

**Disruptive Investment Group Limited**

ABN 20 108 958 274

Appendix 4E: Preliminary Financial Report

ASX Listing Rule 4.3A

Reporting period: Year ended 30 June 2016

**Results for Announcement to the Market**

SYDNEY, Australia – Disruptive Investment Group Ltd (ASX: DVI) is pleased to announce its results for the 12 months ended 30 June 2016 (FY16) that saw the Company deliver strong growth.

**FY16 Results (DVI and 100% Consolidation of Find Solutions Australia Pty Ltd (“FSA”) owner of iBuyNew (“IBN”))**

- Full year revenues of \$3.59m up 2376% on FY15 driven by 100% consolidation of FSA;
- Operating EBITDA of (\$0.06m) up from (\$0.60m) in FY15;
- Statutory EBITDA of (\$1.99m) down from \$0.05m in FY15 largely relating to the sale of the PPS assets;
- Operating Cash flow of (\$0.34m) up from (\$0.64m) in FY15; and
- Closing net cash of \$1.66m down from \$1.89m in FY15.

**Highlights**

- Transformative year for DVI with accelerated purchase of remaining 50% of FSA to move to 100% ownership and the sale of Professional Performance Systems (“PPS”) to Flight Centre in 19 February 2016;
- Strong traction in iBuyNew business with 75% increase in Total Transaction Value (“TTV”) generating \$84.77m from 165 sales; and
- IBN ends FY16 with \$2.6m of future commission’s receivable up from \$1.8m at the end of FY15. Future commission’s receivable relate to income commissions owed but not yet paid from past sales.

**FY16 Summary Results**

Statutory Financial Summary A\$ in millions	FY15	FY16	Change %
Revenue from ordinary activities	\$0.15	\$3.59*	2376%
Gain (loss) from ordinary activities after tax attributable to members	(\$0.11)	(\$2.14)**	1873%
<b>Net Gain (loss) for the period attributable to members</b>	<b>(\$0.11)</b>	<b>(\$2.14)</b>	<b>1906%</b>

\*Growth driven by 100% accounting consolidation of Find Solutions Australia Pty Ltd (50% owned)

\*\*One-off (\$1.94m) adjustment due to the sale of the PPS asset

**Summary Pro-Forma FY16 (100% FSA excluding PPS)**

Financial Information A\$ in millions	Statutory FY16	Pro Forma FY16
<b>Disruptive Investment Group (DVI)</b>	<b>\$</b>	<b>\$</b>
Revenue and other income	\$3.59	\$3.56
Operating expenses	(\$3.63)	(\$3.63)
Operating EBITDA	(\$0.06)	(\$0.08)
One off and abnormal items relating the sale of PPS asset	(\$1.94)	\$2.12***
EBITDA	(\$1.99)	\$0.10
NPAT	(\$2.14)	(\$0.02)

\*\*\* Includes one-off (\$1.94m) adjustment, transaction costs of (\$0.10) and operating expenses of (\$0.07).

DVI's net tangible assets ("NTA") were \$1.7m at the end of FY16, a decrease from \$5.4m in FY15 as a result of the sale of the PPS asset during FY16.

On a 100% consolidated basis, DVI and IBN held a net cash position at \$1.66 million at 30 June 2016.

### **Dividends**

It is not proposed to pay any dividends in relation to the reporting period. The Company does not have a dividend reinvestment plan in operation.

### **Financial statements**

The statements of comprehensive income, financial position and cash flows together with their respective notes and a statement of changes in equity are contained in the Company's 2016 Annual Report which is attached to and forms part of this Appendix 4E.

### **Net tangible assets**

	<b>FY15</b>	<b>FY16</b>
<b>Net tangible assets per ordinary share (cents per share)</b>	<b>0.0078c</b>	<b>0.0024c</b>

### **Control gained over entities during the reporting period**

<b>Name of entity (or Group of entities)</b>	<b>Find Solutions Australia Pty Ltd</b>
<b>Date control gained</b>	<b>13 July 2015</b>
<b>Profit / (loss) from ordinary activities after tax of the controlled entity since the date in the current period on which control was acquired</b>	<b>310,166</b>
<b>Profit / (loss) from ordinary activities after tax of the controlled entity (or group of entities) for the whole of the previous corresponding period</b>	<b>912,936</b>

### **Loss of control over entities during the reporting period**

<b>Name of entity (or Group of entities)</b>	<b>Professional Performance Systems Pty Ltd</b>
<b>Date control lost</b>	<b>21 December 2015</b>

### **Details of associates and joint venture entities**

<b>Name of entity (or Group of entities)</b>	<b>Professional Performance Systems Pty Ltd</b>
<b>Percentage holding</b>	<b>54.69%</b>

### **Foreign entities accounting framework**

<b>For foreign entities provide details of which accounting standards have been adopted (e.g. International Accounting Standards)</b>	<b>N/A</b>
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### **Audit/review status**

<b>This report is based on accounts to which one of the following applies: (Tick one)</b>			
<b>The accounts have been audited</b>	<b>X</b>	<b>The accounts are in the process of being audited</b>	

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If the accounts are subject to audit dispute or qualification, a description of the dispute or qualification:

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Qualified - refer to Annual Report

**Attachments forming part of the Appendix 4E**

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**The Company's final 2016 Annual Report is attached and forms part of the Appendix 4E**

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Adir Shiffman  
Chairman  
26 August 2016

**Disruptive Investment Group Limited**

ABN 20 108 958 274

Consolidated annual report for the financial year  
ended 30 June 2016

# Disruptive Investment Group Limited

Consolidated annual report  
for the financial year ended 30 June 2016

## Corporate Directory

### Directors

Dr Adir Shiffman	(Chairman)
Mr Andrew Jensen	(Executive Director) Appointed from Non-Executive in March 2016
Mr John Kolenda	(Non - Executive Director)
Mr Kar Wing (Calvin) Ng	(Non - Executive Director)

### Company Secretary

Mr Anand Sundaraj

### Auditors

Stantons International  
Level 2  
1 Walker Avenue  
West Perth WA 6005

### Solicitors

c/- Whittens & McKeough  
Level 29, 201 Elizabeth Street  
Sydney NSW 2000  
NSW AUSTRALIA 2000

### Bankers

Commonwealth Bank of Australia  
48 Martin Place  
Sydney  
NSW AUSTRALIA 2000

### Registered Office

c/- Whittens & McKeough  
Level 29, 201 Elizabeth Street  
Sydney NSW 2000  
NSW AUSTRALIA 2000

Telephone:	(02) 8072 1400
Facsimile:	(02) 8072 1440
Email:	anand@whittens.com.au

### Share Registry

Link Market Services Limited  
Level 4, 152 St Georges Terrace  
Perth WA 6000

### Stock Exchange Listing

The company's shares are listed and quoted on the Australian Securities Exchange Limited ("ASX")

Home Exchange: Sydney, New South Wales

ASX Code: DVI

**Web Site:** [www.disruptive.net.au](http://www.disruptive.net.au)

# Disruptive Investment Group Limited

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Consolidated annual report  
for the financial year ended 30 June 2016

## Contents

	<b>Page</b>
Corporate governance statement	2
Directors' report	11
Auditor's independence declaration	24
Independent auditor's report	25
Directors' declaration	27
Annual financial statements	
Consolidated statement of Profit or Loss and Other Comprehensive Income	28
Consolidated Statement of Financial Position	29
Consolidated statement of Changes in Equity	30
Consolidated statement of Cash Flows	31
Notes to the Financial Statements	32

**Corporate Governance Statement**

**DISRUPTIVE INVESTMENT GROUP LIMITED ABN 20 108 958 274**

This Corporate Governance Statement sets out Disruptive Investment Group Limited's (**Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 30 June 2016 and has been approved by the board of the Company (Board).

	<b>ASX Principles and Recommendations</b>	<b>Comply (Yes/No)</b>	<b>Explanation</b>
<b>1.</b>	<b>Lay Solid Foundations for Management and Oversight</b>		
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Board is responsible for the corporate governance of the Company.</p> <p>The Board adopted a Board Charter on November 2015. A copy of the Board Charter is available on the Company's website at the following URL: <a href="http://www.disruptive.net.au/corporate-governance/">www.disruptive.net.au/corporate-governance/</a></p> <p>The Board Charter outlines the manner in which its powers and responsibilities will be exercised and discharged having regard to principles of good corporate governance and applicable laws. Pursuant to the Board Charter, the Board assumes responsibilities including, but not limited to the following:</p> <p>(a) considering and approving the strategy of the Company;</p> <p>(b) adopting an annual budget and monitoring financial performance including approving the annual and half year financial statements and reports;</p> <p>(c) approving major investments and monitoring the return on those investments;</p> <p>(d) reviewing and monitoring significant business risks and overseeing how they are managed; and</p> <p>(e) appointing and reviewing the performance of the Board as a group and of individual directors including succession planning for management.</p> <p>Pursuant to the Board Charter, the Board has delegated specific authorities to the chief executive officer(s) of the Company and the wider group's (<b>Group</b>) portfolio companies. Subject to these delegated matters, each chief executive officer is authorised to exercise all the powers in relation to their respective portfolio company, except with respect to the following:</p> <p>(a) approval of major elements of strategy including any significant change in the direction of that strategy;</p> <p>(b) approvals above delegated levels of credit limits, risk exposure, market risk limits and loans and encumbrances;</p>

	ASX Principles and Recommendations	Comply (Yes/No)	Explanation
			<p>(c) capital expenditure in excess of delegated levels of expenditure outside the ordinary course of business;</p> <p>(d) certain remuneration matters including material changes to remuneration policies;</p> <p>(e) adoption of the relevant portfolio company's annual budget;</p> <p>(f) approval of the interim and final accounts and related reports to the ASX;</p> <p>(g) specific matters in relation to continuous disclosure as defined in the Continuous Disclosure Policy; and</p> <p>(h) other matters as the Board may determine from time to time.</p> <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully informed basis.</p> <p>The Company intends to regularly review the balance of responsibilities between the Board and management to ensure that the division of functions remains appropriate to the needs of the Company.</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Company undertakes background checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the general meeting at which they are able to be elected.</p> <p>When an individual is nominated to be a director, their curriculum vitae with their relevant professional history and qualifications is circulated to the security holders in the Company.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Directors are given letters of appointment and/or service agreements. There are currently no senior executives in the Company.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary was appointed by and is responsible to the Board through the Chairman. The Chairman and the Company Secretary coordinate the Board agenda.
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the</p>	No	<p>The Company, at its current size and stage of development, has not found it necessary to create a diversity policy or to annually report on measurable objectives with respect to gender diversity.</p> <p>As the Company develops, the Board intends to review its practices, and if deemed necessary in</p>



	<b>ASX Principles and Recommendations</b>	<b>Comply (Yes/No)</b>	<b>Explanation</b>
	<p>entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		the future, the Board may consider adopting a policy.
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	No	<p>The Company has not found it necessary to disclose the process for evaluating performance. However, performance evaluation will be undertaken by the chairman against agreed key performance indicators and reported to the Board. In the case of the chairman, performance evaluation will be undertaken by the Board against agreed key performance indicators with the chairman excusing himself or herself from such discussion and not participating in any vote or resolution on the issue.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	No	<p>The Company because of its current size and stage of development has no senior executives. Accordingly, no process for evaluating the performance of senior executives exists.</p> <p>As the Company develops, and begins to employ senior executives, the Board may consider whether such processes for performance evaluation should be adopted.</p>
<b>2</b>	<b>Structure the Board to Add Value</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p>	No	<p>Given the Company's current size and stage of development, no formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board membership.</p>

	ASX Principles and Recommendations	Comply (Yes/No)	Explanation
	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	The Board has adopted an informal assessment process, facilitated by the chairman in consultation with the Company's professional advisers (if required) to address succession issues and to ensure that the board has the appropriate balance of skills, knowledge and experience to discharge its duties.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business. The Board believes that a board skills matrix is not required given the stage of development of the Company. The Board will continue to monitor whether it will be appropriate for the Company to adopt a board skills matrix as the Company continues to develop.
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>N/A</p> <p>No</p>	<p>The Board has reviewed the position and associations of each of the four directors in office and has determined that none of the directors are independent.</p> <p>As each of the directors are not considered to be independent, the Board did not have to form any opinion in relation to recommendation 2.3 (b).</p>
2.4	A majority of the board of a listed entity should be independent directors.	No	The Board has reviewed the position and associations of each of the four directors in office

	ASX Principles and Recommendations	Comply (Yes/No)	Explanation
			and has determined that none of the directors are independent.. In making this determination the Board has had regard to the independence criteria in the ASX Principles and Recommendations and other facts, information and circumstances that the Board considers relevant.  The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of the other directors, as appropriate.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Company's current Chairman, Dr Adir Shiffman, does not satisfy the ASX Principles and Recommendations definition of an independent director. However, the Board considers Mr Shiffman's role as Chairman essential to the success of the Company. Mr Shiffman does not exercise the role of CEO.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	No	The Company does not have a formal induction program for new directors.  Nevertheless, the Company takes care in ensuring that directors will be able to effectively manage and govern the Company before their nomination as potential directors.
<b>3</b>	<b>Act Ethically and Responsibly</b>		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards in order to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct which outlines how the Company expects each person who represents it to behave and conduct business.  A copy of the Code of Conduct, which was adopted in November 2015 is available on the Company's website at the following URL: <a href="http://www.disruptive.net.au/corporate-governance/">www.disruptive.net.au/corporate-governance/</a>
<b>4</b>	<b>Safeguard Integrity in Corporate Reporting</b>		
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and	No	The Company, considering its current size and stage of development, does not have a separately constituted audit committee.  The Company in general meetings is responsible for the appointment of external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

	<b>ASX Principles and Recommendations</b>	<b>Comply (Yes/No)</b>	<b>Explanation</b>
	<p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The CFO has provided this statement.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	An external auditor will be present at the AGM and be available to answer questions from security holders relevant to the audit.
<b>5</b>	<b>Make Timely and Balanced Disclosure</b>		
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company is committed to providing timely, complete and accurate disclosure of information to allow a fair, and well-informed market in its securities and compliance with the continuous disclosure requirements imposed by law, including the Corporations Act and the ASX Listing Rules.</p> <p>A copy of the Company's Continuous Disclosure Policy, which was adopted in November 2015 is available at the following URL:  <a href="http://www.disruptive.net.au/corporate-governance/">www.disruptive.net.au/corporate-governance/</a></p>
<b>6</b>	<b>Respect the Rights of Security Holders</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about itself and its governance to its investors via the website <a href="http://www.disruptive.net.au">www.disruptive.net.au</a> which contains all relevant information about the Company and is regularly updated.
6.2	A listed entity should design and implement an investor relations	No	The Company has no investor relations program in place, but ensures that all material information





	<b>ASX Principles and Recommendations</b>	<b>Comply (Yes/No)</b>	<b>Explanation</b>
	<p>which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>		<p>A copy of the Securities Trading Policy, which was adopted in November 2015 is available on the Company's website at the following URL:</p> <p><a href="http://www.disruptive.net.au/corporate-governance/">www.disruptive.net.au/corporate-governance/</a></p>

# Disruptive Investment Group Limited

## Directors' Report

The Directors of Disruptive Investment Group Limited (the “Company” or “DVI”) submit herewith the consolidated financial statements of the company for the financial year ended 30 June 2016. In order to comply with provisions of the Corporations Act 2001, the Directors report as follows.

### Officers and Directors

The names and particulars of the Directors of the Company during or since the end of the financial year are:

Name	Particulars
Dr Adir Shiffman	Chairman
Mr Andrew Jensen	Executive Director (Appointed from Non-Executive in March 2016)
Mr John Kolenda	Non-Executive Director
Mr Calvin Ng	Non-Executive Director

The above named Directors held office during and since the financial year, except as otherwise indicated.

### Review of Operations and Financial Results

During FY16, the Company held stakes in the following companies:

- 50% stake in Find Solutions Australia Pty Ltd (“FSA”), owner and operator of iBuyNew.com.au (“IBN”). DVI directors now occupy two of the three board seats on the FSA board with the third occupied by Founder and CEO Mr Mark Mendel; and
- 54.69% in Professional Performance Systems Pty Ltd (“PPS”), owner and operator of BYOjet group.

On 21 December 2015 Flight Centre (ASX:FLT) invested in PPS then subsequently on 19 February 2016 acquired DVI's 54.69% stake in PPS. As a result, the Company received an (initial payment) of \$700,000 and will receive a future payment to be determined by reference to PPS's EBITDA for the financial year ending 30 June 2018 (Future Payment). DVI Executive Director Mr Jensen and Non-Executive Director Mr Ng resigned from the PPS board as part of the transaction.

As at June 30 2016, DVI's core operating asset was a 50% stake in FSA as outlined above.

Financial Information A\$ in millions	FY15	FY16	% Change
<b>Disruptive Investment Group (DVI)</b>	<b>\$</b>	<b>\$</b>	<b>%</b>
<b>Revenue and other income</b>	<b>\$0.15</b>	<b>\$3.59</b>	<b>2376%</b>
Operating expenses	(\$0.72)	(\$3.63)	403%
<b>Operating EBITDA</b>	<b>(\$0.60)</b>	<b>(\$0.06)</b>	<b>N/A</b>
One off transaction costs	(\$0.06)	(\$0.10)	64%
Gain/(loss) on disposal of subsidiary	\$0.88	\$0.01	-99%
Share of gain/(loss) from joint venture entity	(\$0.30)	(\$0.40)	34%
Net changes to fair value on available for sale assets	N/A	(\$1.54)	N/A
<b>Gain/(loss) relating to travel related investment</b>	<b>N/A</b>	<b>(\$1.94)</b>	<b>N/A</b>
<b>Statutory EBITDA</b>	<b>\$0.05</b>	<b>(\$1.99)</b>	<b>-3855%</b>
<b>Gain/(loss) before tax</b>	<b>(\$0.13)</b>	<b>(\$2.02)</b>	<b>1493%</b>
Income tax expense	N/A	(\$0.12)	N/A
<b>Gain/(loss) after tax</b>	<b>(\$0.11)</b>	<b>(\$2.14)</b>	<b>1866%</b>

Note: Growth driven by 100% accounting consolidation of FSA (50% owned)

At the end of FY16 DVI and IBN held a consolidated cash balance of \$1.66m and recorded a (loss) after tax of (\$2.14m). The result reflects total revenue and other income of \$3.59m comprising of \$3.39m generated from IBN (100% consolidated to DVI's financials) and other income of \$185k which reflects Interests, intercompany revenues and management fees from PPS. Heavily impacting the net result was a one-off adjustment realised upon revaluing the PPS asset and the conversion of the \$1.5m convertible note subsequent to the sale in shares to the Flight Centre Group. One off transaction costs of \$104k were material higher than previous periods due to the PPS and FSA transactions.

DVI's net tangible assets (“NTA”) were \$1.7m at the end of FY16, a decrease from \$5.4m in FY15 as a result of the sale of the PPS asset during FY16.

Subsequently, on 29 March 2016 DVI signed a binding term sheet to accelerate full ownership in FSA. iBuyNew is a leading Australian online property marketplace that connects prospective buyers to over 3,500 new Off-The-Plan (OTP) and House and Land (H&L) properties.



The revised terms of the accelerated FSA transaction is as follows:

- DVI to acquire the remaining 50% of FSA for approx. \$5.9m comprising of a cash consideration of \$1.5m paid in 3 tranches and share consideration of \$4.4m comprising of approx. 245.75 million DVI shares at 1.8c per share which will be subject to escrow restrictions for 24 months from completion; and
- Completion subject to the satisfaction of a number of conditions precedent including shareholder approval.

### FSA – IBN Ongoing Online Property Operations

iBuyNew.com.au is one of Australia’s leading online marketplaces to search, compare and buy new property. The IBN platform currently contains over 3,500 property listings across 100+ developments and 50+ house and packages along the east coast of Australia. The business helps buyers through all stages of their property purchase from the initial search process, comparison, exchange, settlement and beyond. IBN receives commissions from each property sale generated.

IBN Operating Metrics	FY15 <sup>1</sup>	FY16	% Change
Unique visitors (000)	125	160	28%
Web sessions (000)	176	220	25%
Page views (000)	515	630	22%
<b>Sales</b>	<b>101</b>	<b>165</b>	<b>63%</b>

IBN Financial Metrics A\$ in millions	FY15 <sup>2</sup>	FY16	% Change
<b>Find Solutions Australia</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Total Transaction Value (“TTV”) <sup>3</sup>	\$48.47	\$84.77	75%
<b>Total revenue from exchange and settlements<sup>4</sup></b>	<b>\$3.30<sup>5</sup></b>	<b>\$3.39</b>	<b>3%</b>
Operating Expenses	\$2.20	\$2.40	9%
<b>Operating EBITDA</b>	<b>\$1.10</b>	<b>\$0.75</b>	<b>(32%)</b>
<b>Net Profit after tax</b>	<b>\$0.91</b>	<b>\$0.31</b>	<b>(66%)</b>
<b>Commissions generated<sup>6</sup></b>	<b>\$2.4</b>	<b>\$4.2</b>	<b>75%</b>

For FY16, IBN reported strong growth across key financial metrics:

- \$2.6m in future commission’s receivable relating to income commissions owed but not yet paid;
- \$84.7m in TTV representing an increase of 75% on prior comparable period (PCP);
- 165 sales representing strong leadership and sales growth of 63% on PCP;
- \$4.2m Commissions generated from 165 sales, increasing 75% on PCP; and
- \$3.4m Revenue Generated from exchange and settlements representing an increase of 3% on PCP.

All PCP and TTV comparisons are relative to the corresponding period during FY15 on an unaudited basis.

As part of IBN’s articulated accelerated growth strategy IBN continued to expand its leadership/executive and sales team, as a result employee expenses increased to \$952k from \$343k in FY15. Pleasingly, total commissions generated from the 165 sales generated \$4.2m in commission, up 75% from FY15. Despite the 63% increase in sales and 75% in TTV growth, total revenue from exchanges and settlements plus underlying operating EBITDA was impacted by sales margin mix and additional overheads and additional costs associated with growth initiatives.

<sup>1</sup> Results prior to DVI’s investment are on an unaudited basis.

<sup>2</sup> Results prior to DVI’s investment are on an unaudited basis.

<sup>3</sup> **Total Transaction Value** (TTV) represents the value of properties sold and is on an unaudited basis.

<sup>4</sup> **“Total revenue from exchange and settlements”** comprises both upfront exchange income plus settlement income from past property sales. It does not include any future commission’s receivable owed but not yet paid.

<sup>5</sup> Includes a one off intercompany referral fee of \$479k.

<sup>6</sup> **“Commissions generated”** refers to the commissions payable on properties sold during the period and includes an amount paid immediately upon contract exchange (**exchange income**) and an amount expected to be payable in the future when the property is completed and the contract is settled (**settlement income**).

In FY16 IBN recognised exchange and settlements income when it was received.

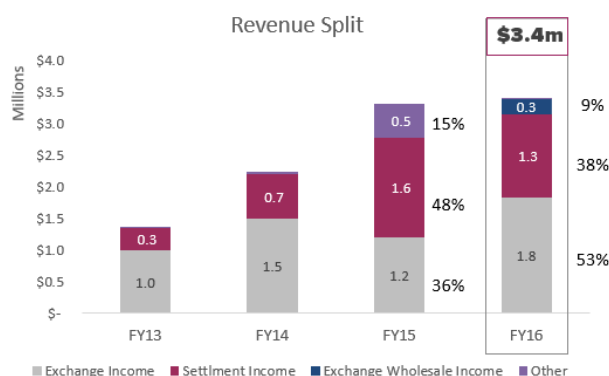
### Margin mix

105 settlements in FY16 (117 settlements in FY15);

- Margins on exchange revenue is typically ~15% lower than settlement income as operating costs associated to the sale are typically captured in the exchange period; and
- Although exchange income represented 53% of revenue, up from 36% in FY15 settlement income was lower in FY16 representing 38%, 10% lower than FY15.

### Revenue Recognition

- Significant one-off \$479,000 intercompany referral income that was earned and paid out during FY15.



IBN management were pleased to have successfully maintained some sales momentum in the more subdued market conditions encountered in 2H FY16. Pleasingly, property listings rose to over 3,500 listings an increase of over 40% from FY15. The continued optimisation of the website delivered positive website metrics contributing to the growth in leads and sales. Key web metrics such as unique visitors, web session and page views all rose by at least 20% from FY15.

In FY16 the business moved to improve its product position with the soft launch of a complementary online house and land marketplace. The new initiative will provide consumers with choice across the entire spectrum of new residential property, and in future should diversify IBN’s revenue stream beyond apartment sales. At the end of FY16 management reported over 50 H&L listings secured within the first month of the launch.

Management aims to grow IBN into a nationally known brand where IBN has adapted the tagline “Where Australia Buys New Property”.

### General Opportunities

Subsequent to 30 June 2016, binding documents to acquire 100% of FSA have been executed. Completion of the acquisition remains subject to various conditions precedent including shareholder approval.

### Significant Changes in state of affairs

Significant changes in the state of affairs of the Company during the financial year were as follows:

1. On 1 July 2015, the Company announced that it had exercised its first option in FSA to increase its ownership of FSA to 50% from 25%.
2. On 13 July 2015, the Company announced the completion and settlement of the exercise of its first option in FSA.
3. On 30 November 2015, the Company announced the adoption or revision of the following corporate governance policies:
  - a. Board Charter;
  - b. Code of Conduct;
  - c. Securities Trading Policy; and
  - d. Continuous Disclosure Policy.
4. On 21 December 2015, the Company announced Flight Centre’s investment in PPS. As part of the investment DVI converted the \$1.5m convertible note it held in PPS (thereby, for the purposes of the transaction, increasing its interest in PPS to 54.69%). It was noted that Flight Centre’s investment would be conducted in 2 tranches.

5. On 22 December 2015, the Company issued founder and CEO of IBN Mr Mark Mendel and nominees 26,670,000 fully paid ordinary shares as part of the deferred share consideration payable by the Company with respect to the initial acquisition of 25% in FSA.
6. On 19 February 2016, the Company announced that Flight Centre had agreed to accelerate the sell down of all of DVI's shares in PPS. As a result, DVI received an (initial payment) of \$700,000 and will receive a future payment to be determined by reference to PPS's EBITDA for the financial year ending 30 June 2018 (Future Payment).
7. On 29 March 2016, the Company announced the signing of a binding term sheet to accelerate DVI's second option in FSA. Upon completion of the transaction DVI will hold 100% of the shares in FSA.
8. On 16 June 2016, the Company announced that IBN had launched a new house and land marketplace and appointed a senior executive to lead expansion. It was noted that IBN now catered for 100% of the new residential property market with the introduction of its online house and land marketplace.

### **Environmental regulations**

There are no applicable environmental regulations that would have an effect on the Company.

### **Dividends**

No dividends have been paid or declared since the beginning of the financial year and none are recommended.

### **Subsequent events**

On 29 July 2016, the Company announced a revision and execution of binding agreements to acquire the remaining 50% of FSA.

The Board of DVI and FSA's vendors have also agreed to amend cash payment terms of tranches 2 and 3 of the deferred cash component of the consideration for the FSA acquisition announced on 29 March 2016. Under the new terms, FSA's vendors have agreed to give DVI the option to further defer cash payment of tranches 2 and 3 (totalling \$1m) by converting any unpaid amount into a loan. DVI will hold rights to convert tranches 2 and/or 3 into a loan arrangement secured by FSA's future commission's receivable book (currently \$2.6m). The loan will have a maturity date of 31 December 2017.

Completion of the acquisition remains subject to various conditions precedent including shareholder approval. The indicative timing of the dispatch of the notice of meeting and holding of the shareholder meeting are detailed in the indicative timetable.

### **Indicative Timetable**

An indicative timetable for the transaction is set out below. DVI notes that the timetable may be subject to change.

<b>Event</b>	<b>Date</b>
Dispatch Notice of 2016 Annual General Meeting that will include a resolution seeking approval for the acquisition of FSA	mid-September 2016
2016 Annual General Meeting	mid-October 2016
Complete acquisition of FSA	mid to late October 2016

### **Likely developments and expected results of Operations**

Disclosure of information regarding likely developments in the operations of the Company in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Company. Accordingly, this information has not been disclosed in this report.

### **Employees at the reporting date**

The Group employed Two (2) employees (2015: 1)  
 Subsidiary Find Solutions Australia Pty Ltd employed Eight (8) employees

## **Information on Directors**

**Dr Adir Shiffman** (Chairman, age 41)

### ***Experience and Expertise***

Dr Adir Shiffman, Non-Executive Chairman of Disruptive Investment Group Limited, has extensive CEO and board experience in the technology sector. Adir's has built and sold more than half a dozen tech companies and his expertise lies in developing growth strategies, assisting management in executing on these strategies, and extensive M&A and restructuring experience. Adir currently sits on a number of boards, including as the Executive Chairman of ASX-listed Catapult Group International Limited (ASX:CAT), and is an investor in tech startups. Adir graduated from Monash University in 1999 with a Bachelor of Medicine and a Bachelor of Surgery. Prior to becoming involved in the technology sector, he practised as a doctor.

### ***Other Current Directorships***

Catapult Group International Limited (ASX:CAT)

### ***Former Directorships in the Last Three Years***

None.

### ***Special Responsibilities***

None.

### ***Interests in Shares and Options***

23,875,000 ordinary shares

**Mr Andrew Jensen** (Executive director, age 44)

### ***Experience and Expertise***

Andrew is an accomplished CFO with over 15 years' experience in senior finance & management roles. He has extensive knowledge in the management of all aspects of the finance function with strong commercial, strategic, M&A, and change management experience. Andrew has financially led companies engaged in various fields including telecommunications & technology, real estate, financial services and the franchising sectors both in Australia and Internationally. This included being Director and CFO of Australasia's largest real estate group Ray White, with over \$20 Billion in annual sales and one of Australia's largest independent mortgage broking business, The Loan Market.

### ***Other Current Directorships***

None.

### ***Former Directorships in the Last Three Years***

None.

### ***Special Responsibilities***

Chief Financial Officer

### ***Interests in Shares and Options***

3,851,330 ordinary shares

**Mr John Kolenda** (Non-executive director, age 52)

### ***Experience and Expertise***

John is the Co-Founder and Managing Director of the Finsure Group one of Australia's largest mortgage broking and financial planning groups. John also jointly founded X Inc in 2004 and, following its merger with the mortgage broking operations of Ray White in late 2007 was an Executive Director of the merged entity Loan Market Group, comprising X Inc Finance, Loan Market and realestate.com.au Home Loans. Prior to X Inc, John spent 10 years with Aussie Home Loans in the capacity of general sales manager. John also has extensive private equity experience in property, finance, insurance and the food & beverage sector. John serves as a Director of several companies including Aura Capital Group, Freedom Insurance and Spectrum Wealth.

### ***Other Current Directorships***

None.

### ***Former Directorships in the Last Three Years***

None.

### ***Special Responsibilities***

None.

**Interests in Shares and Options**

22,805,000 ordinary shares

**Mr Kar Wing (Calvin) Ng** (Non-executive director, age 33)**Experience and Expertise**

Non-Executive Director Mr Calvin Ng has significant investment banking, mergers & acquisitions and funds management experience. Calvin is a co-founder and Managing Director of the Aura Group, an independent corporate advisory and funds management business. He is also a co-founder and Non-Executive Director of the Finsure Group. Calvin has significant board experience in a number of businesses, with particular expertise in providing management oversight and strategic guidance to small and medium sized enterprises. Calvin currently sits on a number of boards, including entities associated with the Aura Capital Group, Finsure Group and ASX listed Catapult Group International Limited (ASX:CAT). Calvin holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales. Calvin has also completed a Graduate Diploma of Legal Practice and has been admitted to practice as a lawyer in the Supreme Court of New South Wales.

**Other Current Directorships**

Catapult Group International Limited (ASX:CAT)

**Former Directorships in the Last Three Years**

None.

**Special Responsibilities**

None.

**Interests in Shares and Options**

23,955,000 ordinary shares

**Company Secretary**

The company secretary is Mr Anand Sundaraj. Anand is a lawyer and principal with Whittens & McKeough, a commercial law firm based in Sydney. Anand specialises in mergers & acquisitions and capital raisings for both publicly listed and privately held entities. He also advises on funds management and general securities law matters including ASX Listing Rules compliance. Prior to joining Whittens, Anand worked for international law firms Allen & Overy, King & Wood Mallesons and Herbert Smith Freehills as well as for global investment bank Credit Suisse.

**Directors' meetings**

The meetings that each director was eligible to attend, and the number of meetings attended by each director were:

Director	Number of Meetings	
	Eligible to attend	Attended
Adir Shiffman	13	12
Calvin Ng	13	13
Andrew Jensen	13	13
John Kolenda	13	10

The majority of the Company's business was conducted via electronic means and circular resolutions.

## **Remuneration Report (audited)**

The Remuneration Report is set out under the following main headings:

1. Principles used to determine the nature and amount of remuneration;
2. Details of remuneration;
3. Service agreements; and
4. Share-based compensation.

The information provided under headings 1 to 4 above in the Remuneration Report has been audited as required by Section 308(3C) of the *Corporations Act 2001*.

### **1 Principles used to determine the nature and amount of remuneration (audited)**

The Company's Constitution specifies that subject to the initial fixed annual aggregate sum of \$500,000 the aggregate remuneration of non-executive directors shall not exceed the sum determined by the shareholders of the Company in general meeting.

## **Remuneration Report (audited)**

Fees and payments to directors:

- 1 Are to reflect the demands which are made on, and the responsibilities of, the directors; and
- 2 Are reviewed annually by the board to ensure that directors' fees and payments are appropriate and in line with the market.

### *Retirement allowances and benefits for directors*

There are no retirement allowances or other benefits paid to directors except for statutory requirement.

### *Directors' fees*

The amount of remuneration of the directors of the Group (as defined in AASB 124 *Related Party Disclosures*) is set out in the following table. During the financial year there were no executives other than the directors. There was no remuneration of any type paid to the directors, other than as reported below for the provision of director and professional services.

2 Details of remuneration in 2016 (audited)

30 June 2016

Name of Key Management Personnel	Short term benefits Salary & fees \$	Non-monetary Benefits \$	Post Employment Benefits – Superannuation \$	Share based payment \$	Total \$
<b>Non-executive directors</b>					
Adir Shiffman (a)(b)	58,000	4,543	-	-	62,543
Calvin Ng (a)(b)	58,000	4,543	-	-	62,543
John Kolenda (a)(b)	58,000	4,543	-	-	62,543
Andrew Jensen (a)(b)	37,387	4,543	-	7,500	49,430
<b>Executive directors</b>					
Andrew Jensen (c)	69,892	-	6,640	-	76,532
<b>Other key management personnel</b>					
Mark Nicholas Mendel (Find Solutions Australia Pty Ltd)	219,388	-	20,612	-	240,000
<b>Totals</b>	<b>500,667</b>	<b>18,172</b>	<b>27,252</b>	<b>7,500</b>	<b>553,591</b>

As a result of the sale of PPS the board have not included remuneration details for Leonard Gavin Padowitz

30 June 2015

Name of Key Management Personnel	Short term benefits Salary & fees \$	Non-monetary Benefits \$	Post Employment Benefits – Superannuation \$	Share based payment \$	Total \$	Remuneration consisting of shares %
<b>Non-executive directors</b>						
Adir Shiffman (a)(b)	48,000	3,875	-	-	51,875	-
Calvin Ng (a)(b)	48,000	3,875	-	-	51,875	-
John Kolenda (a)(b)	48,000	3,875	-	-	51,875	-
Andrew Jensen	-	3,875	-	29,999	33,874	88.5
<b>Other key management personnel</b>						
Mark Nicholas Mendel (Find Solutions Australia Pty Ltd)	40,000	-	3,800	-	43,800	-
Leonard Gavin Padowitz (Professional Performance Systems Pty Ltd) (d)	75,000	32,967	7,125	-	115,092	-
<b>Totals</b>	<b>259,000</b>	<b>48,467</b>	<b>10,925</b>	<b>29,999</b>	<b>348,391</b>	<b>-</b>

For related party payments, please refer to Note 21 of the financial statements.

(a) From the date of their appointment as directors on 1 February 2013, it has been agreed that the directors will each receive a director's fee of \$48,000 p.a. (including superannuation and all other entitlements). On September 2015

a circular resolution was passed to remunerate each director \$60,000 (excluding GST) per annum. Fees increased from 1 September 2015.

- (b) Aura Capital Pty Ltd, an entity associated with Calvin Ng and John Kolenda; Alia Group Pty Ltd, an entity associated with Adir Shiffman and MGS Jensen Family Trust, an entity associated with Andrew Jensen were paid \$211,387 (30 June 2016) in total for directors' fees during the year.
- (c) As announced on ASX on 29 March 2016, starting from 21 March 2016, Andrew Jensen became an Executive Director of DVI and received a total of \$76,532 in salary including superannuation for the financial year ended 30 June 2016.
- (d) As announced on 19 February 2016, DVI sold the remaining shares in PPS to Flight Centre, as a result, Leonard Gavin Padowitz ceased as key management personnel up to this date.

During the years ended 30 June 2016 and 30 June 2015 the directors and other key management personnel did not receive any cash bonus or performance related bonus.



### **Service Agreements (audited)**

The non-executive directors serve until they resign, are removed, cease to be a director or are prohibited from being a director under the provisions of the Corporations Act 2011, or are not re-elected to office.

The Company has a consultancy agreement with Aura Capital Pty Ltd, and Alia Group Pty Ltd, entities associated with Adir Shiffman, Calvin Ng and John Kolenda. The key terms of the consultancy agreement are as follows:

- Each director is remunerated at \$48,000 (excluding GST) per annum. On September 2015 a circular resolution was passed to remunerate each director \$60,000 (excluding GST) per annum;
- The non-executive directors are remunerated on a monthly basis; and
- Either party can terminate the contract with 3 months' notice.

On 30 April 2015, key management personnel Mark Nicholas Mendel signed an executive services agreement with Find Solutions Australia Pty Ltd. The key terms of Mark's executive services agreement are as follows:

- Mark is remunerated at \$240,000 (inclusive of superannuation) per annum;
- Mark is subject to customary restraints; and
- Either party can terminate the contract with 6 months' notice during the first 12 months, and 3 months' notice thereafter.

On 21 March 2016, Andrew Jensen became an Executive Director of DVI and will work closely with Mark Mendel in growing the IBN business. The key terms of Andrew's executive service agreement are as follows:

- Andrew is remunerated at \$250,000 (exclusive of superannuation) per annum;
- Andrew is entitled to an executive performance based bonus up-to 20% based on his total remuneration set on key performance indicators set by the chairman and board;
- Andrew must provide the company 2 months' notice after his initial 12 months from commencement date; and
- The Company may terminate Andrew's employment at any time & for any reason by giving the executive 6 months' notice.

### **Share-based compensation (audited)**

As disclosed on the 29 March 2016, the Company signed a binding term sheet to accelerate its option to acquire the remaining 50% of Find Solutions Australia Pty Ltd. As a result, deferred share consideration of 26,670,000 shares to Mr Mark Nicholas Mendel are still outstanding based on performance hurdles. The fair value to these shares (not yet issued) are \$453,390. These amounts are not included in the remuneration table.

*(End of Remuneration Report)*

## Equity instrument disclosures relating to key management personnel

### I. Option holdings

The numbers of options over ordinary shares in the Company held during the financial year by each director and other key management personnel, including their personally related parties, are set out below.

#### 30 June 2016

Director	Balance at the start of the year	Granted during the year	Exercised during the year	Balance at the end of the year	Vested and exercisable at the end of the year
Adir Shiffman	-	-	-	-	-
John Kolenda	-	-	-	-	-
Calvin Ng	-	-	-	-	-
Andrew Jensen	-	-	-	-	-
Leonard Gavin Padowitz	-	-	-	-	-
Mark Nicholas Mendel	-	-	-	-	-
	-	-	-	-	-

#### 30 June 2015

Director	Balance at the start of the year	Granted during the year	Exercised during the year	Balance at the end of the year	Vested and exercisable at the end of the year
Adir Shiffman	4,525,000	-	(4,525,000)	-	-
John Kolenda	4,375,000	-	(4,375,000)	-	-
Calvin Ng	4,375,000	-	(4,375,000)	-	-
Andrew Jensen	-	-	-	-	-
Leonard Gavin Padowitz	-	-	-	-	-
Mark Nicholas Mendel	-	-	-	-	-
	<b>13,275,000</b>	-	<b>(13,275,000)</b>	-	-

No options are vested and un-exercisable at the end of the year.

There were no options granted during the reporting period as compensation.

### II. Share holdings

The numbers of shares in the Company held during the financial year by each director, including their personally related parties, are set out below:

#### 30 June 2016

Key Management Personnel	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year
Adir Shiffman	23,375,000	-	500,000	23,875,000
John Kolenda	22,305,000	-	500,000	22,805,000
Calvin Ng	23,955,000	-	-	23,955,000
Andrew Jensen	3,851,330	-	-	3,851,330
Leonard Gavin Padowitz	31,252,300	-	(31,252,300)	-
Mark Nicholas Mendel	-	-	26,670,000	26,670,000*
	<b>104,738,630</b>	-	<b>3,582,300</b>	<b>101,156,330</b>

(\*) Mark is currently holding another deferred share consideration of 26,670,000 shares as previously noted in Remuneration Report - Share-based compensation.

## 30 June 2015

Key Management Personnel	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at the end of the year
Adir Shiffman	16,500,000	4,525,000	2,350,000	23,375,000
John Kolenda	16,080,000	4,375,000	1,850,000	22,305,000
Calvin Ng	17,230,000	4,375,000	2,350,000	23,955,000
Andrew Jensen	101,334	-	3,799,996	3,851,330
Leonard Gavin Padowitz	-	-	31,252,300	31,252,300
Mark Nicholas Mendel	-	-	-	-
	<b>49,911,334</b>	<b>13,275,000</b>	<b>41,602,296</b>	<b>104,738,630</b>

### Additional Information

#### (a) Shares under options

As at the date of signing this report, there were no listed or unlisted options (30 June 2015: Nil). Refer to note 17 for further details of the options outstanding.

#### (b) Insurance premium

During the financial year the Group paid insurance premiums of \$18,172 in respect of directors' and officers' liability insurance for current directors, including senior executives of the Group. The insurance premiums relate to:

- Costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever their outcome; and
- Other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

#### (c) Agreement to indemnify officers

The Company has entered into agreements with the directors to provide access to Company records and to indemnify them. The indemnity relates to any liability as a result of being, or acting in their capacity as, an officer of the Company to the maximum extent permitted by law; and for legal costs incurred in successfully defending civil or criminal proceedings.

No liability has arisen under these indemnities as at the date of this report.

#### (d) Proceedings on behalf of the Company

No person has applied to the court under Section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings. No proceedings have been brought or intervened in on behalf of the Company with leave of the court under Section 237.

#### (e) Auditor

Stantons International is the appointed auditor.

#### (f) Indemnity of Auditor

The auditor (Stantons International) has not been indemnified under any circumstance.

#### (g) Audit services

During the financial year, \$79,064 (excluding GST) was paid or is payable by the Group for audit services provided by Stantons International (2015: \$57,689).

**(h) Non-audit services**

There have been no non-audit services during the year.

**Auditor's independence declaration**

The auditor's independence declaration is included on page 24 of the annual report.

This Directors' report is signed in accordance with a resolution of Directors made pursuant to section 298 (2) of the Corporations Act 2001.

On behalf of the Directors

A handwritten signature in black ink, appearing to read 'Adir Shiffman', with a stylized flourish at the end.

Adir Shiffman  
Chairman  
26 August 2016

# Auditor's Independence Declaration

Stantons International Audit and Consulting Pty Ltd  
trading as

**Stantons International**

Chartered Accountants and Consultants

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West Perth WA 6872  
Australia

Level 2, 1 Walker Avenue  
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Australia

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ABN: 84 144 581 519  
www.stantons.com.au

25 August 2016

Board of Directors  
Disruptive Investment Group Limited  
C/- Whittens & McKeough Lawyers,  
Level 29  
201 Elizabeth Street  
Sydney, NSW 2000

Dear Directors

**RE: DISRUPTIVE INVESTMENT GROUP LIMITED**

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Disruptive Investment Group Limited.

As Audit Director for the audit of the financial statements of Disruptive Investment Group Limited for the year ended 30 June 2016, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

**STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD**  
**(Trading as Stantons International)**  
**(An Authorised Audit Company)**



**Martin Michalik**  
Director

# Independent Auditor's Report

Stantons International Audit and Consulting Pty Ltd  
trading as

**Stantons International**

Chartered Accountants and Consultants

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DISRUPTIVE INVESTMENT GROUP LIMITED

### Report on the Financial Report

We have audited the accompanying financial report of Disruptive Investment Group Limited, which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### *Directors' responsibility for the Financial Report*

The directors of the company are responsible for the preparation and fair presentation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In note 2(a), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial report, comprising the financial statements and notes, complies 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. These Auditing 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 judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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*.

## *Auditor's opinion*

In our opinion:

- (a) the financial report of Disruptive Investment Group 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 2016 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the consolidated financial report also complies with International Financial Reporting Standards as disclosed in Note 2(a).

## *Emphasis of Matter Regarding Going Concern*

Without qualification to the opinion expressed above, attention is drawn to the following matters:

As referred to in Note 1(a) to the financial statements, the financial statements have been prepared on the going concern basis. At 30 June 2016, the entity had working capital of \$1,303,573, cash and cash equivalents of \$1,656,746 and had incurred a loss after tax for the year amounting to \$2,142,708. The ability of the entity to continue as a going concern is subject to the entity commencing profitable operations or successful recapitalisation of the entity. In the event that the company is not successful in commencing profitable operations and or recapitalising the entity by raising further funds, the company may not be able to meet its liabilities as they fall due and the realisable value of the company's assets may be significantly less than book values.

## **Report on the Remuneration Report**

We have audited the remuneration report included in pages 15 to 18 of the directors' report for the year ended 30 June 2016. 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 Disruptive Investment Group Limited for the year ended 30 June 2016 complies with section 300A of the *Corporations Act 2001*.

**STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD**  
(Trading as Stantons International)  
(An Authorised Audit Company)

*Stantons International Audit & Consulting Pty Ltd*



**Martin Michalik**  
Director

West Perth, Western Australia  
25 August 2016

# Disruptive Investment Group Limited

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## Directors' declaration

1. In the opinion of the Directors of Disruptive Investment Group Limited (the "Company"):
  - (a) the accompanying financial statements, notes and the additional disclosures 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 2016 and of its performance for the year then ended; and
    - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
  - (c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial period ended 30 June 2016.

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

Dated this 26 August 2016



Adir Shiffman  
Chairman



# Disruptive Investment Group Limited

## Consolidated statement of profit or loss and other comprehensive income for the financial year ended 30 June 2016

		30 June 2016	30 June 2015
	Note	\$	\$
Revenue	5	3,390,542	109,175
Other income		182,925	10,000
Gain on disposal of subsidiary	6(b)	5,000	875,183
Administration expenses		(341,831)	(378,702)
Operating expenses		(1,499,121)	(122,326)
Employee expenses		(1,295,532)	(129,833)
Directors and consultant expenses		(307,007)	(144,000)
Share based payments	28	(7,500)	(29,999)
Impairment		-	(10,000)
Occupancy expenses		(175,663)	(9,140)
Depreciation		(49,992)	(208)
Share of loss from joint venture entity	26	(400,689)	(297,542)
Loss on sale of joint venture	26	(1,541,386)	-
<b>Operating (loss) before financing costs</b>		<b>(2,040,254)</b>	<b>(127,392)</b>
Financial income	5	17,420	25,850
Financial expenses		-	(7,038)
<b>Net financing income</b>		<b>17,420</b>	<b>18,812</b>
<b>(Loss) before tax</b>		<b>(2,022,834)</b>	<b>(108,580)</b>
Income tax expense	7	(119,874)	-
<b>Net (loss) from continuing operations</b>		<b>(2,142,708)</b>	<b>(108,580)</b>
<b>Other Comprehensive income</b>			
Items that will not be reclassified to profit or loss:		-	-
Items that may be reclassified subsequently to profit or loss:		-	-
Foreign currency translation		(1,691)	1,691
<b>Other Comprehensive (loss)/income for the year</b>		<b>(1,691)</b>	<b>1,691</b>
<b>Total comprehensive (loss) for the year</b>		<b>(2,144,399)</b>	<b>(106,889)</b>
<b>Profit/(loss) attributable to:</b>			
Parent entity		(2,297,791)	(108,580)
Non-controlling interest		155,083	-
		<b>(2,142,708)</b>	<b>(108,580)</b>
<b>Total comprehensive profit/(loss) attributable to:</b>			
Parent entity		(2,299,482)	(106,889)
Non-controlling interest		155,083	-
		<b>(2,144,399)</b>	<b>(106,889)</b>
Basic (loss) per share (cents)	22	(0.323)	(0.023)
Diluted (loss) per share (cents)	22	(0.323)	(0.023)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

# Disruptive Investment Group Limited

## Consolidated statement of financial position as at 30 June 2016

	Note	30 June 2016 \$	30 June 2015 \$
<b>Current assets</b>			
Cash and cash equivalents	8	1,656,746	1,894,581
Trade and other receivables	11	341,165	83,387
Prepayments	12	65,789	25,673
<b>Total current assets</b>		<b>2,063,700</b>	<b>2,003,641</b>
<b>Non-current assets</b>			
Intangible assets	9	1,929,503	76
Investment in joint venture entity	26	-	2,238,486
Financial assets	10	37,045	1,500,000
Property, plant & equipment	30	195,738	-
Other non-current assets	13	253,907	1,200
Deferred Tax Assets	7	70,989	-
<b>Total non-current assets</b>		<b>2,487,182</b>	<b>3,739,762</b>
<b>Total assets</b>		<b>4,550,882</b>	<b>5,743,403</b>
<b>Current liabilities</b>			
Trade and other payables	14	561,938	262,912
Provisions		46,046	2,664
Current tax payable		152,143	-
<b>Total current liabilities</b>		<b>760,127</b>	<b>265,576</b>
<b>Non-current liabilities</b>			
Other long-term liabilities	31	153,358	-
<b>Total non-current liabilities</b>		<b>153,358</b>	-
<b>Total liabilities</b>		<b>913,485</b>	<b>265,576</b>
<b>NET ASSETS</b>		<b>3,637,397</b>	<b>5,477,827</b>
<b>Equity</b>			
Issued capital	16	44,779,243	44,336,173
Reserves	17	1,500	3,191
Accumulated (losses)		(41,159,328)	(38,861,537)
Total parent entity interest		3,621,415	5,477,827
Non-controlling interest		15,982	-
<b>TOTAL EQUITY</b>		<b>3,637,397</b>	<b>5,477,827</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

# Disruptive Investment Group Limited

## Consolidated statement of changes in equity for the year ended 30 June 2016

	Share Capital	Accumulated Losses	Reserves	Non- Controlling Interest	Total
	\$	\$	\$	\$	\$
Balance as at 1 July 2015	44,336,173	(38,861,537)	3,191	-	5,477,827
Total comprehensive income for the period					
- Income/(loss) from continued operations	-	(2,297,791)	-	155,083	(2,142,708)
- Other comprehensive (loss)	-	-	(1,691)	-	(1,691)
<b>Total comprehensive income/(loss) for the period</b>	<b>-</b>	<b>(2,297,791)</b>	<b>(1,691)</b>	<b>155,083</b>	<b>(2,144,399)</b>
Non-controlling interests arising on subsidiary acquisitions	-	-	-	(139,101)	(139,101)
Transactions with owners in their capacity as equity holders					
- Shares Issued	453,390	-	-	-	453,390
- Options Issued	-	-	-	-	-
- Share Issue Costs	(10,320)	-	-	-	(10,320)
<b>Balance as at 30 June 2016</b>	<b>44,779,243</b>	<b>(41,159,328)</b>	<b>1,500</b>	<b>15,982</b>	<b>3,637,397</b>

	Share Capital	Accumulated Losses	Reserves	Non- Controlling Interest	Total
	\$	\$	\$	\$	\$
Balance as at 1 July 2014	40,636,211	(38,752,957)	1,500	-	1,884,754
Total comprehensive income for the period					
- (Loss) from continued operations	-	(108,580)	-	-	(108,580)
- Other comprehensive income	-	-	1,691	-	1,691
<b>Total comprehensive income/(loss) for the period</b>	<b>-</b>	<b>(108,580)</b>	<b>1,691</b>	<b>-</b>	<b>(106,889)</b>
Transactions with owners in their capacity as equity holders					
- Shares Issued	3,858,790	-	-	-	3,858,790
- Options Issued	-	-	-	-	-
- Share Issue Costs	(158,828)	-	-	-	(158,828)
<b>Balance as at 30 June 2015</b>	<b>44,336,173</b>	<b>(38,861,537)</b>	<b>3,191</b>	<b>-</b>	<b>5,477,827</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# Disruptive Investment Group Limited

## Consolidated statement of cash flows for the financial year ended 30 June 2016

	Note	30 June 2016 \$	30 June 2015 \$
<b>Cash flows from operating activities</b>			
Cash receipts from customers		3,920,498	352,845
Cash paid to creditors and suppliers		(4,274,729)	(1,018,875)
Cash generated from operations		(354,231)	(666,030)
Interest paid		-	(820)
Interest received		17,863	29,284
<b>Net cash (used in) operating activities</b>	23	<b>(336,368)</b>	<b>(637,566)</b>
<b>Cash flows from investing activities</b>			
Payment for purchase of investments		(37,045)	-
Investment in joint venture entity		(48,560)	(839,295)
Convertible note to joint venture entity		-	(1,500,000)
Net security deposits paid		(122,866)	-
Acquisition of subsidiary, net of cash acquired		(207,827)	-
Investment in property, plant and equipment		(179,849)	-
Proceeds from sale of investment in joint venture entity		700,000	-
Proceeds from borrowings		-	(7,936)
Repayment of borrowings		-	2,860
Net cash inflow/(outflow) from sale of subsidiary		5,000	(45,539)
<b>Net cash from/(used in) investing activities</b>		<b>108,853</b>	<b>(2,389,910)</b>
<b>Cash flows from financing activities</b>			
Proceeds from the issue of share capital		-	3,096,250
Cost of issue of share capital		(10,320)	(158,828)
<b>Net cash from/(used in) financing activities</b>		<b>(10,320)</b>	<b>2,937,422</b>
<b>Net (decrease) in cash and cash equivalents</b>		<b>(237,835)</b>	<b>(90,054)</b>
Cash and cash equivalents at the beginning of the year		1,894,581	1,984,635
<b>Cash and cash equivalents at the end of the year</b>		<b>1,656,746</b>	<b>1,894,581</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

### 1. General information

Disruptive Investment Group Limited (“the Company”) is a company limited by shares, incorporated and domiciled in Australia. Its shares are listed on the Australian Securities Exchange.

The financial statements cover Disruptive Investment Group Limited as a consolidated entity consisting of Disruptive Investment Group Limited and the entities it controlled from time to time during the year (‘group’ or consolidated entity’).

The Financial Report of Disruptive Investment Group Limited for the year ended 30 June 2016 was authorised for issue in accordance with a resolution of the board of directors on 26 August 2016.

#### (a) Going concern

The financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation and extinguishment of liabilities in the ordinary courses of business.

For the year ended 30 June 2016 the Group incurred a loss after tax of \$2,142,708 (2015: loss \$108,580) and had working capital of \$1,273,573 (2015:\$1,738,065). Based upon the Group’s existing cash resources of \$1,656,746 (2015: \$1,894,581), the ability to modify expenditure outlays if required, and to source additional funds, the Directors consider there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable, and therefore the going concern basis of preparation is considered to be appropriate for the Group’s 2016 financial report.

The Board of Directors is aware, having prepared a cashflow forecast, of the Group’s working capital requirements and the need to commence profitable operations, access additional funding if required within the next 12 months.

In the event that the Group is not able to continue as a going concern, it may be required to realise assets and extinguish liabilities other than in the normal course of business and perhaps at amounts different to those stated in its financial report.

### 2. Significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in the financial statements. The Group has considered the implications of new and amended Accounting Standards applicable for annual reporting periods beginning after 1 July 2015 but determined that their application to the financial statements is either not relevant or not material.

#### (a) Basis of preparation

This general purpose Financial Report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001 where possible.

The Directors have prepared this financial report on the basis that the Company is a going concern. The board considers the Company has sufficient cash resources to meet all operating costs for at least twelve months from the date of this report.

It is recommended that this financial report be read in conjunction with the public announcements made by Disruptive Investment Group Limited during the year in accordance with the continuous disclosure requirements arising under the Corporations Act 2001.

#### *Compliance with IFRS*

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the Financial Report of Disruptive Investment Group Limited complies with International Financial Reporting Standards (IFRS).

#### *Historical cost convention*

These financial statements have been prepared under the historical cost convention.

#### *Critical accounting estimates*

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies. Where

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

these are areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, these are disclosed in Note 2(r).

### *Comparative figures*

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current year. When the Company applies an accounting policy retrospectively, makes a retrospective restatement or reclassifies items in its financial statements, a statement of financial position as at the beginning of the earliest comparative period will be disclosed.

### **(b) Principles of Consolidation**

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Disruptive Investment Group Limited) and all of the subsidiaries (including any structured entities) as at 30 June 2016. Subsidiaries are entities the parent controls.

The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 24.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

### **(c) Revenue recognition**

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits flow to the entity and specific criteria have been met for each of the group's activities as described below. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each engagement.

- (i) Revenue from travel products is recognised when the booking is made by the customer and payment has been received. Commission revenue is recognised upon the provision of the related service. There is a credit risk associated with the booking fee as the amount is received from the customer at the time of booking and may be refundable – this is determined by the terms and conditions, the customer circumstance and may be subject to an administration fee.
- (ii) Commission and related income is recognised 50% upon unconditional exchange of contracts between vendors and purchasers and the remaining 50% upon settlement by vendors.

Revenue from booking fees on accommodation is recognised when the booking is made by the customer and payment has been received. Commission revenue is recognised upon the provision of the related service. There is a credit risk associated with the booking fee as the amount is received from the customer at the time of booking and may be refundable – this is determined by the terms and conditions, the customer circumstance and may be subject to an administration fee.

Interest revenue is recognised on a time proportionate basis using the effective interest method.

# Disruptive Investment Group Limited

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## Condensed notes to financial statements for the year ended 30 June 2016

### (d) Cash and Cash Equivalents

For statement of cash flow presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

### (e) Trade and other receivables

Trade and other receivables are initially recognised initially at fair value and subsequently measured at amortised costs using the effective interest method, less provision for impairment. Trade and other receivables are generally due for settlement within 30 days. Collectability of trade receivables is reviewed on an ongoing basis. Amounts that are known to be uncollectible are written off by reducing the carrying amount directly.

### (f) Property, plant and equipment

All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation on assets is calculated using the straight-line basis over their estimated useful lives, as follows:

Furniture and fittings	2-13 years
Life of lease	3-5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. 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 carrying amount. These are included in the statement of profit or loss and other comprehensive income.

### (g) Intangibles

Intangible assets that are acquired by the consolidated entity are stated at cost less accumulated amortisation and impairment losses. Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortisation is charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of intangible assets.

Goodwill and goodwill on consolidation are initially recorded at the amount by which the acquisition cost for a business combination exceeds the fair value attributed to the interest in the net fair value of net identifiable assets at the acquisition date. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Goodwill is not amortised but is impairment tested annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

### (h) Income Tax

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

Deferred tax is accounted for using the 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.

# Disruptive Investment Group Limited

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## Condensed notes to financial statements for the year ended 30 June 2016

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is charged to the income statement 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 income tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and tax losses.

### (i) Other receivables

Other receivables are recognised at fair value and subsequently measured at amortised cost, less provision for impairment.

### (j) Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition.

### (k) Borrowings

Loans are carried at their principal amounts, which represent the present value of future cash flows associated with servicing the debt. Interest is accrued over the period it becomes due and is recorded as part of other creditors.

### (l) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

#### (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 tax effect of interest and other financing costs associated with the 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.

### (m) Share based payment transactions

#### (i) Equity settled transactions

The Group provides benefits to its employees (including key management personnel) in the form of share based payments, whereby employees render services in exchange for shares or rights over shares (equity settled transactions).

The cost of these equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The charge to the statement of profit or loss and other comprehensive income is taken when the options are granted. There is a corresponding entry to equity.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### (n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown exclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

### (o) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the financial year but not distributed at balance date.



# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

### (p) Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits and financial assets that are carried at fair value.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less cost to sell. A gain is recognised for any subsequent increase in fair value less cost to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the statement of financial position.

### (q) Financial instruments

#### Initial Recognition and Measurement

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

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

#### *Classification and subsequent measurement*

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest rate method or cost. Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment and adjusted for any cumulative amortisation of the difference between the initial amount and the maturity amount calculated using the effective interest method.

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

#### Valuation techniques

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability, the Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premium or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability.

Revisions to expected future net cash flows will be necessitate an adjustment to carrying value with a consequential recognition of an income or expense item in profit or loss.

The Group does not designate any interests in subsidiaries, associates or jointly controlled entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

(i) Financial assets at fair value through profit or loss

Financial assets are classified as at “fair value through profit or loss” when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy.

(ii) Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, where they are expected to mature within 12 months at the end of the reporting period.

(iii) Held-to-maturity Investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group’s intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets where they are expected to mature within 12 months after the end of reporting period. All other investments are classified as current assets.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with changes in such fair value (ie gains or losses) recognised in other comprehensive income (except for impairment losses and foreign exchange gains and losses). When the financial asset is derecognized, the cumulative gain or loss pertaining to that asset previously recognised in other comprehensive income is reclassified into profit or loss.

Available-for-sale financial assets are included in non-current assets where they are expected to be sold within 12 months after the end date of the reporting period. All other financial assets are classified as current assets.

### Fair value hierarchy

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

#### Level 1

Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

#### Level 2

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability,

# Disruptive Investment Group Limited

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## Condensed notes to financial statements for the year ended 30 June 2016

either directly or indirectly.

### Level 3

Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- (i) if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- (ii) if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (ie transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

### (r) Critical Accounting Estimates and Judgements

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

#### Key Estimates – Impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to an impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

### (s) Interest bearing liabilities

All loans and borrowings, including convertible notes, are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

The component of the convertible notes that exhibit characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

Transaction costs are apportioned between the liability and equity components of the convertible notes based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

On issuance of the convertible notes the fair value of the liability component is determined using the market rate for an equivalent market instrument and this amount is carried as a long term liability using the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost.

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

### (t) Provisions and employee benefits

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

to any provision is presented in profit and loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the statement of financial position date using a discounted cash flow methodology. The risks specific to the provision are factored into the cash flow and as such a risk-free government bond rate relative to the expected life of the provision is used as a discount rate. If the effects of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

### *Employee leave benefits*

#### (i) Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

#### (ii) Long service leave

The liability for long service leave is recognised and measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds, with terms to maturity and currencies that match, as closely as possible, the estimated future cash flows.

### **(u) Investments in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture.

When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

(including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is not remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### (v) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations issued by the AASB which are not yet mandatorily applicable to the Group have not been applied in preparing these consolidated financial statements. Those which may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

- *AASB 9 Financial Instruments* and associated Amending Standards (applicable for annual reporting period commencing 1 January 2018)

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

Key changes made to this standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income.

Although the directors anticipate that the adoption of AASB 9 may have no material impact on the Group's financial instruments it is impractical at this stage to provide a reasonable estimate of such impact.

- *AASB 15 Revenue from Contracts with Customers* (applicable to annual reporting periods commencing on or after 1 January 2018).

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

# Disruptive Investment Group Limited

## Condensed notes to financial statements for the year ended 30 June 2016

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

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

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

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

- *AASB 16 Leases* (applicable to annual reporting periods commencing on or after 1 January 2019).

AASB 16 removes the classification of leases as either operating leases or finance leases for the lessee effectively treating all leases as finance leases. Short term leases (less than 12 months) and leases of a low value are exempt from the lease accounting requirements. Lessor accounting remains similar to current practice.

Although the directors anticipate an adoption of AASB 16 next financial year, may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

- AASB 2014-3: Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations [AASB 1 & AASB 11]

AASB 2014-3 amends AASB 11 *Joint Arrangements* to provide guidance on the accounting for acquisitions of interests in joint operations in which the activity constitutes a business. The amendments require:

- (a) the acquirer of an interest in a joint operation in which the activity constitutes a business, as defined in AASB 3 *Business Combinations*, to apply all of the principles on business combinations accounting in AASB 3 and other Australian Accounting Standards except for those principles that conflict with the guidance in AASB 11
- (b) the acquirer to disclose the information required by AASB 3 and other Australian Accounting Standards for business combinations

This Standard also makes an editorial correction to AASB 11.

- AASB 2014-9: Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements (AASB 2014-9 applies to annual reporting periods beginning on or after 1 January 2016. Early adoption permitted).

AASB 2014-9 amends AASB 127 *Separate Financial Statements*, and consequentially amends AASB 1 *First-time Adoption of Australian Accounting Standards* and AASB 128 *Investments in Associates and Joint Ventures*, to allow entities to use the equity method of accounting for investments in subsidiaries, joint ventures and associates in their separate financial statements. AASB 2014-9 also makes editorial corrections to AASB 127.

- *Other standards not yet applicable*

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions

### 3. Segment information

The directors have considered the requirements of AASB 8 - Operating segments are identified and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, the Company's chief operating decision maker which, is the Board of Directors. In this regard, such information is provided using similar measures to those used in preparing the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows.

# Disruptive Investment Group Limited

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## Condensed notes to financial statements for the year ended 30 June 2016

### **Description of segments**

For the year ended 30 June 2016 the Company had only one geographical location being Australia and operated in three business segments being as an owner, developer and operator of retail, franchise and e-commerce brands. The first segment is the corporate entity, the second segment is online real estate services and the third segment online travel/online booking services which had been sold as at 19 February 2016.

### **Online Real Estate Services**

Find Solutions Australia (FSA), owner and operator of iBuyNew.com.au (iBuyNew). iBuyNew is an online, off-the-plan property platform operating in Australia's eastern states. DVI currently holds 50% of FSA and has the option to increase its holding. FSA has been profitable since inception and has delivered consistent growth during the last five years.

### **Travel/Online Booking Services**

Professional Performance Systems (PPS), owner and operator of BYOjet. BYOjet is an Australian owned and operated online travel agency and technology platform encompassing a number of travel websites offering travel and accommodation booking and services. BYOjet operates in the B2C market via its Australia, New Zealand and Singapore flagship websites and it services the B2B market through its JETMAX white label offering.

# Disruptive Investment Group Limited

## Notes to the financial statements for the year ended 30 June 2016

### 3. Segment information (continued)

	Corporate		Real Estate		Travel/Online Booking		Eliminations		Consolidated	
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Operating Segments</b>										
<b>Revenue</b>										
Sales to customers outside the Consolidated Entity	-	-	3,399,183	-	-	109,175	-	-	3,399,183	109,175
Other revenues from customers outside the Consolidated Entity	125,723	25,850	53,561	-	-	-	-	-	179,284	25,850
Inter-segment revenues	346,354	-	5,000	-	-	-	(351,354)	-	-	-
<b>Total segment revenue</b>	<b>472,077</b>	<b>25,850</b>	<b>3,457,744</b>	<b>-</b>	<b>-</b>	<b>109,175</b>	<b>(351,354)</b>	<b>-</b>	<b>3,578,467</b>	<b>135,025</b>
<b>Segment Results</b>										
<b>Earnings Before Interest, Tax, Depreciation and Amotisation (EBITDA)</b>	<b>(521,574)</b>	<b>(742,401)</b>	<b>473,387</b>	<b>17,487</b>	<b>(1,942,075)*</b>	<b>597,730</b>	<b>-</b>	<b>-</b>	<b>(1,990,262)</b>	<b>(127,184)</b>
Depreciation and amortisation	(634)	(208)	(49,358)	-	-	-	-	-	(49,992)	(208)
Net Finance Income	11,409	18,812	6,011	-	-	-	-	-	17,420	18,812
<b>Profit before income tax expense</b>	<b>(510,799)</b>	<b>(723,797)</b>	<b>430,040</b>	<b>17,487</b>	<b>(1,942,075)*</b>	<b>597,730***</b>	<b>-</b>	<b>-</b>	<b>(2,022,834)</b>	<b>(108,580)</b>

\*includes net loss or disposal of PPS investment of \$2,257,104

\*\*includes Goodwill of \$1,929,427

\*\*\* Includes \$875,183 as a gain on disposal of subsidiary

	June 2016	June 2015	June 2016	June 2015	June 2016	June 2015	June 2016	June 2015	June 2016	June 2015
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Assets</b>										
Segment assets	3,571,283	2,004,917	3,614,639**	1,143,280	-	2,595,206	(2,635,039)	-	4,550,883	5,743,403
<b>Liabilities</b>										
Segment liabilities	122,438	265,576	1,096,843	-	-	-	(305,796)	-	913,485	265,576



# Disruptive Investment Group Limited

## 4. Financial risk management objectives and policies

Risk management is the role and responsibility of the board. The Group's current activities expose it to minimal risk. However, as activities increase there may be exposure to interest rate, market, credit and liquidity risks.

### (a) Interest Rate Risk

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

	Floating Interest Rate \$	1 year or less \$	Over 1 year less than 5 \$	More than 5 years \$	Non- interest bearing \$	Total \$
<b>30-Jun-16</b>						
<b>Financial Assets</b>						
Cash and deposits	1,091,635	-	-	-	565,111	1,656,746
Trade and other receivables	-	-	-	-	341,165	341,165
Financial assets	-	-	-	-	37,045	37,045
Security deposit	-	-	-	-	158,365	158,365
	<b>1,091,635</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,101,686</b>	<b>2,193,321</b>
Weighted average interest rate	1.70%					
<b>Financial Liabilities</b>						
Trade and other payables	-	-	-	-	561,938	561,938
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>561,938</b>	<b>561,938</b>
Weighted average interest rate	0.00%					
<b>30-Jun-15</b>						
<b>Financial Assets</b>						
Cash and deposits	1,824,476	-	-	-	70,105	1,894,581
Trade and other receivables	-	-	-	-	83,387	83,387
Financial assets	-	-	-	-	1,500,000	1,500,000
Security deposit	-	-	-	-	-	-
	<b>1,824,476</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,653,492</b>	<b>3,477,968</b>
Weighted average interest rate	2.11%					
<b>Financial Liabilities</b>						
Trade and other payables	-	-	-	-	262,912	262,912
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>262,912</b>	<b>262,912</b>
Weighted average interest rate	0.00%					

The Group has interest bearing assets and therefore income and operating cash flows are subjective to changes in the market rates. However, market changes in interest rates will not have a material impact on the results or operating cash flows of the Group. A movement in interest rates of +/- 100 basis points will result in less than a +/- \$10,916 (2015: \$18,244) impact on the Group's income and operating cash flows. At this time, no detailed sensitivity analysis is undertaken by the Group.

### (b) Market Risk

The Group is not exposed in a material manner to equity securities price risk as it holds no investments in securities classified on the Statement of Financial Position either as available-for-sale or at fair value through profit or loss; or to commodity price risk.

### (c) Credit Risk

# Disruptive Investment Group Limited

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

## (d) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at end of the reporting period was as follows:

	Carrying amount	
	2016	2015
	\$	\$
Cash and cash equivalents	1,656,746	1,894,581
Financial assets	37,045	1,500,000
Other receivables	341,165	83,387
	<b>2,034,956</b>	<b>3,477,968</b>

## (e) Trade and other receivables

The maximum exposure to credit risk for other receivables at the end of the reporting period by geographic region was as follows:

	Carrying amount	
	2016	2015
	\$	\$
Australia	341,165	83,387
	<b>341,165</b>	<b>83,387</b>

## Impairment losses

At the 30 June 2016 \$217,227 (2015: nil) other receivables were past due but not impaired with 30 day terms. The Group believes that no impairment is necessary in respect of other receivables not past due.

## Cash and cash equivalents

The Group held cash and cash equivalents of \$1,656,746 at 30 June 2016 (2015: \$1,894,581), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with banks which are rated AA-, based on Standard and Poor's rating agency.

## (f) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

# Disruptive Investment Group Limited

The following are the remaining contractual maturities at the end of the reporting period of financial liabilities, excluding the impact of netting agreements:

	Level 1	Level 2	Level 3	Total
<b>2016</b>	\$	\$	\$	\$
Financial assets				
Investment in Convertible Note	-	-	-	-
Investment in listed securities	37,045	-	-	37,045
Investment in jointly controlled entities	-	-	-	-
	<b>37,045</b>	<b>-</b>	<b>-</b>	<b>37,045</b>
	Level 1	Level 2	Level 3	Total
<b>2015</b>	\$	\$	\$	\$
Financial assets				
Investment in Convertible Note	-	1,500,000	-	1,500,000
Investment in listed securities	-	-	-	-
Investment in jointly controlled entities	-	2,238,486	-	2,238,486
	<b>-</b>	<b>3,738,486</b>	<b>-</b>	<b>3,738,486</b>

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets and liabilities have been based on the closing quoted prices at reporting date, excluding transaction costs. In valuing unlisted investments, included in Level 2 of the hierarchy, valuation techniques such as those using comparisons to similar investments for which market observable prices are available have been adopted to determine the fair values of these investments. Derivative instruments are included in Level 2 of the hierarchy with the fair values being determined using valuation techniques incorporating observable market data relevant to the hedged position.

	Carrying amount	2 mths or less	2-12 mths	1-2 years	2-5 years	More than 5 years
<b>30 June 2016</b>						
Trade and other receivables	341,165	341,165	-	-	-	-
Trade and other payables	(714,081)	(714,081)	-	-	-	-
Financial assets	37,045	-	-	37,045	-	-
	<b>(335,871)</b>	<b>(372,916)</b>	<b>-</b>	<b>37,045</b>	<b>-</b>	<b>-</b>
<b>30 June 2015</b>						
Trade and other receivables	83,387	83,387	-	-	-	-
Trade and other payables	(262,912)	(262,912)	-	-	-	-
Convertible Loan	1,500,000	-	-	1,500,000	-	-
	<b>1,320,475</b>	<b>(179,525)</b>	<b>-</b>	<b>1,500,000</b>	<b>-</b>	<b>-</b>

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

### (g) Foreign currency risk

The Group does not undertake any transactions denominated in foreign currencies for the year ended 30 June 2016 and has not foreign currency denominated monetary assets and monetary liabilities as at 30 June 2016

### (g) Effective interest rate and repricing analysis

Cash and cash equivalents is the only interest bearing financial instruments of the Company.

# Disruptive Investment Group Limited

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## 5. Revenue

An analysis of the Company's revenue for the year is as follows:

	Consolidated	
	2016	2015
	\$	\$
Commission - Travel <sup>(i)</sup>	-	109,175
Commission - Real Estate <sup>(ii)</sup>	3,390,542	-
Financial Income	17,420	35,850
<b>Total revenue</b>	<b>3,407,962</b>	<b>145,025</b>

### Revenue recognition

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits flow to the entity and specific criteria have been met for each of the group's activities as described above. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each engagement.

- (iii) Revenue from travel products is recognised when the booking is made by the customer and payment has been received. Commission revenue is recognised upon the provision of the related service. There is a credit risk associated with the booking fee as the amount is received from the customer at the time of booking and may be refundable – this is determined by the terms and conditions, the customer circumstance and may be subject to an administration fee.
- (iv) Commission and related income is recognised 50% upon unconditional exchange of contracts between vendors and purchasers and the remaining 50% upon settlement by vendors.

## 6. Gain on disposal of subsidiary

### (a) Details of subsidiary disposed

On 7 December 2015 the Group entered into an arrangement to sell Awesome Water (Australia) Pty Ltd.

As consideration for the sale \$5,500 inc GST was received for:

- 100% of the shares in Awesome Water (Australia) Pty Ltd; and
- The domain awesomewater.com.au.

Awesome Water (Australia) Pty Ltd assets were acquired under the Allied Brands limited umbrella, and Awesome Water has acted as a holding company since DVI's take over.

Professional Performance Systems Pty Ltd was disposed of in February to the Flight Centre Group with a one off realised loss. Refer to Note 26 for more details.

### (b) Financial performance of subsidiary disposed

	30 June 2016
	\$
Net proceeds received from disposal of 100 shares of Awesome Water (Australia) Pty Ltd	5,000
Less: Carrying value of Net Assets of 100 shares of Awesome Water (Australia) Pty Ltd	-
<b>Net gain on disposal of subsidiary</b>	<b>5,000</b>

Professional Performance Systems Pty Ltd was disposed of in February to the Flight Centre Group with a one off realised loss. Refer to Note 26 - Investment in joint venture entity.

# Disruptive Investment Group Limited

## 7. Income Tax

		Consolidated	
		2016	2015
		\$	\$
(a)	<b>The components of income tax (expense) comprise</b>		
	Current income tax (benefit)/expense	190,863	-
	Deferred tax (benefit)/expense	(60,096)	-
	Deferred tax (liability)/income	-	-
	Adjustment for prior years	(10,893)	-
	Tax (losses) not brought to account	-	-
	<b>Total income tax expense in profit or loss account</b>	<b>119,874</b>	-
(b)	<b>The prima facie tax on (loss) before income tax is reconciled to the income tax as follows:</b>		
	(Loss) from ordinary activities before income tax expense	(2,022,834)	(108,580)
	Prima facie tax benefit on loss from ordinary activities at 30% (2015: 30%)	(606,850)	(32,574)
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
	Capital gain	-	(262,555)
	Correction of prior year error	(10,893)	-
	Non assessable Income	(26,484)	-
	Non-deductible expenses	4,380	875
	Change in equity accounted investments	120,207	89,263
	Loss on sale of joint venture entity	463,344	-
	Tax effect of current year revenue losses for which no deferred tax asset has been recognised	176,170	204,991
	<b>Total income tax expense in profit or loss account</b>	<b>119,874</b>	-
(c)	<b>Recognised temporary differences deferred tax assets</b>		
	Provisions	32,270	-
	Accrued expense	28,014	-
	Depreciation	10,705	-
		<b>70,989</b>	-
(d)	<b>Unrecognised temporary differences deferred tax assets (liabilities)*</b>		
	Provisions	6,207	1,363
	Impairment	-	15,226
	Section 40-880 deduction	60,612	85,992
	Revenue losses carried forward	732,471	534,813
	Capital losses carried forward	606,885	-
	Capitalised investment costs	10,101	-
	Accrued income	(231)	-
	Accrued expense	3,493	-
		<b>1,419,538</b>	<b>637,394</b>

\*These will be recognised when future profits are available to offset on an ongoing level. The future profits will be available upon completion and settlement of the remaining 50% of Find Solutions Australia.

### (e) Deferred tax liabilities:

		Consolidated	
		2016	2015
		\$	\$
	Deferred tax on gain on sale of subsidiary	-	84,675
		-	<b>84,675</b>

# Disruptive Investment Group Limited

## 8. Cash and cash equivalents

	Consolidated	
	2016	2015
	\$	\$
Cash at bank and on hand	1,604,561	1,894,581
Restricted cash*	52,185	-
	<b>1,656,746</b>	<b>1,894,581</b>

\*Restricted Cash relates to client funds held on trust by the group

## 9. Intangible assets

	Goodwill	Intellectual Property	Total
	\$	\$	\$
<b>Gross Carrying amount</b>			
<b>Balance as per 1 July 2013</b>	-	80,000	80,000
Additions	-	10,830	10,830
Accumulated amortisation and impairment 2013	-	(40,000)	(40,000)
<b>Balance as per 1 July 2014</b>	-	<b>50,830</b>	<b>50,830</b>
Disposal on sale of subsidiary	-	(754)	(754)
Accumulated amortisation and impairment	-	(50,000)*	(50,000)
<b>Balance as per 1 July 2015</b>	-	<b>76</b>	<b>76</b>
Additions	1,929,427***	-	1,929,427
Accumulated amortisation and impairment	-	-**	-
<b>Balance as per 30 June 2016</b>	<b>1,929,427</b>	<b>76</b>	<b>1,929,503</b>

\*In relation to Awesome Group assets

\*\*On 7 December 2015, the Group entered into an arrangement to sell Awesome Water (Australia) Pty Ltd. Refer Note 6 for more details.

\*\*\*Refer Note 29 for more details.

## Impairment Testing

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources and modelled in a 5 years Discount Cash Flow Model.

	2016	2015
<i>In percent</i>	\$	\$
Discount rate	14%	NA
Terminal value growth rate	0.5%	NA
Budgeted EBITDA growth rate (average of next five years)	54%	NA

The discount rate was a post-tax measure estimated based on similar average weighted-average cost of capital of 16%.

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Budgeted EBITDA was estimated taking into account past experience and performance, however adjusted as follows:

- Revenue growth was projected taking into account the average growth levels experienced over the past two years and the estimated sales volume and commission growth for the next five years based on current

# Disruptive Investment Group Limited

payments and entering of new markets. It was assumed that the sales numbers would increase in line with entering new markets, namely house and land packages which is estimated to be similar in size to the current off the plan apartment townhouse markets and also in line with new sales team growth.

- Significant one-off costs have been factored into the budgeted EBITDA for 2017, reflecting entering the House and Land sales market, technology and software upgrades to support this and new branding relaunch. Direct and Operating costs are assumed to grow in line with sales growth, and general inflation growth; and
- Estimated cash flows related to a restructuring that is expected to be carried out in 2017 were reflected in the budgeted EBITDA.

The estimated recoverable amount of iBuyNew exceeds by 2 times its carrying amount by approximately \$2 million based on unlevered free cash flow.

## 10. Financial Assets

	30 June 2016	30 June 2015
	Consolidated	
	30 June 2016	30 June 2015
	\$	\$
<b>Non-current</b>		
Convertible Note – Professional Performance Systems (PPS)*	-	1,500,000
Australian listed equity securities	37,045**	-
	<b>37,045</b>	<b>1,500,000</b>

\*As announced on 21 December 2015, DVI converted the \$1.5m convertible note it held in PPS (Refer Note 26)

\*\*The financial assets are valued at fair value.

## 11. Trade and other receivables

	Consolidated	
	2016	2015
	\$	\$
<b>Current</b>		
Trade receivables	340,396	48,400
Other receivables	769	34,987
	<b>341,165</b>	<b>83,387</b>

Receivables have been recorded at their recoverable values. There are no trade receivables past due or impaired at the year end.

## 12. Prepayments

	Consolidated	
	2016	2015
	\$	\$
Current	65,789	25,673
	<b>65,789</b>	<b>25,673</b>

## 13. Other Assets

	Consolidated	
	2016	2015
	\$	\$
Bank guarantee	158,365	-
Lease incentives	94,942	-
Non-current	600	1,200

# Disruptive Investment Group Limited

253,907	1,200
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## 14. Trade and other payables

	Consolidated	
	2016	2015
	\$	\$
<b>Current</b>		
Trade payables	62,896	154,398
Other payables	499,042	108,514
	<b>561,938</b>	<b>262,912</b>

There are no overdue payables at year end.

## 15. Remuneration of auditors

	Consolidated	
	2016	2015
	\$	\$
During the year the following fees (exclusive of GST) were paid or payable for services provided by the auditor of the Company:		
<b>Audit services</b>		
Audit and review of financial report and other audit work under the <i>Corporations Act 2001</i>	79,064	57,689
<b>Non-audit services</b>		
Other services provided	-	-
<b>Total remuneration for audit and other services</b>	<b>79,064</b>	<b>57,689</b>

The auditors of Disruptive Investment Group Limited are Stantons International.

## 16. Contributed equity

### (a) Issued share capital

	Consolidated	
	2016	2015
	Shares	Shares
Ordinary shares fully paid	724,560,999	697,890,999

### (b) Movement in ordinary share capital

Date	Details	Number of shares	\$
1/07/2014	Opening balance	396,424,051	40,636,211
15/09/2014	Acquisition of Escape Lounge Pty Ltd	2,758,620	80,000
16/12/2014	Remuneration of director	3,749,996	37,500
16/12/2014	Acquisition of Professional Performance Systems Pty Ltd	32,500,000	325,000
29/12/2014	Share placement	27,500,000	330,000
29/12/2014	Exercise of options	8,625,000	86,250
31/12/2014	Exercise of options	5,500,000	55,000
19/02/2015	Share placement	83,333,332	975,000
30/04/2015	Deferred share consideration for Find Solutions Australia Pty Ltd - part 1*	-	320,040
18/06/2015	Share placement	137,500,000	1,650,000
	Less: Capital raising costs	-	(158,828)
30/06/2015	Balance at the end of the year	<b>697,890,999</b>	<b>44,336,173</b>

Date	Details	Number of shares	\$
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## Disruptive Investment Group Limited

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1/07/2015	Opening balance	697,890,999	44,336,173
1/07/2015	Deferred share consideration for Find Solutions Australia Pty Ltd - part 2**	-	453,390
22/12/2015	Deferred share consideration for Find Solutions Australia Pty Ltd - part 1*	26,670,000	-
	Less: Capital raising costs	-	(10,320)
30/06/2016	Balance at the end of the year	<u><u>724,560,999</u></u>	<u><u>44,779,243</u></u>

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands or on a poll every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote.

\*As announced on 30 April 2015, DVI acquired an initial 25% stake in Find Solutions Australia Pty Ltd for a cash consideration of \$750,000 and deferred consideration of \$26.267m shares issued at 0.012c. On 22 December 2015, 26,670,000 shares were issued to Mr Mark Mendel and Marshe Nominees upon achieving in aggregate of at least \$750,000 in respect to properties sold prior to 31 December 2014.

\*\*On 13 July 2015, the First Option was settled for a cash consideration of \$750,000, as well as deferred share consideration of up to 26.67 million shares in DVI if the agreed historic commission receivables target is met by 30 June 2017

# Disruptive Investment Group Limited

## 17. Reserves

(a)	2016	2015
	\$	\$
<b>Other reserves</b>		
Options at the beginning of the year	3,191	1,500
Movement in translation reserve	(1,691)	1,691
	<u>1,500</u>	<u>3,191</u>

## (b) Option Reserve

Date	Details	Number of Options	Fair Value / Issue Price	\$
1 July 2014	Opening Balance	51,874,659	0.0025 cents	1,500
29 December 2014	Exercise of options	(8,625,000)		-
31 December 2014	Exercise of options	(5,500,000)		-
31 December 2014	Expiry of options	(37,749,659)		-
<b>30 June 2015</b>	<b>Balance at the end of the year</b>	<u>-</u>		<u>1,500</u>

There was no movement in option reserves in the year end 30 June 2016

## 18. Commitments for expenditure

At 30 June 2016 the Group had no commitments other than lease expenditure.

Key Terms of the lease:

Lease commencement: 1 November 2015

Term of Lease: 4 years

Rental: \$190,800 gross per annum plus GST (Rental will be increased by 3.75% on the anniversary of the lease commencement date)

## 19. Contingent liabilities and contingent assets

On 19 February 2016, DVI and Flight Centre Group (FLT) agreed to accelerate the sale of DVI's remaining interest in PPS to FLT for an initial cash consideration of \$700,000 (Initial Payment) and a second payment to be determined by reference to PPS's EBITDA for the financial year ending 30 June 2018 (Future Payment)

The Future Payment (if any) will be paid in cash and will be calculated using the following formula:

Future Payment = 6 x 8.205% x PPS's FY18 EBITDA - (16.41% x PPS's financial debt) - Initial Payment

## 20. Related Party transactions

### Key management personnel

(a) Key management personnel compensation	2016	2015
	\$	\$
Short-term employee benefits	500,667	259,000
Non-monetary benefits	18,172	48,467
Post-employment benefits	27,252	10,925
Share based payment	7,500	29,999
	<u>553,591</u>	<u>348,391</u>

Disclosures relating to key management personnel are set out in the detailed remuneration disclosures to the Directors' Report. Other than the directors, the Group had 16 employees as at 30 June 2016.

# Disruptive Investment Group Limited

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## 21. Related party disclosure

### (a) Key management personnel

Disclosures relating to key management personnel are set out in the detailed remuneration disclosures to the Directors' Report.

### (b) Transactions with related parties

Aura Partners Pty Ltd, a company associated with Messers Ng and Kolenda charged DVI \$99,905 (exclusive of GST) (2015: \$86,586) for accounting services for the year.

Aura Legal Pty. Ltd., a company associated with Messers Ng and Kolenda charged \$390 (exclusive of GST) for legal services for the year (2015: \$494).

Aura Capital Pty Ltd, a company associated with Messers Ng and Kolenda charged DVI \$132,169 (exclusive of GST) for corporate advisory services, rent and travel related costs. (2015: \$16,000).

Alia Group Pty Ltd, a company associated with Adir Shiffman charged DVI \$67,051 (exclusive of GST) for corporate advisory services (2015: \$8,000).

Aura Group Services Pty Ltd, a company associated with Messers Ng and Kolenda charged DVI \$8,458 (exclusive of GST) (2015: \$Nil) for rent and shared office services.

MGS Jensen Family Trust, a family trust associated with Andrew Jensen charged DVI \$39,390 (exclusive of GST) (2015: \$Nil) for rent and shared office services.

### (c) Outstanding Balances owed to related parties

The amount owing to related parties at the reporting date is \$34,880.

In aggregate \$11,620 is owed to non-executive directors Adir Shiffman, Calvin Ng and John Kolenda for consulting services and directorship fees.

In total \$23,260 is owed to Mark Mendel. \$12,926 for reimbursement of credit card expenses incurred as a result of using a personal card and \$10,334 owing as an interest free director loan.

## 22. Earnings per Share

The following reflects the income and data used in the calculations of basic and diluted (loss) per share:

	<b>30 June 2016</b>	<b>30 June 2015</b>
	\$	\$
(Loss) before income tax - group	(2,142,708)	(108,580)
Adjustments:		
Profit attributable to non-controlling interest	(155,083)	-
<b>(Loss) used in calculating basic and diluted loss per share</b>	<b>(2,297,791)</b>	<b>(108,580)</b>

	<b>Number of Shares</b>	<b>Number of Shares</b>
Weighted average number of ordinary shares used in calculating:		
Basic earnings per share	711,808,950	474,062,038
Diluted earnings per share:	711,808,950	474,062,038
Basic (loss) per share attributable to ordinary equity holders	(0.00323)	(0.00023)
Diluted (loss) per share attributable to ordinary equity holder	(0.00323)	(0.00023)

# Disruptive Investment Group Limited

## 23. Notes to the statement of cash flows

### (a) Reconciliation of cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows are reconciled to the related items in the statement of financial position as follows:

	Consolidated	
	2016	2015
	\$	\$
Cash at bank and on hand	1,604,561	1,894,581
Restricted cash*	52,185	-
	<b>1,656,746</b>	<b>1,894,581</b>

\*Restricted Cash relates to client funds held on trust by the group

### (b) Reconciliation of (loss) for the period to net cash flows from operating activities

	Consolidated	
	2016	2015
	\$	\$
(Loss) for the year	(2,142,708)	(108,580)
Adjustment for:		
Depreciation and amortisation	49,992	208
Gain on sale of subsidiary	(5,000)	(875,183)
Share of net loss from joint venture entity	400,689	297,542
Loss on sale of Held for sale assets	1,541,386	-
Share based remunerations	7,500	29,999
Impairment	-	10,000
Other Non-cash expenses	600	-
<b>Operating loss before changes in operating assets and liabilities</b>	<b>(147,541)</b>	<b>(646,014)</b>
(Increase)/Decrease in Trade and other receivables	21,940	(45,504)
(Decrease)/Increase in Trade and other payables net of payables held for sale	(172,335)	20,909
Decrease / (Increase) In Prepayments	(47,616)	39,697
(Decrease) / Increase in Provision and employee benefits	80,173	(6,654)
(Increase)/Decrease in deferred tax assets	(70,989)	-
	<b>(336,368)</b>	<b>(637,566)</b>

## 24. Group entities

	Country of incorporation	Ownership interest	
		2016	2015
<b>Parent entity</b>			
Disruptive Investment Group Limited			
<b>Subsidiary's</b>			
Awesome Water (Australia) Pty Ltd	Australia	-% *	100%
Find Solution Australia Pty Ltd	Australia	50% **	-%
iBuynew Pty Ltd	Australia	50% **	-%
Find Investment Property Pty Ltd	Australia	50% **	-%

# Disruptive Investment Group Limited

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\*Awesome Water (Australia) Pty Ltd was sold on 7 December 2015. Refer to Note 6(a).

\*\* On 1 July 2015, DVI acquired 50% of FSA. iBuyNew Pty Ltd and Find Investment Property Pty Ltd are 100% owned subsidiaries of FSA. Refer Note 29 – Business Combination.

## 25. Subsequent events

On 29 July 2016, the Company announced a revision and execution of binding agreements to acquire the remaining 50% FSA.

The Board of DVI and FSA's vendors have also agreed to amend cash payment terms of tranches 2 and 3 of the deferred cash component of the consideration for the FSA acquisition announced on 29 March 2016. Under the new terms, FSA's vendors have agreed to give DVI the option to further defer cash payment of tranches 2 and 3 (totalling \$1m) by converting any unpaid amount into a loan. DVI will hold rights to convert tranches 2 and/or 3 into a loan arrangement secured by FSA's future commission's receivable book (currently \$2.6m). The loan will have a maturity date of 31 December 2017.

Completion of the acquisition remains subject to various conditions precedent including shareholder approval.

## 26. Investment in joint venture entity

PPS, a jointly controlled entity involved in providing travel services. The carrying amount of the investment is accounted for using the equity method.

### The investment is made up of:

	PPS \$	FSA \$	Total \$
<b>Balance as at 1 July 2015</b>	<b>1,095,206</b>	<b>1,143,280</b>	<b>2,238,486</b>
Equity transfer	-	-	-
Costs of acquisition	48,560	-	48,560
Conversion of convertible notes to shares (Refer to Note 10)	1,500,000	-	1,500,000
Share of loss for period	(402,380)	-	(402,380)
Reclassified to acquisition of a subsidiary (Refer Note 28)	-	(1,143,280)	(1,143,280)
Proceeds received from sales	(700,000)	-	(700,000)
Loss on disposal of investment in joint venture entity*	(1,541,386)	-	(1,541,386)
<b>Balance as at 30 June 2016</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*On 19 February 2016, Flight Centre agreed to accelerate the purchase of DVI's shares in PPS for an initial cash payment of \$700,000 and will receive a second payment at the end of financial year 2018 based on PPS's EBITDA performance.

On that basis, the carrying value of the investment in PPS is determined to be \$700,000. A loss on disposal of joint venture of \$1,541,386 has been taken to the consolidated statement of profit or loss and other comprehensive income in current period.

DVI may also receive a future payment to be determined by reference to PPS's EBITDA for the financial year ending 30 June 2018. No value has been recorded for this future benefit as at 30 June 2016.

	PPS \$	FSA \$	Total \$
<b>Balance as at 1 July 2014</b>	<b>-</b>	<b>750,060</b>	<b>750,060</b>
Equity transfer	1,375,000	320,040	1,695,040
Costs of acquisition	33,544	55,693	89,237
Share of loss for period	(313,338)	17,487	(295,851)
<b>Balance as at 30 June 2015</b>	<b>1,095,206</b>	<b>1,143,280</b>	<b>2,238,486</b>

# Disruptive Investment Group Limited

## 27. Parent entity information

### Statement of Financial Position as at 30 June 2016

	30 June 2016	30 June 2015
	\$	\$
<b>Current assets</b>		
Cash and cash equivalents	861,225	1,894,581
Trade and other receivables	306,565	83,387
Prepayments	28,844	25,673
<b>Total current assets</b>	<b>1,196,634</b>	<b>2,003,641</b>
<b>Non-current assets</b>		
Intangible assets	76	76
Investment in joint venture entity	-	2,534,336
Investment in subsidiary	2,329,243	-
Financial assets	37,045	1,500,000
Property, plant & equipment	3,213	-
Other non-current assets	5,071	1,200
Deferred Tax Assets	-	-
<b>Total non-current assets</b>	<b>2,374,648</b>	<b>4,035,612</b>
<b>Total assets</b>	<b>3,571,282</b>	<b>6,039,253</b>
<b>Current liabilities</b>		
Trade and other payables	111,288	262,912
Provisions	11,150	2,664
<b>Total current liabilities</b>	<b>122,438</b>	<b>265,576</b>
<b>Total liabilities</b>	<b>122,438</b>	<b>265,576</b>
<b>NET ASSETS</b>	<b>3,448,844</b>	<b>5,773,677</b>
<b>Equity</b>		
Issued capital	44,779,243	44,336,173
Reserves	1,500	1,500
Accumulated (losses)	(41,331,899)	(38,563,996)
<b>TOTAL EQUITY</b>	<b>3,448,844</b>	<b>5,773,677</b>
<b>Result of parent entity</b>		
(Loss) for the year	(2,767,903)	(431,566)
Other comprehensive income	-	-
<b>Total comprehensive loss for the year</b>	<b>(2,767,903)</b>	<b>(431,566)</b>

The parent company has not provided any guarantees. The deferred consideration of the parent company is the same as those of the consolidated entity.

# Disruptive Investment Group Limited

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## 28. Share based payment

	Consolidated	
	2016	2015
	\$	\$
Directors remuneration <sup>(i)</sup>	-	37,500
Acquisition of Find Solutions Australia Pty Ltd <sup>(ii)</sup>	453,390	320,040 <sup>(iii)</sup>
Acquisition of Escape Lounge <sup>(iii)</sup>	-	80,000
Acquisition of Professional Performance Systems <sup>(iv)</sup>	-	325,000
	<b>453,390</b>	<b>762,540</b>

<sup>(i)</sup> 3,749,996 shares at \$0.01 per share to Director Andrew Jensen. Total shares worth \$37,500 were issued in lieu of one year's service (pro-rata). \$7,500 was related to the year ended 30 June 2016 (2015: \$29,999)

<sup>(ii)</sup> On 1 December 2015, the Company issued 26,670,000 shares at \$0.012 per share to the vendors of Find Solutions Australian Pty Ltd as a result of acquiring the initial 25% stake and upon meeting a historic commissions receivable target.

<sup>(iii)</sup> On 15 September 2014, the Company issued 2,758,820 shares at \$0.029 per share to the vendors of Escape Lounge Pty Ltd.

<sup>(iv)</sup> On 23 September 2014, the Company issued 32,500,000 shares at \$0.010 per share to the vendors of Professional Performance Systems.

No options were issued during the year.

## 29. Business combination

On the 1 July 2015, the Consolidated Entity, Disruptive Investment Group Limited ("DVI"), exercised its First Option acquiring a further 25% in Find Solution Australia Pty Ltd ("FSA") for cash consideration of \$750,000 and deferred consideration of \$453,450.

Details of the fair value of the assets and liabilities acquired are as follows:

	30 June 2016
	\$
Consideration Transferred	1,203,450
Non-controlling interests in the acquisition	(139,101)
Fair Value of previously held interests	1,143,280
Net Assets acquired	(278,202)
<b>Goodwill (Note 9)</b>	<b>\$1,929,427</b>

Acquisition costs are not included as part of consideration transferred and have been recognised as an expense in the consolidated statement of profit or loss and other comprehensive income as part of other expense.

Upon DVI owning a 50% stake in Find Solution Australia Pty Ltd (FSA) two DVI directors joined the FSA board. As a result, FSA results are now consolidated into DVI's accounts.

# Disruptive Investment Group Limited

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## 30. Property, Plant and Equipment

	<b>Furniture and fittings</b>	<b>Total</b>
	\$	\$
<b>Gross Carrying amount</b>		
<b>Balance as per 1 July 2015</b>	-	-
Additions (including assets acquired upon acquisition of subsidiary)	248,790	248,790
Accumulated depreciation	(53,052)	(53,052)
<b>Balance as per 30 June 2016</b>	<b>195,738</b>	<b>195,738</b>

## 31. Other liabilities

	<b>Consolidated</b>	
	<b>2016</b>	<b>2015</b>
	\$	\$
Other liability	153,358*	-
	<b>153,358</b>	-

\*Includes \$153,278 as incentives in relation to new FSA office lease (2015: Nil)



# Disruptive Investment Group Limited

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## ASX ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report are set out below

The shareholder information was applicable as at 30 June 2016.

### (a) Substantial shareholders

The substantial shareholders are:

Name	Number Held	Percentage of Issued Shares
ACK PROPRIETARY LIMITED	37,500,000	5.18%

### (b) Voting rights

#### Ordinary shares

On a show of hands every member present at a meeting shall have one vote and upon a poll each share shall have one vote.

#### Options

There are no voting right attached to options

### (c) Distribution of equity security holders

Category	Ordinary Fully Paid Shares	%
100,001 and Over	703,351,567	97.07
10,001 to 100,000	19,222,021	2.65
5,001 to 10,000	900,766	0.12
1,001 to 5,000	854,521	0.12
1 to 1,000	232,124	0.03
<b>Total</b>	<b>724,560,999</b>	<b>100.00</b>

There were 1,221 holders of less than marketable parcels of ordinary shares.

# Disruptive Investment Group Limited

## (d) Equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Rank	Name	Number Held	Percentage of Issued Shares
1	ACK PROPRIETARY LIMITED	37,500,000	5.18
2	MRS SARAH CAMERON	29,500,000	4.07
3	TW CONSULTING CO LTD	23,225,000	3.21
4	MARSHE NOMINEES PTY LTD	20,002,500	2.76
5	MR GREGORY MAURICE PINKUS & MRS LISA MARIE PINKUS	20,000,000	2.76
6	WALLIS-MANCE PTY LIMITED	19,250,000	2.66
7	MR KAR WING NG & MS YOW TING LEE	15,180,000	2.10
8	BBHF PTY LTD	14,000,000	1.93
9	DARING INVESTMENTS PTY LTD	13,680,000	1.89
10	MR RODERICK STUART HOWE & MRS JULIA MARY HOWE	12,500,000	1.73
11	EYEON NO 2 PTY LTD	12,297,138	1.70
12	EYEON INVESTMENTS PTY LTD	12,235,097	1.69
13	CAVEAU CAPITAL INVESTMENTS PTY LTD	11,930,000	1.65
14	MRS VANESSA FAYE CONNOR	10,402,747	1.44
15	DAVMI PTY LTD	10,000,000	1.38
16	LEMPRIERE PTY LTD	9,853,000	1.36
17	MR CRAIG MATHEW ERSKINE-SMITH	8,555,000	1.18
18	MR MARK MENDEL	6,667,500	0.92
19	J H FUNKY INVESTMENTS PTY LTD	6,625,000	0.91
20	MR PETER JAMES NIXON	6,480,000	0.89
	<b>Total</b>	<b>299,882,982</b>	<b>41.39</b>