19 November 2014. Following completion of the takeover, the Board has been in the process of progressively reviewing and updating the Company's corporate governance practices and procedures including having regard to the change to the Group's core business, the early stage of development of the Group's business and changes to the structure of the Board and number of directors.

This statement should be read in conjunction with the Corporate Governance Statement that was lodged with ASX by the Company as Republic Gold Limited and released to the market on 24 December 2014.

### 1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

#### 1.1 RESPECTIVE ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

##### Board of Directors

The Board of Directors ("Board") of the Company is responsible for the corporate governance of the Company. The Board guides and monitors the business affairs of the Company on behalf of shareholders, by whom they are elected and to whom they are accountable.

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

#### The primary responsibilities of the board include:

- ▶ Formulation and approval of the strategic direction, objectives and goals of the Company;
- ▶ Monitoring the operational and financial position and performance of the Company and the Group, including approval of the Group's consolidated financial statements;
- ▶ Requiring that financial and other reporting mechanisms are put into place which result in adequate, accurate and timely information being provided to the Board and the Company's shareholders and the financial market as a whole being fully informed of all material developments relating to the Group;
- ▶ Ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- ▶ The identification of significant business risks and ensuring that such risks are adequately managed;
- ▶ Appointment of the Chair, CEO and all direct executive reports, the review of their performance and remuneration;
- ▶ The establishment and maintenance of appropriate ethical standards; and
- ▶ Reviewing and, to the extent necessary, amending and updating governance policies and structures regularly.

Due to its size and structure, the Board is able to meet regularly throughout the year for management and formal Board meetings, as well as being in frequent communication by way of informal board meetings both in person and via telephone to ensure compliance with ASX Listing Rule disclosure requirements. Currently the Chair is responsible for monitoring that Board procedures are followed at informal Board meetings and accurately recording matters decided in minutes.

The responsibility for the operation and administration of the Company is carried out by executive management (CEO and senior management). Support is provided to executive management by senior professional staff and where necessary by a technical director (Communications Director and the Chief Financial Officer). The Board ensures that the executive team is suitably qualified and experienced to discharge their responsibilities, and assess on an ongoing basis the performance of the management team, to ensure that management's objectives and activities are aligned with the expectations and risks identified by the Board.

It is intended to adopt an updated Board Charter during the course of the 2016 financial year.

#### 1.2 APPROPRIATE CHECKS AND MATERIAL INFORMATION IN RELATION TO PROSPECTIVE DIRECTORS

The Board undertakes appropriate checks (person's character, experience, education, criminal record and bankruptcy history after obtaining their consent) before appointing a person, or putting forward to shareholders a candidate for election as a director. Shareholders are provided with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director.

### 1.3 TERMS OF APPOINTMENT OF DIRECTORS AND SENIOR EXECUTIVES

Contracts of employment are prepared for executive directors and senior executives, setting out the terms of their appointment and including a description of their roles and responsibilities.

The Trading Policy established by the Company which was announced to ASX on 24 December 2010, still applies in respect of the Company. Share trading by directors, management or employees is not permitted at any time during black-out periods or whilst in the possession of price sensitive information or inside information as per the Corporations Act 2001. Prior to any director trading in the Company's securities, that director must inform the other directors of his or her decision to trade. The Board will review and update the Trading Policy as appropriate during the 2016 financial year.

The directors must keep the Company informed, on an on-going basis, of any interest that could potentially conflict with those of the Company. Where the Board believes a significant conflict exists, the director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered.

Each director has the right of access to all relevant Group information and to the Group's executives. Directors have the right, in connection with their duties and responsibilities as directors, to seek independent professional advice at the Company's expense. Prior approval of the Chairman is required, which will not be unreasonably withheld.

### 1.4 COMPANY SECRETARIES

The company secretaries of the Company can only be appointed and removed by the Board. The Company's secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and governance matters. Each director is able to communicate directly with the company secretaries.

### 1.5 DIVERSITY POLICY

The Company does not currently have a diversity policy having regard to the size and structure of the Company. However the Board recognises the benefits associated with gender diversity on the Board and in senior executive positions. Due to the current size of the Company and the specialised nature of its business, prospective appointments to the Board and of senior management will be assessed primarily on a merit basis having regard to their skills and qualifications.

The Company provides the following information on gender diversity within the Group as at 30 June 2015:

- ▶ Female directors: 1 of 3
- ▶ Female senior executives: 2 of 7
- ▶ Female employees in the whole Group: 10 of 20

### 1.6 PERFORMANCE OF THE BOARD AND DIRECTORS

The performance of the Board and individual directors is reviewed periodically by the Board, taking advice from external advisers when it considered appropriate.

No formal performance evaluation of the Board and individual directors was carried out during the 2015 financial year, due to proximity to the takeover and re-listing.

Further details regarding the Board's remuneration policy are provided for in the remuneration report.

### 1.7 PERFORMANCE OF SENIOR EXECUTIVES

The performance of senior executives is reviewed periodically by the Board, taking advice from external advisers when it considered appropriate.

No formal performance evaluation of senior executives was carried out during the 2015 financial year, due to proximity to the takeover and re-listing.

Further details regarding the Board's remuneration policy are provided for in the remuneration report.

## 2 STRUCTURE THE BOARD TO ADD VALUE

### 2.1 NOMINATION AND SELECTION OF DIRECTORS

The nomination and selection of directors is the responsibility of the Board. Given the size and early stage of development of the Group since it re-listed, the Board believes that establishing a separate Nomination Committee would contribute little to the Group's effective management. Accordingly the nomination of new directors and the setting, or review, of remuneration levels of directors and senior executives are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant directors where there is a conflict of interest).

The Constitution of the Company provides that a director other than a Managing Director may not retain office for more than three calendar years or beyond the third annual general meeting following his or her election, whichever is longer, without submitting for re-election. One third of the directors must retire each year and are eligible for re-election. The directors who retire by rotation at each Annual General Meeting are those with the longest length of time in office since their appointment or last election.

When the need for a new director is identified, selection is based on the skills and experience of prospective directors, having regard to the present and future needs of the Company. Any director so appointed must then stand for election at the next meeting of shareholders of the Company.

### 2.2 BOARD SKILLS MATRIX

At the date of this report, the current directors of the Company are as follows:

Not independent

- ▶ Brandon Evertz (Executive Director and Chief Operating Officer)
- ▶ Andrew Corner (Executive Director and Chief Financial Officer)
- ▶ Sonia Thurston (Executive Director and Director of Communications)

For information in respect of each director and their respective areas of expertise/skills, please refer to the Directors' Report.

Where the Board considers that particular expertise or information is required, which is not available from within their number, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.



## 2.3 & 2.4 INDEPENDENT DIRECTORS

Given the size and early stages of development of the Company and the Group, the Board believes that the appointment of independent directors would contribute little to the Company's effective management. As the Group becomes more established through growth and expansion, the Board has plans to appoint independent directors at that stage. The current directors are not considered to be independent. The Board is considered to be appropriate for the size of the Group and the nature of its operations and is a cost effective structure for managing the Group.

## 2.5 THE CHAIR

The Chair is appointed and removed by the Board. The current Chair is Mr Andrew Corner. Mr Corner is an executive director and the CFO of the Company.

For the reasons described in 2.3 and 2.4 above, the Chair is not an independent director as there are no current independent directors.

## 2.6 INDUCTION OF NEW DIRECTORS

The Company has a program for inducting new directors and provides appropriate professional development opportunities for directors to develop and maintain the skills and knowledge need to perform their role as directors effectively. Having regard to the change in the nature of the Group's business since the re-listing of the Company, the Board proposes to update its induction program over the course of the 2016 financial year.

# 3 ACT ETHICALLY AND RESPONSIBLY

## 3.1 CODE OF CONDUCT

All directors, management and employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Group and appropriate provisions are included in the service contracts for executive directors and employees. The following policies or obligations have been established to guide directors, management and employees in carrying out their duties and responsibilities to the Group, shareholders, suppliers, other stakeholders and the wider community:

- ▶ Continuous Disclosure
- ▶ Code of Conduct
- ▶ Share Trading
- ▶ Board Charter

The policies of the Group will be regularly reviewed in accordance with the standards required of the Group by the Directors, the ASX, ASIC and other stakeholders to ensure that appropriate governance is maintained.

# 4 SAFEGUARD INTEGRITY IN CORPORATE REPORTING

## 4.1 AUDIT COMMITTEE

The Board does not have an audit committee. In view of the size of the Group and nature of its activities, the Board considers that establishing a separate audit committee would contribute little to the effective management of the Group.

Accordingly audit matters are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant directors if there is any conflict of interest).

The Group uses the services of an independent audit firm, PKF Melbourne. Non-audit services were provided to the company or the Group by the audit firm. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001, and that auditor independence has not been compromised by the provision of the services noted. The nature of the services, and fees received by PKF Melbourne were as follows:

- ▶ Assurance-related services in relation to the Pro Forma Statement of Financial Position contained in the Replacement Prospectus dated 11 November 2014, for fees of \$11,000.

The lead auditor's independence declaration under Section 307C of the Corporations Act 2001 for the year ended 30 June 2015 has been received and can be found on page 31 of the financial report.

The Company's policy is that a person who plays a significant role in the audit must rotate if they have acted in that role for five successive years or, if they were to act, they would have played a significant role for more than five out of seven successive financial years. In such cases a person must not play a significant role in the audit for at least two successive financial years.

However a person who has played a significant role for five or more years may continue to play a significant role in the audit up to a maximum of seven years subject to Board approval. A person who has played a significant role for seven or more years is required to rotate after serving one more year.

The appointment and removal of the Company's auditor is governed by the Company's Constitution and the Corporations Act. Clause 23 of the Company's Constitution provides that the Company must appoint an auditor at its annual general meeting and may only remove an auditor in accordance with the Corporations Act.

## 4.2 APPROVAL OF THE GROUP'S FINANCIAL STATEMENTS

In accordance with section 295A of the Corporations Act the CEO and CFO provide a declaration to the Board, that in their opinion, the consolidated financial records for the Company and the Group for the financial year have been properly maintained in accordance with the Corporations Act and that the financial statements and notes for the financial year comply with accounting standards and give a true and fair view of the financial position and performance of the Company and the Group.

The declaration is provided to the Board before the Board approves the Company's financial statements and the Group's consolidated financial statements.

## 4.3 ATTENDANCE OF EXTERNAL AUDITOR AT AGM

The Company takes steps to ensure that its external auditor attends its AGM and is available to answer questions from shareholders relevant to the audit.

## 5 MAKE TIMELY AND BALANCED DISCLOSURE

### 5.1 CONTINUOUS DISCLOSURE

Please refer to 3.1 above. Having regard to the changes in the composition and structure of the Board and executive management since the Company re-listed, the Board intends to update its continuous disclosure policy during the course of the 2016 financial year and it will be posted to the Group's website.

The Company acknowledges its obligations and is committed to ensuring that investors have equal and timely access to material information concerning the Company, including its financial position, performance, ownership and governance.

Due to the small size of the Company and its Board, the directors (who are all currently executive directors) and the CEO are in frequent communication and are in turn in frequent communication with senior management regarding matters relevant to continuous disclosure. The Board and CEO as a whole are responsible for compliance with the Company's continuous disclosure obligations. Disclosures are made to ASX via the Company secretaries after having been approved by the Board.

In addition, the Company has engaged professional advisors to assist with media and investor relations and where appropriate also engages other professional advisors such as external lawyers to help meet the Company's obligations.

## 6 RESPECT THE RIGHTS OF SECURITY HOLDERS

The Board aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the directors and the Group. Information is communicated to shareholders and the market through:

- ▶ The Annual Report which is made available to all shareholders;
- ▶ Other periodic reports which are lodged with ASX and available for shareholder scrutiny;
- ▶ Other announcements made in accordance with ASX Listing Rules;
- ▶ Special purpose information memoranda issued to shareholder as appropriate;
- ▶ The Annual General Meeting and other meetings called to obtain approval for Board action as appropriate; and
- ▶ The Group's website [www.bigunlimited.com](http://www.bigunlimited.com)

The Company respects the rights of shareholders under the Corporations Act and the Company's Constitution.

### 6.1 PROVISION OF INFORMATION VIA THE GROUP'S WEBSITE

The Group's website [www.bigunlimited.com](http://www.bigunlimited.com) provides information about the Group's current business, its history and developments. It also posts copies of announcements to ASX.

The Company is in the process of developing a dedicated "corporate governance" landing page where all relevant corporate governance information can be accessed.

### 6.2 INVESTOR RELATIONS PROGRAM

The Company encourages its shareholders to attend its general meetings and AGM in person, in order to engage with the Board and to express their views about any areas of concern or interest. Individual directors also liaise directly with major shareholders in relation to the Company's activities. The Company has engaged professional advisors to provide media and investor relations services for the period through to 14 December 2015.

### 6.3 FACILITATION OF PARTICIPATION AT MEETINGS OF SHAREHOLDERS

Due to the Company's size and relatively small number of shareholders, the Company has not implemented the use of technology to facilitate the participation of shareholders at a general meetings, such as live web casting of meetings, holding meetings across multiple venues linked by telecommunications or providing a direct voting facility to allow shareholders to vote ahead of the meeting without having to attend in person or by proxy. The Board considers that the cost of doing so outweighs any potential benefits.

The Company does however encourage shareholders who cannot attend the AGM to exercise their right to ask questions about or make comments on the management of the Company, to provide those questions/comments to the Company in writing in advance of the AGM, at which time they will be either responded to at the AGM or by providing a transcript of the question and answer at the AGM.

### 6.4 USE OF ELECTRONIC COMMUNICATIONS

The Company has, in conjunction with its Share Registry, developed an electronic communication election form, which is provided to shareholders, upon becoming a shareholder and which was also sent to existing shareholders with the Notice of Extraordinary General Meeting in September 2015.

The electronic communication election form gives shareholders the option to send and receive communications by email.

## 7 RECOGNISE AND MANAGE RISK

### 7.1 RISK OVERSIGHT COMMITTEE

The Board does not have a risk oversight committee. In view of the size of the Group and nature of its activities, the Board considers that establishing a separate risk oversight committee would contribute little to the effective management of the Group.

Accordingly, the Board as a whole reviews risk management matters and accepts the responsibility for identifying and managing risk on an ongoing basis.

### 7.2 RISK MANAGEMENT REVIEW FRAMEWORK

Each year the Chair is to provide a statement to the Board in writing in respect to the integrity of the financial statements, that they are founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

The Company has established and implemented risk management and internal control systems for identifying, accessing, monitoring

and managing strategic, operational, financial reporting and compliance risks for the Group. The system is based upon policies, guidelines, delegations, industry practices and reporting as well as the selection and training of qualified personnel. The Board has carried out a review of the current framework for the year and believes it to be suitable for the Group's current operations and stage of development. The Board reviews the framework each year to ensure it continues to be sound.

Whist priority is given to the management of risk in the Group, investors are reminded that although the Group has discontinued its operations in the mineral exploration and development activities the Group is still exposed to the high risk of the nature of the industry however the Board believes this to be minimal. The Board expects the majority of all current and future risks will be associated with the technology and online social media platform and the current framework in place helps mitigate those risks.

### 7.3 INTERNAL AUDIT FUNCTION

Please refer to 4.1 above.

### 7.4 DISCLOSURE OF MATERIAL EXPOSURE TO ECONOMIC ENVIRONMENTAL AND SOCIAL SUSTAINABILITY RISKS

As at the date of approving this statement, the Board does not consider that the Company has any material exposure to economic, environmental and social sustainability risks.

## 8 REMUNERATE FAIRLY AND RESPONSIBLY

### 8.1 REMUNERATION COMMITTEE

Given the size, small number of Company employees and early stage of development of the Group, the Board believes that establishing a separate Remuneration Committee would contribute little to the Group's effective management. Accordingly the setting, or review, of remuneration levels of directors and senior executives are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant directors where there is a conflict of interest). Where the Board considers that particular expertise or information is required, which is not available from within their number, appropriate external advice may be taken and reviewed prior to final decision being made by the Board.

### 8.2 DISCLOSURE OF REMUNERATION POLICIES AND PRACTICES

The Company does not currently have any non-executive directors. Please refer to 2.3 and 2.4 above. In the event that non-executive directors are appointed, the Board policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities.

The Board determines payments to the executive directors and reviews their remuneration annually, based on market practice, duties, and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to executive directors is subject to approval by shareholders. Fees for executive directors are linked to the performance of the Group. To align executive directors' interests with shareholder interests, the directors are encouraged to hold shares in the Group.

The Company's remuneration policies for key management personnel, including executive directors is set out in the

Company's remuneration report, as required by the Corporations Act.

### 8.3 LIMITATION OF RISK POLICY FOR EQUITY-BASED REMUNERATION SCHEMES

The Company did not have an equity-based remuneration scheme during the 2015 financial year.

In the event that an equity-based remuneration scheme is established, the Company's Trading Policy will prohibit employees who participate in those plans, from entering into hedging transactions to limit their exposure in respect of any unvested entitlement to Securities they receive under the plans.

In addition, the Corporations Act prohibits the key management personnel of a public listed company established in Australia and their "closely related parties" from entering into an arrangement that would have the effect of limiting their exposure to risk relating to an element of their remuneration that either has not vested or has vested but remains subject to a holding lock.









# AUDITOR'S INDEPENDENCE DECLARATION





### Auditor's Independence Declaration to the Directors of Big Un Limited

In relation to our audit of the financial report of Big Un Limited for the year ended 30 June 2015 to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.



**PKF Melbourne Audit & Assurance**



**Steven Bradby**

**Partner**

Melbourne, 30 September 2015





**SOUL PRESS**



WWW.GRATEFULLYNOURISHED.COM.AU  
SOUL PRESS

GLOW INSIDE x OUT  
SOUL PRESS.COM.AU





CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS  
& OTHER  
COMPREHENSIVE  
INCOME



# BIG REVIEW TV LIMITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2015

	NOTES	2015 \$	2014 \$
<b>CONTINUING OPERATIONS</b>			
Revenue	3	908,851	215,089
Direct cost of services sold		(1,138,487)	(245,466)
Operating expenses			
Provision for non-recovery of aged receivables		(209,658)	(34,234)
Consultant and contractor expenses		(1,116,503)	(328,984)
Depreciation expense	12	(38,211)	(3,876)
Employee benefit expense		(187,666)	(15,120)
Goodwill write off on acquisition	6	(1,400,337)	-
Interest expense		(15,494)	(18,085)
Staff costs		(49,838)	(55,306)
Travel expenses		(138,294)	(24,361)
Other expenses from ordinary activities		(1,248,893)	(195,669)
<b>Total operating expenses</b>		<b>(4,404,894)</b>	<b>(675,634)</b>
Loss before income tax expense		(4,634,531)	(706,011)
Income tax	5	-	-
<b>Net loss from continuing operations</b>		<b>(4,634,531)</b>	<b>(706,011)</b>
<b>DISCONTINUED OPERATIONS</b>			
Net loss from discontinued operations	4	(33,916)	-
<b>Net Loss for the year</b>		<b>(4,668,447)</b>	<b>(706,011)</b>
<b>EARNINGS (CENTS) PER SHARE - NET LOSS FOR THE FULL YEAR</b>			
Basic loss per share (cents)	8	(2.856)	(0.412)
Diluted loss per share (cents)	8	(2.794)	(0.412)

The above statement should be read in conjunction with the accompanying notes.







CONSOLIDATED STATEMENT OF  
FINANCIAL  
POSITION



# BIG REVIEW TV LIMITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2015

	NOTES	2015 \$	2014 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	9	1,305,431	783,401
Trade and other receivables	10	175,427	109,894
Research & Development tax incentive receivable	10	213,722	58,017
<b>Total Current Assets</b>		<b>1,694,580</b>	<b>951,312</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant & equipment	12	81,451	34,856
Intangibles	13	544,592	111,279
Other financial assets held for sale	11	185,957	-
<b>Total Non-Current Assets</b>		<b>812,000</b>	<b>146,135</b>
<b>TOTAL ASSETS</b>		<b>2,506,580</b>	<b>1,097,447</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade & other payables	14	897,543	161,341
Interest bearing loans & liabilities	15	-	378,000
Finance lease payable	15	6,585	-
<b>Total Current Liabilities</b>		<b>904,129</b>	<b>539,341</b>
<b>NON-CURRENT LIABILITIES</b>			
Finance lease payable	15	7,423	-
<b>Total Non-Current Liabilities</b>		<b>7,423</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>911,551</b>	<b>539,341</b>
<b>NET ASSETS</b>		<b>1,595,029</b>	<b>558,106</b>
<b>EQUITY</b>			
Issued capital	16	6,972,430	1,267,060
Accumulated losses		(5,377,401)	(708,954)
<b>TOTAL EQUITY</b>		<b>1,595,029</b>	<b>558,106</b>

The above statement should be read in conjunction with the accompanying notes.









CONSOLIDATED STATEMENT OF  
CHANGES  
IN EQUITY





# **BIG REVIEW TV LIMITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2015**

	NOTES	ISSUED CAPITAL ORDINARY SHARES (\$)	ACCUMULATED LOSSES (\$)	TOTAL (\$)
<b>BALANCE AT 1 JULY 2014</b>		1,267,060	(708,954)	558,106
Shares issued during the year (net of transaction costs)	16	5,705,370	-	5,705,370
Net loss		-	(4,668,447)	(4,668,447)
<b>BALANCE AT 30 JUNE 2015</b>		<b>6,972,430</b>	<b>(5,377,401)</b>	<b>1,595,029</b>
<b>BALANCE AT 1 JULY 2013</b>		65,000	(2,943)	62,057
Shares issued during the year (net of transaction costs)	16	1,202,060	-	1,202,060
Net loss		-	(706,011)	(706,011)
<b>BALANCE AT 30 JUNE 2014</b>		<b>1,267,060</b>	<b>(708,954)</b>	<b>558,106</b>

The above statement should be read in conjunction with the accompanying notes.



KILBURN  
IRONWORKS





CONSOLIDATED STATEMENT OF  
CASH  
FLOWS



# BIG REVIEW TV LIMITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2015

	NOTES	2015 \$	2014 \$
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Receipts from customers & other sources		719,789	106,001
Payments to suppliers & employees		(4,216,332)	(815,864)
Interest received	3	24,273	5,217
Interest paid		(15,494)	-
<b>Net cash used in operating activities</b>	<b>19</b>	<b>(3,487,764)</b>	<b>(704,646)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant & equipment and intangibles		(646,214)	(150,013)
Cash in business combination on acquisition	6	576,718	-
<b>Net cash used in investing activities</b>		<b>(69,496)</b>	<b>(150,013)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Net proceeds from share issue		3,252,249	1,202,060
Deposit moneys received in advance of share issue		383,500	-
Payment of lease liabilities		(6,459)	-
Proceeds from borrowings		450,000	378,000
<b>Net cash provided by financing activities</b>		<b>4,079,290</b>	<b>1,580,060</b>
<b>Net increase (decrease) in cash held</b>		<b>522,030</b>	<b>725,401</b>
<b>Cash at beginning of financial period</b>		<b>783,401</b>	<b>58,000</b>
<b>Cash at end of financial period</b>	<b>9</b>	<b>1,305,431</b>	<b>783,401</b>

The above statement should be read in conjunction with the accompanying notes.







# NOTES TO THE FINANCIAL STATEMENTS



## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of Big Un Limited (the Company) and its controlled entities (collectively, the Group) for the year ended 30 June 2015 were authorised for issue in accordance with a resolution of the directors on 30 September 2015

The Company is a for profit company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded. The Group's principal activities are the provision of digital video production services.

The registered office of the Company is located at Level 20, 1 Market Street, Sydney NSW and its principal place of business is located at G.01, Ground Floor, 10 Tilley Lane, Frenchs Forest NSW.

### A) BASIS OF PREPARATION

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001.

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 (IFRS). Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The directors' judgements and other considerations regarding the basis of preparation of the financial report at the current early stage of the Group's development are described in Note 2.

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 financial instruments. Historical cost is generally based on the fair values of the consideration given in exchange for goods and services. All amounts are presented in Australian dollars, unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial report is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as value in use in AASB 136.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- ▶ Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- ▶ Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- ▶ Level 3 inputs are unobservable inputs for the asset or liability.

### B) NEW/AMENDED ACCOUNTING STANDARDS & INTERPRETATIONS

#### (i) Changes in accounting policy and disclosures

The accounting policies adopted are consistent with those of the previous financial year other than as noted below.

There are a number of new and amended Accounting Standards and Interpretations issued by the AASB, which are applicable for reporting periods beginning on or after 1 July 2014. The Group has adopted all of the mandatory new and amended pronouncements issued that are relevant to its operations and that are effective for the current reporting period. The impact on the consolidated financial statements for the year as a result of adoption of those new and amended pronouncements has not been material.

#### (ii) Early adoption of standards

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

#### (iii) Australian Accounting Standards and Interpretations issued but not yet effective

Various Standards and Interpretations have been issued or amended but which are not yet effective. The Group has not adopted any of those standards in the preparation of the financial statements at reporting date. The Group believes that the standards of most significant future impact will be those as set out below.

#### AASB 15 Revenue from Contracts with Customers

AASB 15 replaces AASB 11 Construction Contracts, AASB 18 Revenue and related Interpretations.

The core principle of AASB 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. Accordingly, revenue will be recognised through application of the following steps:

- (i) Identify the contract(s) with a customer
- (ii) Identify the performance obligations in the contract
- (iii) Determine the transaction price
- (iv) Allocate the transaction price to the performance obligations in the contract
- (v) Recognise revenue when (or as) the entity satisfies a performance obligation

AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, and it is available for early application. It is not anticipated that the Group will apply the standard until the year commencing 1 July 2018. However, its impact will be determined in advance of the year ending 30 June 2017.



**AASB 9 Financial Instruments**

AASB 9 (December 2014) is a new Principal standard which replaces AASB 139, superseding versions issued in December 2009 and December 2010.

AASB 9 is effective for annual periods beginning on or after 1 January 2018. While AASB 9 is available for early application, it is not anticipated that the Group will apply the standard until the year commencing 1 July 2018. However, its impact will be determined in advance of the year ending 30 June 2017.

The final version of AASB 9:

- (i) introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses;
- (ii) confirms previous amendments relating to new hedge accounting requirements, including changes to hedge effectiveness testing, treatment of hedging costs, risk components that can be hedged and disclosures;
- (iii) includes requirements for a simpler approach for classification and measurement of financial assets compared with the requirements of AASB 139;
- (iv) provides that where the fair value option is used for financial liabilities the change in fair value is to be accounted for by presenting that part attributable to changes in credit risk in other comprehensive income, and the remainder in profit or loss.

**C) PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

As at the reporting date the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the Group during the year, their respective operating results have been included (excluded) from the date control was obtained (ceased).

All inter-group balances and transactions between entities in the Group, including unrealised profits and losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the Company.

Investments in subsidiaries are accounted at cost in the individual financial statements of the Company, less any impairment charges.

**D) BUSINESS COMBINATIONS**

Business combinations occur where control over another business is obtained and results in the consolidation of its assets and liabilities. All business combinations, including those involving entities under common control, are accounted by applying the purchase method.

The purchase method requires an acquirer of the business to be identified and for the cost of the acquisition and fair values of identifiable assets, liabilities and probable contingent liabilities

to be determined as at acquisition date, being the date that control is obtained. Cost is the aggregate of fair values of assets given, equity issued and liabilities assumed in exchange for control together with costs directly attributable to the business combination. Any deferred consideration payable is discounted to present value using the entity's incremental borrowing rate.

Goodwill is recognised initially at the excess of cost over the acquirer's interest in the net fair value of the identifiable assets, liabilities and probable contingent liabilities recognised. If the fair value of the acquirer's interest is greater than probable cost, under AASB3 Business Combinations the surplus should be immediately recognised in profit and loss.

**E) OPERATING SEGMENTS**

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the group's chief operating decision makers) in assessing performance and in determining the allocation of resources.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the group's other components. An operating segment's operating results are reviewed regularly by the Board to make decisions about resources to be allocated to the segment and assess its performance, for which discrete financial information is available.

Segment results that are reported for the purpose of management's decisions include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate office assets, head office expenses, and any income tax related balances.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

**F) FOREIGN CURRENCY TRANSLATION****Functional and presentation currency**

The functional currency of each Group entity is measured using the currency of the primary economic environment in which that entity operates. For the purpose of the consolidated financial statements the results and financial position of each Group entity are expressed in Australian dollars which is the Company's functional and presentation currency.

**Foreign currency transactions and balances**

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

**Foreign operations**

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the \$AUD are translated into Australian dollars upon consolidation, and exchange differences are normally transferred to the Group's foreign currency translation reserve.

**G) REVENUE & OTHER INCOME**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts, rebates, returns, and taxes paid. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable the future economic benefits will flow to the entity and specific criteria have been met for each of the Company's major business activities as described below.

**Membership packages**

The full annual subscription fee is booked at the initial invoice date, as based on the contract the client agrees to pay a minimum twelve month subscription. Where the client pays the membership package in monthly instalments, the revenue is recognised in equal monthly instalments over the twelve month period of the subscription. Where the client pays the entire membership package fee in advance and this fee is non-refundable, the entire membership package amount is booked as revenue on receipt. This is on the basis that all work relating to these services has now been completed.

**Application fees**

For the financial year ended 30 June 2015, application fees were charged by the group in two different ways:

- ▶ Application fees that are charged to the client at the outset of the video production process are recognised as revenue as they are earned, with the final component of this income recognised upon delivery of the video to the client.
- ▶ Where the application fee is not charged by Big Review TV Limited (and therefore not payable by the client) until the final video is reviewed and approved by the client, the application fee is only recognised when cash payment for the video is received.

**Other revenue**

Other revenues are recognised when the rights to receive the revenues have been established. Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

**H) INCOME TAX**

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

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

Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity,

in which case the deferred tax is adjusted directly against equity.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on tax rates enacted or substantially enacted at reporting date. 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 tax profits will be available against which the benefits of the deferred tax asset can be utilised.

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

**I) GOODS & 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 taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

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

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

**J) CASH & CASH EQUIVALENTS**

Cash and equivalents are stated at nominal value. For the purpose of the statement of cash flows, cash comprises cash at bank which is readily convertible to cash on hand and subject to an insignificant risk of changes in value.

**K) TRADE & 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.

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

The collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amounts directly. A provision for doubtful debts is used when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in profit or loss in operating expenses. When a trade receivable for which a provision for doubtful debts had been recognised becomes

uncollectible in a subsequent period, it is written off against the provision. Subsequent recoveries of amounts previously written off are credited against operating expenses in profit or loss.

A provision for doubtful debts has been recognised at the reporting date, incorporating amounts outstanding greater than 90 days past their due date.

## L) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument, being the date the entity commits itself to the transaction (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value after including transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case those costs are recognised immediately in profit or loss.

### (i) Financial assets

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The Group's financial assets comprise AFS financial assets and loans and receivables.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for the Group's financial instruments.

#### *AFS financial assets*

Investments are designated as AFS financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long term. The class includes investments in unlisted shares that are not traded in an active market but that are also stated at fair value because management considers that fair value can be reliably measured. Financial assets that are not classified into any of the other categories are also included in the AFS category. AFS financial assets are presented as non-current assets unless management intends to dispose of them within 12 months of the end of the reporting period.

Fair value is determined in the manner described in Note 11. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the investment revaluation reserve, with the exception of impairment losses and interest calculated using the effective interest method, which is recognised in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

### *Loans & receivables*

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the effect of discounting is immaterial.

#### *Impairment of financial assets*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. In the case of equity investments classified as AFS, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired.

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss.

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

If there is objective evidence of impairment for AFS financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss.

Impairment losses on AFS equity instruments that were recognised in profit or loss are not reversed through profit or loss in a subsequent period.

#### *Derecognition of financial assets*

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

When securities classified as AFS are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.



## (ii) Financial liabilities &amp; equity instruments

*Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

*Financial liabilities*

The Group's current financial liabilities comprise trade and other payables, which are initially measured at fair value, net of transaction costs. Payables are unsecured and are usually paid within 30 days of recognition. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. Further information is provided at Note 1q.

Previous loan notes issued by the Company during the previous year and classified as financial liabilities were converted to equity within six months of the reporting date.

## M) PROPERTY, PLANT &amp; EQUIPMENT

Each class of plant and equipment is stated at historical cost to the Company less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by the directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to present values in determining recoverable amounts.

**Depreciation**

The depreciable amount of all plant and equipment is depreciated on a straight-line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Office Improvements	50.00%
Camera equipment	50.00%
Computer equipment	33.33% - 50.00%
Office equipment	33.33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss when the item is derecognised.

## N) LEASES

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset (but not the legal ownership) are transferred to the Group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property and the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses on a straight-line basis over the lease term.

## O) IMPAIRMENT OF ASSETS

At the end of each reporting period, the Group assess whether there is an indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in the profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard. Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

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.

Impairment testing is performed annually for intangible assets with indefinite lives.

## P) INTANGIBLES OTHER THAN GOODWILL

**Website & Mobile Application**

Costs incurred in developing the website and mobile application are capitalised only when the Company identifies that the project will deliver future economic benefits and these benefits can be measured reliably. Costs capitalised include external direct costs of materials and service. Websites and mobile applications are considered as having finite useful lives and are amortised on a systematic basis over their useful lives so as to match the economic benefits received to the periods in which the benefits are received. Amortisation begins when the website or mobile application becomes operational.

At the reporting date, the website and mobile application was still in development, and as such, was not in the condition necessary for it to be capable of operation in the manner intended by management. As such, no amortisation has been allocated on the website and mobile application

## Q) TRADE &amp; OTHER PAYABLES

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

of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

#### R) EMPLOYEE BENEFITS

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the reporting date. Employee benefits expected to be settled within one year together with entitlements arising from wages, salaries and annual leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

#### S) PROVISIONS

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

#### T) CONTRIBUTED EQUITY

Issued capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of new shares or options are recognised directly in equity as a reduction of the proceeds received.

#### U) EARNINGS PER SHARE

##### (i) Basic earnings per share

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

##### (ii) Diluted earnings per share

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

#### V) COMPARATIVES

When required by accounting standards, Comparative figures have been adjusted to conform to changes in presentation for the current financial year.

## NOTE 2: CRITICAL ACCOUNTING ESTIMATES & JUDGEMENTS

The preparation of financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas that involve a higher degree of judgement

or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in notes of the particular accounts separately.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The directors evaluate estimates and judgments incorporated into the financial statements 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.

#### The areas involving significant estimates or judgements are:

##### (i) Asset measurement & impairment

Impairment exists when the carrying value of an asset exceeds its recoverable amount. At the current stage of the Group's development, management places greater focus on the collectability of trade receivables over other non-current assets. In making assessments about receivables recognition and collectability, management has:

- ▶ Applied the recognition and measurement criteria described in accounting policy G) Revenue and other income; and
- ▶ Assessed that aged receivables have an impairment provision of \$243,892 raised consistent with the principles described in policy K) Trade and other receivables.

##### (ii) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has carried forward tax losses with a tax effected value of \$876,199. Though these losses do not expire their utility does not presently support their recognition as deferred tax assets. On this basis, management has determined that an asset cannot be recognised in respect of the tax losses.

##### (iii) Recognition and amortisation of capitalised development expenditure – website and mobile application

Management has continued to develop the Group's website and mobile application, in consideration of the belief that the project is supporting the business model and delivering the platform through which future economic benefits will be derived. The judgements are based on the technological capacity of the website and mobile application, and analysis of forecast investment and revenue flows.

Amortisation begins when the website or mobile application becomes operational. At the reporting date, this asset was still in development, and as such, management determined that it was not in the condition necessary for it to be capable of operation in the manner intended. Accordingly, no amortisation was charged against the asset during the year.

## (iv) Capitalisation and cash flow forecasting

The Group's plans to fund capital requirements in relation to its continuing development and expansion utilise estimation and forecasting techniques that take into account actual and planned capital raisings, conservative expectations regarding revenue-related inflows, committed expenditure, and expenditure that is capable of being varied in order to preserve cash resources.

Subsequent to the reporting date the Group raised \$1,500,000 via the placement of 7,500,000 shares (refer Note 23), those shares having been issued within the Group's annual 15% placement cap (Tranche 1). Management's judgement, based on the support of major shareholders is that the Company will achieve shareholders' approval to issue the balance of the share placement (up to 12,500,000 shares) (Tranche 2), representing a capital raising of up to \$2,500,000.

## NOTE 3: REVENUE & OTHER INCOME

	2015 \$	2014 \$
Membership Packages	300,162	30,841
Application Fees	326,785	121,014
Other Sundry Income	33,531	-
Interest Revenue	24,273	5,217
Revenue from R&D Tax Incentive	224,100	58,017
<b>TOTAL</b>	<b>908,851</b>	<b>215,089</b>

## NOTE 4: OTHER INCOME & EXPENSE ITEMS

### RESEARCH & DEVELOPMENT EXPENDITURE

The Group's research and development activity concentrates on the development of its global video-driven platform that integrates a mobile video review application. Research and development costs that are not eligible for capitalisation have been expensed in the period incurred (2015: \$474,938, 2014: \$40,709).

### DISCONTINUED OPERATIONS

The Group will retain an investment in Mozambican gold exploration operations directly through its investment in African Stellar Mozambique. The operations are currently being wound down, with current expenditure incurred relating directly to administration expenses. It is the intention to sell these assets at a time and price which benefits the Group as the investment in gold exploration operations is not part of the Group's ongoing business model or strategy.

## NOTE 5: INCOME TAX

Reconciliation of tax expense and the accounting profit/(loss) for 2014 and 2015:

	2015 \$	2014 \$
Accounting profit /(loss) for the year	(4,668,447)	(706,011)
At the statutory income tax rate of 30% (2014: 30%)	(1,400,534)	(211,803)
R&D tax incentive	(67,230)	(17,405)
R&D expenses subject to incentive	142,481	12,213
Capital raising costs	141,789	13,877
Goodwill write off	420,101	-
Other non-deductable expenses	14,082	3,063
Temporary differences – provisions	62,897	10,270
Income tax losses not brought to account	686,413	189,786
<b>INCOME TAX EXPENSE</b>	<b>-</b>	<b>-</b>

## NOTE 6: BUSINESS COMBINATIONS

On 23 December 2014 Big Un Limited completed the legal acquisition of all of the issued capital of Big Review TV Limited (BRTV), a Sydney-based technology company. The aim of the acquisition was to discontinue the former operations of the parent company (formerly named Republic Gold Limited), and for it to raise capital and use the established business of BRTV to refocus the Group's objectives to deliver digital video production services and associated online digital search services.

In accordance with the principles of AASB 3 Business Combinations, BRTV was deemed to be the acquirer for accounting purposes, and the transaction has thus been accounted as a reverse acquisition. The consolidated financial statements for the Big Un Limited Group has been prepared as a continuation of the financial statements of BRTV.

The consideration in a reverse acquisition is deemed to have been incurred by the legal subsidiary (BRTV) in the form of equity instruments issued to the shareholders of Big Un Limited. The acquisition date fair value of the consideration transferred has been determined by reference to the fair value of the issued shares of Big Un Limited immediately prior to the business combination.

The fair value has been determined on the basis that Big Un Limited was at the time an entity holding cash and the residual ownership of a discontinued operation. Using share price data its fair value (and hence the value of the consideration) was determined to be \$2,306,874.

At the time the identifiable net assets at fair value aggregated \$906,537, generating prima facie acquisition goodwill. Because



the business combination is accounted as a reverse acquisition transaction in which the accounting acquiree's business is not continuing, the transaction has been deemed of a share-based payment nature, reflecting BRTV's acquisition of access to an ASX listing from Big Un Limited.

Accordingly the \$1,400,337 difference between the amount of consideration transferred and the identifiable assets acquired has been recognised as an expense, representing the cost of the service received (access to the listing).

The fair values of the identifiable assets and liabilities of Big Un Limited as at the date of acquisition were:

	2015 \$
Cash	576,718
Pre-acquisition advances	450,000
Other net liabilities	(120,181)
Identifiable net assets	906,537
Fair value of the consideration transferred	2,306,874
Less: identifiable net assets	(906,537)
Acquisition goodwill written off	1,400,337

## NOTE 7: OPERATING SEGMENTS

The consolidated group operates in only one segment, digital video production, subsequent to the exit from exploration operations. As a consequence of the accounting for the business combination as a reverse acquisition, the segment information relative to the former exploration operation is not significant and has not been presented in this financial report.

## NOTE 8: EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the loss attributable to shareholders, and the weighted average number of ordinary shares outstanding, calculated using the following information:

	2015 \$	2014 \$
<b>LOSS ATTRIBUTABLE TO ORDINARY ACTIVITIES</b>		
Continuing operations	(4,634,531)	(706,011)
Discontinued operations	(33,916)	-
TOTAL	(4,668,447)	(706,011)
<b>WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES</b>		
Issued shares at 1 July	1,267,060	65,000
Shares issued	5,705,370	1,202,060
Issued shares at 30 June	6,972,430	1,267,060
<b>BASIC AND DILUTED LOSS PER SHARE (CENTS)</b>		
Basic loss per share	(2.856)	(0.412)
Diluted loss per share	(2.794)	(0.412)

## NOTE 9: CASH AND CASH EQUIVALENTS

	2015 \$	2014 \$
Cash at bank and on hand	1,305,431	783,401
TOTAL	1,305,431	783,401

## NOTE 10: RECEIVABLES

	2015 \$	2014 \$
<b>CURRENT</b>		
<b>TRADE RECEIVABLES</b>		
Trade receivables	401,549	84,546
Provision for doubtful debts	(243,892)	(34,234)
TOTAL	157,657	50,312
<b>OTHER RECEIVABLES</b>		
GST receivables	17,770	59,582
Research & Development tax incentive receivable	213,722	58,017
TOTAL	231,492	117,599
<b>TOTAL CURRENT RECEIVABLES</b>	<b>389,149</b>	<b>167,911</b>

### A) PROVISION FOR DOUBTFUL DEBTS

Movement in the provision for doubtful debts is as follows:

	2015 \$	2014 \$
Balance as at the beginning of the period	34,234	-
Amounts provided during the period	209,658	34,234
Amounts written off against the provision	-	-
Balance as at the end of the period	243,892	34,234

## NOTE 11: FINANCIAL ASSETS

	2015 \$	2014 \$
<b>NON-CURRENT</b>		
Available for Sale Financial Assets (A), (B)	185,957	-
Available-for-Sale Financial Assets include the following classes of financial assets:		
Listed equity securities, at fair value (B)	35,957	-
Unlisted equity securities, at cost (B)	150,000	-
<b>TOTAL AVAILABLE-FOR-SALE FINANCIAL ASSETS</b>	<b>185,957</b>	<b>-</b>

## A) CLASSIFICATION

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium term.

These are presented as non-current assets unless management intends to dispose of them within 12 months of the end of the reporting period.

## B) FAIR VALUE, IMPAIRMENT AND RISK EXPOSURE

The fair value of listed equity securities has been determined with reference to the quoted market price of the securities.

The Group has an investment in an unlisted entity. Due to this investment having been made recently, there being no quoted market price, and there being no indication of any impairment, the investment is measured at cost in accordance with AASB 139 because its fair value cannot be measured reliably. Accordingly, fair value in this instance does not need to be disclosed.

Neither of the available-for-sale financial assets are impaired.

Each is denominated in Australian dollars. For a consideration of financial risk management factors in respect of available-for-sale financial assets refer to Note 18.

## NOTE 12: PLANT &amp; EQUIPMENT

	2015 \$	2014 \$
<b>CAMERA EQUIPMENT</b>		
Camera equipment at cost	51,455	2,545
Less: Accumulated depreciation	(13,193)	(122)
<b>TOTAL CAMERA EQUIPMENT</b>	<b>38,262</b>	<b>2,423</b>
<b>OFFICE IMPROVEMENTS</b>		
Office improvements at cost	11,337	-
Less: Accumulated depreciation	(5,668)	-
<b>TOTAL OFFICE IMPROVEMENTS</b>	<b>5,669</b>	<b>-</b>
<b>COMPUTER EQUIPMENT</b>		
Computer equipment at cost	48,172	27,157
Less: Accumulated depreciation	(18,808)	(3,035)
<b>TOTAL COMPUTER EQUIPMENT</b>	<b>29,364</b>	<b>24,122</b>
<b>OFFICE EQUIPMENT</b>		
Office equipment at cost	20,190	9,029
Less: Accumulated depreciation	(12,034)	(718)
<b>TOTAL OFFICE EQUIPMENT</b>	<b>8,156</b>	<b>8,311</b>
<b>TOTAL PLANT &amp; EQUIPMENT</b>	<b>81,451</b>	<b>34,856</b>

## A) MOVEMENTS IN CARRYING AMOUNTS

	2015 \$	2014 \$
<b>CAMERA EQUIPMENT</b>		
Balance at the beginning of the reporting period	2,423	-
Additions	49,380	2,545
Disposals	(470)	-
Depreciation expense	(13,071)	(122)
Balance at the end of the reporting period	38,262	2,423
<b>OFFICE IMPROVEMENTS</b>		
Balance at the beginning of the reporting period	-	-
Additions	11,337	-
Disposals	-	-
Depreciation expense	(5,668)	-
Balance at the end of the reporting period	5,669	-
<b>COMPUTER EQUIPMENT</b>		
Balance at the beginning of the reporting period	24,122	-
Additions	21,609	27,157
Disposals	(595)	-
Depreciation expense	(15,772)	(3,035)
Balance at the end of the reporting period	29,364	24,122
<b>OFFICE EQUIPMENT</b>		
Balance at the beginning of the reporting period	8,311	-
Additions	3,794	9,029
Disposals	(250)	-
Depreciation expense	(3,699)	(718)
Balance at the end of the reporting period	8,156	8,311

## NOTE 13: INTANGIBLE ASSETS

	2015 \$	2014 \$
Web and mobile application development at cost	534,592	111,279
Music rights	10,000	-
Less: Accumulated amortisation	-	-
Net carrying amount	544,592	111,279
<b>TOTAL INTANGIBLES</b>	<b>544,592</b>	<b>111,279</b>

## A) MOVEMENTS IN CARRYING AMOUNTS

Web and mobile application development costs:

	2015 \$	2014 \$
Balance as at the beginning of the period	111,279	-
Additions externally acquired	433,313	111,279
Disposals	-	-
Amortisation expense	-	-
<b>Balance as at the end of the period</b>	<b>544,592</b>	<b>111,279</b>

Refer Note 2(iii) for a description of the significant judgements involved in assessing the current state of the asset, which has a finite life and, in respect of which, amortisation will commence when the asset is fully developed to its intended operational condition, over a useful life yet to be determined.

## NOTE 14: TRADE AND OTHER PAYABLES

	2015 \$	2014 \$
<b>CURRENT</b>		
Unsecured liabilities:		
Trade and other payables	559,043	161,341
Deposit moneys received in advance of share issue	338,500	-
Total current unsecured liabilities	897,543	161,341
<b>TOTAL TRADE AND OTHER PAYABLES</b>	<b>897,543</b>	<b>161,341</b>



## NOTE 15: FINANCIAL LIABILITIES

	2015 \$	2014 \$
<b>CURRENT</b>		
Convertible notes	-	378,000
Finance lease liability	6,585	-
<b>TOTAL</b>	<b>6,585</b>	<b>378,000</b>
<b>NON-CURRENT</b>		
Finance lease liability	7,423	-

The Group leases various items of equipment with a carrying amount of \$11,955 under finance leases expiring within approximately two years. Under the terms of the leases, the Group has the option to acquire the leased assets at agreed residual amounts. The equipment acquired under finance leases is depreciated over the asset's useful life based on the probability that the Group will obtain ownership at the end of the lease term.

## NOTE 16: EQUITY

## ORDINARY SHARES

	2015 \$	2014 \$
<b>ORDINARY SHARES on issue at the end of the year</b>	<b>6,972,430</b>	<b>1,267,060</b>
<b>Movement in ordinary shares on issue</b>		
Shares on issue at commencement of year	1,267,060	65,000
Shares issued prior to the date of business combination and capital raise	452,578	1,202,060
Shares issued under the business combination and capital raise	5,077,136	-
Shares issued post capital raise	175,656	-
<b>Ordinary shares on issue at the end of the year</b>	<b>6,972,430</b>	<b>1,267,060</b>

	2015 #	2014 #
<b>ORDINARY SHARES issued and fully paid</b>	<b>61,648,652</b>	<b>123,304,261</b>
<b>Movement in ordinary shares on issue</b>		
Shares on issue at commencement of year	123,304,261	106,933,756
Shares issued prior to the date of business combination and capital raise	16,445,940	16,370,505
Net adjustment to the number of shares on issue as at the date of the business combination and capital raise	(126,935,166)	-
Shares issued under the business combination and capital raise	47,955,339	-
Shares issued subsequent to the date of business combination and capital raise (shares were issued in satisfaction of services rendered by suppliers)	878,278	-
<b>Ordinary shares on issue at the end of the year</b>	<b>61,648,652</b>	<b>123,304,261</b>

All shares rank equally for the purpose of dividends and capital distributions. Each share entitles the holder to one vote either in person or by proxy at a meeting of the Company.

	2015 #	2014 #
<b>OPTIONS on issue at the end of the year</b>	<b>3,628,866</b>	<b>-</b>
<b>Movement in options on issue</b>		
Options at commencement of year	-	-
Options issued pre prospectus	-	-
Options issued as part of prospectus	3,295,533	-
Options issued post prospectus	333,333	-
<b>Options on issue at the end of the year</b>	<b>3,628,866</b>	<b>-</b>

## NOTE 17: CAPITAL MANAGEMENT

The Group's capital management objectives are to optimise returns to shareholders whilst supporting the growth requirements of the business. To achieve this overall objective, management aim to identify and evaluate opportunities for improvements throughout the Group's maturation which in turn creates and returns value to its shareholders.

No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2015 and 2014.

## NOTE 18: FINANCIAL RISK MANAGEMENT

Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks. These risks include market risk, credit risk and liquidity risk.

The Group's financial instruments consist mainly of cash and deposits with banks, available-for-sale investments, accounts receivable, and accounts payable. There are no speculative or derivative financial instruments.

Cash balances have a modest interest rate exposure. Funds are invested with domestic banks, typically at call.

### A) CATEGORIES OF FINANCIAL INSTRUMENTS

	2015 \$	2014 \$
<b>FINANCIAL ASSETS</b>		
Cash and cash equivalents	1,305,431	783,401
Trade and other receivables	389,149	167,911
Available-for-sale investments	185,957	-
<b>TOTAL</b>	<b>1,880,537</b>	<b>951,312</b>
<b>FINANCIAL LIABILITIES</b>		
Trade and other payables	897,543	161,341
Finance lease liability	14,008	-
<b>TOTAL</b>	<b>911,551</b>	<b>161,341</b>

### B) MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprise three types: currency risk, price risk, such as equity price risk, and interest rate risk, to which the Group has minimal exposure.

Foreign currency risks arise from the Group's investment in foreign controlled subsidiaries. The currency in which these transactions are primarily denominated are Mozambican Metical (MZN). Impacts are largely borne on translation with variances included in the loss from discontinued operations.

The Group's listed and unlisted equity securities are susceptible

to market price risk arising from uncertainties about future values of the investments. The Group manages the equity price risk by involving the Board of Directors in the review and approval of all equity investment decisions.

### C) CREDIT RISK EXPOSURES

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises principally from cash on deposit and receivables. The objective of the entity is to minimise the risk of loss from credit risk exposure.

The maximum exposure to credit risk, excluding the value of any collateral or other security at the reporting date is the carrying amount of those assets, net of any impairment, as disclosed in the statement of financial position and notes to the financial statements.

There is minimal concentration of credit risk due to the Group policy to impair receivables outstanding greater than 90 days past their due date.

The Group manages its credit risk associated with cash and equivalents by only dealing with reputable financial institutions.

### D) LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The objective of managing liquidity risk is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when the fall due. Working capital primarily comprises of cash. The Group has established the following processes for managing liquidity risk: regularly forecasting cash flows and monitoring actual cash flows against the forecasts; and monitoring the availability of equity capital and current market conditions.

The contractual maturities of financial liabilities are as follows:

#### AS AT 30 JUNE 2015

	TRADE & OTHER PAYABLES	FINANCE LEASE LIABILITIES	TOTAL
Less than 6 months	897,543	4,134	901,677
6-12 months	-	4,134	4,134
1-2 years	-	9,559	9,559
<b>Total</b>	<b>897,543</b>	<b>17,827</b>	<b>915,370</b>
Carrying amount	897,543	14,008	911,551

#### AS AT 30 JUNE 2014

	TRADE & OTHER PAYABLES	FINANCE LEASE LIABILITIES	TOTAL
Less than 6 months	539,341	-	539,341
6-12 months	-	-	-
1-2 years	-	-	-
<b>Total</b>	<b>539,341</b>	<b>-</b>	<b>539,341</b>
Carrying amount	539,341	-	539,341

## E) FAIR VALUE

Due to the short term to maturity the carrying amount of trade and other receivables and trade and other payables approximates their fair value. The fair value of available-for-sale investments is described in Note 11.

## NOTE 19: CASH FLOW INFORMATION

## A) COMPONENTS OF CASH

For the purposes of the statement of cash flows, cash includes cash on hand and at bank. Cash as at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	2015	2014
	\$	\$
Cash and cash equivalents	1,305,431	783,401

## B) RECONCILIATION OF NET (LOSS) AFTER TAX TO NET CASH FLOWS USED IN OPERATING ACTIVITIES

	2015	2014
	\$	\$
Net profit/(loss)	(4,668,447)	(706,011)
Non-cash items in profit & loss		
Depreciation	38,211	3,876
Write-off of goodwill	1,400,337	-
Changes in assets & liabilities		
Decrease/(increase) in trade & other receivables	(205,928)	(163,852)
(Decrease)/increase in payables & other liabilities	(51,937)	161,341
Net cash flows used in operating activities	(3,487,764)	(704,646)

## NOTE 20: RELATED PARTY DISCLOSURES

## A) KEY MANAGEMENT PERSONNEL (KMP) COMPENSATION

Names and positions held of Group KMP in office at any time during the financial year are:

KEY MANAGEMENT PERSONNEL	POSITION
Brandon Evertz (Appointed 5 December 2014)	Executive Director & Chief Operating Officer
Andrew Corner (Appointed 10 December 2014)	Executive Director & CFO
Sonia Thurston (Appointed 10 December 2014)	Executive Communications Director
Richard Evertz	CEO Big Un Limited
Ben Hunter (Resigned 27 March 2015)	Head of Marketing BRTV
David Hannon (Resigned 4 March 2015)	Non-Executive Director
Raymond Shorrocks (Resigned 8 January 2014)	Executive Chairman
Peter Wicks (Resigned 30 December 2014)	Non-Executive Director
David King (Resigned 30 December 2014)	Non-Executive Director
Mark Gillie (Resigned 30 December 2014)	Managing Director- Executive

The KMP compensation comprised:

	2015	2014
	\$	\$
Short-term employee benefits	441,871	390,991
Post-employment benefits	9,648	8,519
Other benefits	-	-
<b>TOTAL</b>	<b>451,519</b>	<b>399,510</b>

In line with the reverse acquisition methodology and by virtue of the legal parent being the responsible reporting entity, the total costs reported in the table above include those borne by Big Un Limited prior to the date of the business combination on 23 December 2014. Those costs are not however included in the consolidated financial result. During the current financial year the total cost of the directors and executive remuneration above includes that paid to the former directors subsequent to the business combination until the respective dates of their resignation, and that paid to incoming directors and executives subsequent to the date of the business combination to 30 June 2015 (except in the circumstance of Ben Hunter, to 27 March 2015).

Information regarding individual directors and executive's compensation and equity disclosures is provided in the Remuneration Report section of the Directors' Report, in accordance with Corporations Regulation 2M.3.03.



## B) RELATED PARTY TRANSACTIONS

Stellar Services, a company related to Mr Mark Gillie was contracted to provide administrative services to African Stellar Mozambique Limitada (ASMoz). During the current financial year the total cost of the services was \$30,193 (of which \$16,667 was borne by Big Un Limited prior to the date of the business combination described at Note 6).

The public offer that raised \$3,000,000 in November 2014 was underwritten by Patersons Securities Limited, in return for which the underwriters received fees totalling \$210,000, agreed under normal arm's length terms and conditions. During the period that Mr Raymond Shorrocks was a director of the company he was also an executive of the Corporate Finance division of Patersons Securities Limited.

## NOTE 21: CONTINGENT LIABILITIES AND ASSETS

Under the terms of the Quota Sale and Purchase Agreement entered into between the Company and Auroch Minerals NL (Auroch) to dispose of the Company's interest in ASMoz, inter-company loans advanced by the Company to ASMoz will be assigned to Auroch. Should the divestment not proceed, any amounts funded by way of loan to ASMoz by Auroch must be repaid by the Company. As at 30 June 2015, no amounts had been funded.

## NOTE 22: COMMITMENTS

## A) COMMERCIAL LEASE COMMITMENTS

The group operates a commercial lease agreement in respect to the principle place of business located at G.01/10 Tilley Lane, Frenchs Forest NSW 2086. The group is currently under negotiation to renew the lease for further 12 months.

## NOTE 23: EVENTS AFTER REPORTING PERIOD

Announced to the market on 2 July 2015, the Group has undertaken a share placement, in order to raise working capital. Pursuant to the share placement, 7,500,000 shares have already been issued within the group's annual 15% placement cap (Tranche 1), raising \$1,500,000. However, shareholder approval is required in order to issue the balance of the Share Placement (up to 12,500,000 shares) (Tranche 2).

The Group is also seeking shareholder approval to ratify prior issues of shares and options during the course of the 2015 calendar year (including Tranche 1) and also the issue of additional shares to a number of the Group's consultants and professional

service providers, in lieu of cash.

These approvals are being sought at the upcoming EGM to be held at 6pm (AEST) on Monday 12th October 2015.

## NOTE 24: REMUNERATION OF AUDITORS

	2015 \$	2014 \$
Remuneration of the auditor for:		
Auditing or reviewing of financial report	42,000	28,000
Other assurance-related services	11,000	-
Other non-assurance related services	-	4,000
<b>TOTAL</b>	<b>53,000</b>	<b>32,000</b>

Fees paid in the previous financial year were borne by Big Un Limited prior to the date of the business combination described at Note 6.

## NOTE 25: PARENT AND SUBSIDIARY INFORMATION

## PARENT INFORMATION

	2015 \$	2014 \$
<b>STATEMENT OF FINANCIAL POSITION</b>		
<b>ASSETS</b>		
Current Assets	1,217,851	2,407,594
Non-Current Assets	2,702,336	1,438
<b>TOTAL ASSETS</b>	<b>3,920,187</b>	<b>2,409,032</b>
<b>LIABILITIES</b>		
Current Liabilities	428,622	163,082
Non-Current Liabilities	-	-
<b>TOTAL LIABILITIES</b>	<b>428,622</b>	<b>163,082</b>
<b>NET ASSETS</b>	<b>3,491,565</b>	<b>2,245,950</b>
<b>EQUITY</b>		
Issued Capital	61,323,150	58,357,495
Reserves	896,130	825,948
Accumulated Losses	(58,727,715)	(56,937,493)
<b>TOTAL EQUITY</b>	<b>3,491,565</b>	<b>2,245,950</b>

## INTEREST IN SUBSIDIARIES

The subsidiaries listed below have share capital consisting solely of ordinary shares which are held directly by the Group. The proportion of ownership interest held equals the voting rights held by the Group. Each subsidiary's principal place of business is also the jurisdiction of incorporation.

NAME OF SUBSIDIARY	PRINCIPAL PLACE OF BUSINESS	2015	2014
		%	%
Big Review TV Limited	NSW, Australia	100	100
Republic East Africa Limited	Hong Kong, Hong Kong	100	100
ASMoz Limited	Maputo, Mozambique	100	100
BIG IP Pty Ltd	NSW, Australia	100	-
Big Review TV Limited	London, United Kingdom	100	-

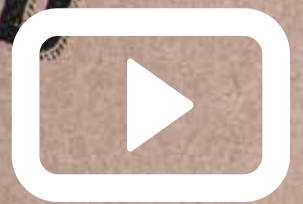
Subsidiary financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.







# DIRECTORS' DECLARATION



**BIG**  
UNLIMITED

## DIRECTORS' DECLARATION

The directors of the Company declare that:

1. The financial statements and notes of Big Un Limited for the financial year ended 30 June 2015 are in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Accounting Standards and the *Corporations Regulations 2001*;
2. The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1 a); and
3. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
4. This declaration has been made after receiving the declarations required to be made to the directors by the chief executive officer and chief financial officer in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2015.

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



.....  
Andrew Corner  
Director  
Sydney, 30 September 2015







# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS





## Independent Auditor's Report to the Members of Big Un Limited

### Report on the Financial Report

We have audited the accompanying financial report of Big Un Limited (the company), which comprises 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 year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the company and the consolidated entity comprising the company and the entities it controlled at the year's end, or from time to time during the financial year.

### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1 the directors also state that the financial statements comply with International Financial Reporting Standards.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance 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*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is referenced in the directors' report.

### Auditor's Opinion

In our opinion:

- (a) the financial report of Big Un Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year then ended; 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 1.

**Remuneration Report**

We have audited the Remuneration Report included in pages 15 to 21 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 Big Un Limited for the year ended 30 June 2015, complies with section 300A of the *Corporations Act 2001*.

**PKF Melbourne Audit & Assurance****Steven Bradby****Partner**

Melbourne, 30 September 2015

# La Cave à Fromage

[www.la-cave.co.uk](http://www.la-cave.co.uk)  
Tel: 0845 10 88 222





# SHAREHOLDER INFORMATION



## DISTRIBUTION OF SHARES

HOLDINGS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 – 1,000	4,144	591,688	0.96
1,001 – 5,000	508	1,188,136	1.93
5,001 – 10,000	162	1,323,838	2.15
10,001 – 100,000	220	7,766,136	12.60
100,001 – 999,999,999,999	61	50,778,854	82.37
<b>TOTAL</b>	<b>5,095</b>	<b>61,648,652</b>	<b>100</b>

## LESS THAN MARKETABLE PARCELS

LESS THAN MARKETABLE PARCEL	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 – 2,500	4,437	1,080,469	1.75
2,501 – Over	658	60,568,183	98.25
<b>TOTAL</b>	<b>5,095</b>	<b>61,648,652</b>	<b>100</b>







# CORPORATE DIRECTORY



## DIRECTORS

---

BRANDON EVERTZ  
Executive Director and Chief Operating Officer

ANDREW CORNER  
Executive Director, CFO and Chairman

SONIA THURSTON  
Executive Communications Director

## REGISTERED OFFICE

---

Level 20, 1 Market Street  
Sydney NSW 2000  
Telephone: +61 2 9264 1111

## AUDITOR

---

PKF Melbourne  
Audit & Assurance  
Level 12, 440 Collins Street  
Melbourne VIC 3000

## ASX CODE

---

Ordinary Shares – BIG





**BIG**  
UNLIMITED

