



EVERYTHING IS CONNECTED

IOT Group Limited

(Formerly Ardent Resources Limited)

ABN 66 140 475 921

and Controlled Entities

Financial Report

For the year ended 31 December 2016

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Contents

Financial Report

Directors' Report	3
Remuneration Report	13
Auditor's Independence Declaration	18
Consolidated Statement of Profit or Loss and Other Comprehensive Income	19
Consolidated Statement of Financial Position	21
Consolidated Statement of Changes in Equity	22
Consolidated Statement of Cash Flows	23
Notes to the Financial Statements	24
Director's Declaration	66
Independent Audit Report	67
Other Information	71

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Directors' Report

Your directors present their report on the consolidated entity ('the Group') consisting of IOT Group Limited (formerly Ardent Resources Limited) and its controlled entities for the financial year ended 31 December 2016.

General Information

Principal Activities

The principal activity of the consolidated group during the financial year was in the Internet of Things sector.

Significant Changes to Activities

During the year, IOT Group Limited closed OTT Premium business and OK Smartwatches to focus entirely on scaling up drone business and delivering sales.

Operating Results

The consolidated loss of the consolidated group amounts to \$15,042,200 (2015: \$1,240,076) after providing for income tax.

Review of Operations

The Company is focused on growing its revenue from its drone business and with a number of strategic initiatives is likely lead to a significant increase in revenue for 2017. The company refocused on the core business of marketing the IOT Group's range of world leading selfie drones and cameras, developed and implemented a go-to-market strategy and an aggressive sales program. In addition, the Company made several corporate, strategic and operational decisions to improve future profitability during 2016.

The Company strengthened the Board with the addition of Mr Tod McGrouther as non-executive director.

The Company has called a meeting of shareholders on 31 March 2017 to approve the cancellation of 27,715,610 shares in the Company owned by Mr Kantor and co-shareholders.

The Company discontinued operations in its non-core businesses or OTT Premium, InterVision and OK Smartwatches to focus entirely on scaling up the drone business and delivering sales. Staff numbers were halved, operating costs significantly reduced and all intangible assets associated with these businesses and previously capitalised were written off.

Financial Position

The net assets of the consolidated group have increased by \$6,145,122 from 31 December 2015 to \$6,727,474 in 31 December 2016. This increase is largely due to the following factors:

- Capital raising of \$16,602,808
- Cash expenditure of \$10,515,733

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Significant Changes in State of Affairs

The following significant changes in the state of affairs of the parent entity occurred during the financial year:

- i) On 18 March 2016, Ardent Resources Limited changed its name to IOT Group Limited and issued the following shares:
 - (i) 156,250,000 fully paid ordinary shares to sophisticated and professional investors via a share placement
 - (ii) 15,298,638 fully paid ordinary shares via a public offer
 - (iii) 21,071,429 fully paid ordinary shares to certain OK IOT Group Pty Ltd vendors
 - (iv) 937,500 fully paid ordinary shares to Pac Partners Pty Ltd
 - (v) 257,900,964 fully paid ordinary shares to IOT vendors
- ii) On 19 April 2016, the group issued 4,250,000 shares at 2 cents each to consultants for work performed.
- iii) On 17 May 2016, the group issued 2,000,000 shares at 11 cents each in lieu of payment of establishment fees and marketing expenses.
- iv) On 20 June 2016, the group issued 2,000,000 shares at no consideration valued at 9.8 cents each for the establishment of IOT Group Limited USA division and for attending to the ongoing obligations and requirements.
- v) On 14 July 2016, the group issued the following shares:
 - (i) 85,537,340 shares at 8.5 cents each to professional and sophisticated investors.
 - (ii) 85,537,340 shares at 5.5 cents each to professional and sophisticated investors.
- vi) On 23 November 2016, the group issued 20,000,000 at no consideration valued at 3.5 cents each as part of the legal settlement.
- vii) On 23 November 2016, the group agreed subject to shareholder approval to cancel 27,715,610 shares in the Company (meeting to be held on 31 March 2017) for no consideration.

Changes in controlled entities and divisions:

- i) Established IOT Group USA LLC in which they currently hold a 70% interest.

Directors

As at the time of this report, the following persons were directors of IOT Group Limited:

Mr Scott Brown
Mr Ian Duffell (appointed 18 March 2016)
Mr Tod McGrouther (appointed 11 October 2016)

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Particulars of each director's experience and qualifications are:

Scott Brown

Qualifications	B. Bus (University of Technology Sydney) M. Com (University of New South Wales)
Experience	<p>Mr Scott Brown holds a Bachelor of Business and a Master of Commerce and is a member of the Institute of Chartered Accountants and the Petroleum Exploration Society of Australia (PESA).</p> <p>Scott is the co founder and Managing Director of Real Energy Corporation Limited with an extensive background in finance and management of public companies. Scott is currently Chairman of IOT Group Limited (ASX:IOT), Biofiba Limited and non executive director of Kairiki Energy Limited (ASX:KIK).</p> <p>Scott was previously Chief Financial Officer of Mosaic Oil NL (Mosaic, ASX: MOS), a listed oil and gas production company with interest in Queensland, New Zealand and offshore WA. During his time at Mosaic, Scott was involved in the acquisition of production properties and the growth of its business and profitability with the companies and was instrumental in putting together a Scheme of Arrangement with AGL Energy Ltd to acquire Mosaic for consideration of \$142 million.</p> <p>Scott was also formerly the CFO and Company Secretary with a number of public companies including Objective Corporation Limited Turnbull & Partners Limited, Allegiance Mining NL, FTR Holdings Limited and Garratt's Limited. Scott also worked at accounting firms, Ernst Young and KPMG.</p>
Interest in Shares and Options	788,716 shares 7,500,000 options
Special Responsibilities	Non Executive Chairman
Directorships held in other listed entities during the three years prior to the current year	Real Energy Corporation Limited (ASX:RLE) Kairiki Energy Limited (ASX: KIK)

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Ian Duffell	18 March 2016 to present
Qualifications	-
Experience	<p>Ian has extensive international experience in the consumer products, retail, entertainment and music industries. As Group Marketing Manager of Sony Corporation in the UK, he was at the forefront of launching key new innovations including the Walkman and Compact Disc.</p> <p>These successes led to his appointment as Marketing Director of HMV and the subsequent re-launch of the brand and substantial growth in market share and profitability. During this period, HMV opened the world's largest music store in London and was the pre-eminent music chain in the UK.</p> <p>His international career began in 1987 when he was appointed as CEO of Virgin Entertainment Group, heading up the company's expansion into the Asia-Pacific region. In 1992 he relocated to the USA and established a highly profitable business with sales exceeding \$250 million from 20 megastore including the landmark Times Square, New York store.</p> <p>In 2001 he relocated back to Australia and joined Brazin Ltd as Managing Director, with a mandate to restructure the retail business portfolio and extend the music division into overseas markets. Following this success, he has been an investor and advisor to new ventures, capitalising on his broad international experience.</p>
Interest in Shares and Options	8,777,135 shares 16,021,034 options
Special Responsibilities	Executive Director
Directorships held in other listed entities during the three years prior to the current year	-

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Tod McGrouther	11 October 2016 to present
Qualifications	B Law (University of Sydney) B Com (University of NSW)
Experience	Tod has a Bachelor of Law (First Class Honours) and University Medal from the University of Sydney, a Bachelor of Commerce (First Class Honours) and University Medal majoring in Finance from the University of New South Wales and a Diploma in Applied Finance from the Securities Institute of Australia. Tod has worked in the Australian corporate advisory industry since 1986 and has specialised in the provision of corporate advice in the areas of corporate valuation, equity capital raising both for private and public equity and investor relation advice for ASX listed companies. He was an associate director of Bankers Trust Australia between 1986 until 1994 and a Director of Prudential Bache Securities between 1994 until 1998. Since 1998, he has been a founding Director of KTM Capital Pty Ltd (KTM). KTM is a boutique investment bank specialising in capital raising for small to medium ASX listed companies primarily in the technology and resources sector.
Interest in Shares and Options	18,131,060 shares
Special Responsibilities	Non Executive Director
Directorships held in other listed entities during the three years prior to the current year	1-Page Limited (ASX: 1PG)

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Company Secretary

The company secretary is Ron Hollands and details of his experience and qualifications are:

Ron Hollands

Qualifications

B. Bus (UTS), MBA (MGSM), Grad Dip Corporate Governance

Experience

Mr Ron Hollands holds a Bachelor of Business, an MBA and a Graduate Diploma in Corporate Governance, is a member of the Institute of Chartered Accountants, holds a certificate of Public Practice and is a registered tax agent.

Ron is currently the Company Secretary for Real Energy Corporation Limited (RLE) and Ashley Services Group Limited (ASH) and was previously CFO and Company Secretary of Wentworth Holdings Limited (WWM – now Thorney Opportunities Limited), a listed real estate and then investment company. He is a Chartered Accountant with over 25 years experience in accounting, corporate finance and company secretarial matters. His career includes working in professional accounting firms and acting as Company Secretary and/or CFO for a number of company's in a range of industries.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Events After the Reporting Period

On 12th of January 2017, IOT Group Limited announced details of media activity concerning Intervision Direct Pty Limited, where it has been alleged that Intervision sold content without the necessary licences. IOT Group notes that no Statement of Claim has been lodged and the claims are without merit.

On 16th of January 2017, IOT Group provided an update on its immediate sales and marketing activities. IOT has placed an order with AEE for the manufacture of 40,000 units of the ROVA personal drone.

On 14th of February 2017, IOT Group Limited announced that the ROVA selfie drone will be available exclusively to Amazon.com customers for 90 days starting next month.

On 17th of February 2017, IOT Group Limited issued a notice of meeting for a general meeting of shareholders to be held on 31st of March 2017 for the selective capital reduction of:

- 20,791,411 ordinary shares issued to Simon Kantor
- 6,924,199 ordinary shares issued to Simon Kantor's former business co-shareholders in Roam Systems.

On 20th of February 2017, IOT Group Limited announced that the following options would be cancelled:

- 12,500,000 unlisted director options
- 5,000,000 unlisted senior management options
- 10,536,810 unlisted options

These options were cancelled in relation to the settlement entered into with Simon Kantor and his former business co-shareholders in Roam Systems Pty Ltd.

Other options cancelled included 400,000 unlisted staff options under the 'bad leaver' rule of the issued options.

In addition, the following options were issued:

- 27,500,000 unlisted director options subject to shareholder approval at a meeting scheduled to be held on 31 March 2017
- 21,000,000 unlisted senior management options
- 23,000,000 unlisted options for sales and public relation agents
- 13,200,000 unlisted staff options

Future Developments, Prospects and Business Strategies

Current areas of strategic focus of the Group include the following:

- Generation of sales from the release of the selfie drone and cameras.
- Rollout program of new products to be launched.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Environmental Issues

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory in Australia.

Dividends Paid or Recommended

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

Insurance of Directors and Officers

The Company has entered into an agreement to insure the directors and officers of the Company. The liabilities insured are legal costs that may be incurred defending civil or criminal proceedings that may be brought against the directors and officers in their capacity as officers of the entity, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company.

Indemnifying Officers or Auditor

The Company has agreed to indemnify and keep indemnified Directors and officers against any liability: incurred in connection with, or as a consequence of the director or officer acting in that capacity, including representing the Company on any body corporate; and for legal costs incurred in defending an action in connection with or as a consequence of the Director or officer acting in that capacity.

The indemnity only applies to the extent of the amount that the Directors are not indemnified under any other indemnity, including an indemnity contained in any insurance policy taken out by the Company, under the general law or otherwise.

The indemnity does not extend to any liability:

- to the Company or a related body corporate of the Company;
- arising out of conduct of the Directors or officers involving a lack of good faith; or
- which is in respect of any negligence, default, breach of duty or breach of trust of which the directors or officers may be guilty in relation to the Company or related body corporate.

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

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Proceedings on Behalf of Company

At the time of this report, no person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 31 December 2016 has been received and can be found on page 18 of the financial report.

Options

At the date of this report, the unissued ordinary shares of IOT Group Limited under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
23/03/2016	30/06/2019	\$0.07	4,515,776
23/03/2016	30/06/2019	\$0.07	22,578,878
23/03/2016	30/06/2019	\$0.07	30,105,171
19/04/2016	31/12/2017	\$0.036	5,756,095
03/05/2016	31/12/2019	\$0.07	2,000,000
03/05/2016	30/06/2020	\$0.07	2,000,000
20/06/2016	31/12/2022	\$0.18238	30,000,000
20/06/2016	31/12/2022	\$0.18238	15,500,000
20/06/2016	30/06/2017	\$0.09119	6,200,000
17/08/2016	31/12/2022	\$0.09	7,750,000

There have been no options granted over unissued shares or interests of any controlled entity within the Group during or since the end of the reporting period.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Meetings of Directors

During the financial year, 18 meetings of directors, including committee meetings were held. Attendances by each director during the year were as follows:

	Directors' Meetings		Audit & Risk Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Scott Brown	17	17	1	1
Ian Duffell	17	17	1	1
Tod McGrouther	7	7	-	-
Richard Woods	-	-	-	-
Nigel Harvey	11	9	1	1
Simon Kantor	13	5	-	-
Tiong Chiong Ee	-	-	-	-
Dang Lan Nguyen	-	-	-	-

Corporate Governance Statement

The company's corporate governance practices and policies have been made publicly available on the company's website at <https://au.theiotgroup.com/pages/investor-centre>.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Remuneration Report

Remuneration Policy

All Key Management Personnel (KMP) and directors of IOT Group Limited were engaged on fixed remuneration. The Board of IOT Group Limited believes, given the size and operations of the Company during the period, that the remuneration policy was appropriate.

All remuneration paid to KMP is valued at the cost to the company and expensed.

The Board's policy is to remunerate non-executive directors at market rates for their time, commitment and responsibilities. The board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

Employment Details of Members of Key Management Personnel (KMP)

KMP	Position held as at 31 December 2016 and any change during the year	Proportions of Elements of Remuneration Not Related to Performance
Mr. Scott Brown	Non-executive chairman and director	100%
Mr. Ian Duffell	Executive director, business strategy	100%
Mr. Tod McGrouther	Non-executive director	100%
Mr. Sean Neylon	Head of sales and marketing	100%
Ms. Linda Bartholomeusz	Chief financial officer	100%
Mr. Richard Woods	Non-executive chairman and director (resigned 29 March 2016)	100%
Mr. Nigel Harvey	Non-executive director (resigned 9 November 2016)	100%
Mr. Simon Kantor	Executive director and product technology (resigned 8 November 2016)	100%
Mr. Tiong Chiong Ee	Director (resigned 23 March 2016)	100%
Mr. Dang Lan Nguyen	Director (resigned 23 March 2016)	100%

There was no proportion of elements of remuneration related to performance paid to any key management personnel.

The employment terms and conditions of all KMP are formalised in contracts of employment.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Changes in Directors and Executives Subsequent to Year-End

Nil

Remuneration Expense Details for the Year Ended 31 December 2016

The following table of benefits and payments represents the components of the current year remuneration expenses for each member of KMP and director of the consolidated group. Such amounts have been calculated in accordance with Australian Accounting Standards.

Table of Benefits and Payments for the Year Ended 31 December

		Short Term Benefits	Equity-settled Share-based Payments	Total
		Remuneration	Shares/Options	
Mr. Scott Brown	2016	\$75,000	\$56,513	\$131,513
	2015	\$52,333	\$40,000	\$92,333
Mr. Ian Duffell	2016	\$297,499	\$75,350	\$372,849
	2015	\$55,000	-	\$55,000
Mr. Tod McGrouther	2016	\$12,500	-	\$12,500
	2015	-	-	-
Mr. Sean Neylon [^]	2016	\$305,000	\$75,350	\$380,350
	2015	\$74,091	-	\$74,091
Ms. Linda Bartholomeusz	2016	\$163,333	\$37,675	\$201,008
	2015	-	-	-
Mr. Richard Woods	2016	\$27,041	-	\$27,041
	2015	\$11,667	-	\$11,667
Mr. Nigel Harvey	2016	\$12,245	\$154,904	\$167,149
	2015	-	-	-
Mr. Simon Kantor	2016	\$678,461*	\$94,188	\$772,649
	2015	\$25,878	-	\$25,878
Total	2016	\$1,571,079	\$493,980	\$2,065,059
	2015	\$218,969	\$40,000	\$258,969

* Simon Kantor was paid \$454,000 as part of a legal settlement. Please refer to Note 5 for more details.

[^] Amounts include payments to related parties.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Securities Received that are Not Performance-Related

No members of KMP and directors are entitled to receive securities that are not performance-based as part of their remuneration package.

Cash Bonuses, Performance-Related Bonuses and Share-Based Payments

No cash bonuses, performance-related bonuses or share based payments were made during the year to KMP or directors.

Options Granted as Remuneration

	Balance at the beginning of the year	Grant Details			Balance at the end of the year
		Issue Date	No.	Value \$	
Mr. Scott Brown	-	20/06/2016	7,500,000	56,513	7,500,000
Mr. Ian Duffell	6,021,034	20/06/2016	10,000,000	75,350	16,021,034
Mr. Tod McGrouther	-	-	-	-	-
Mr. Sean Neylon	19,568,361	20/06/2016	10,000,000	75,350	29,568,361
Ms. Linda Bartholomeusz	-	20/06/2016	5,000,000	37,675	5,000,000
Mr. Richard Woods	-	-	-	-	-
Mr. Nigel Harvey	-	17/08/2016	7,500,000	154,904	7,500,000
Mr. Simon Kantor*	10,536,810	20/06/2016	12,500,000	94,188	23,036,810

* Simon Kantor's options were cancelled on the 20th of February 2017 as part of the legal settlement.

All options granted as remuneration are vested and fully exercisable as at the date of this report.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

KMP Shareholdings

The number of ordinary shares in IOT Group Limited held by each KMP and director of the Group during the financial year is as follows:

	Balance at 1 January 2016	Granted as Remuneration during the year	Issued on Exercise of options during the year	Other changes during the year	Balance at 31 December 2016
Mr. Scott Brown#	9,102,925	-	-	(8,314,209)	788,716
Mr. Ian Duffell	165,000	-	-	8,612,135	8,777,135
Mr. Tod McGrouther	287,500	-	-	17,843,560	18,131,060
Mr. Sean Neylon	1,307,500	-	-	49,663,639	50,971,139
Ms. Linda Bartholomeusz	-	-	-	-	-
Mr. Richard Woods	-	-	-	-	-
Mr. Nigel Harvey	-	-	-	12,500	12,500
Mr. Simon Kantor*	552,500	-	-	20,238,911	20,791,411
Mr. Tiong Chiong Ee#	10,882,305	-	-	(10,882,305)	-
Mr. Dang Lan Nguyen#	3,642,289	-	-	(3,642,289)	-

The opening balance of shares is been adjusted by share consolidation in January 2016

* The cancellation of Simon Kantor's shares is subject to shareholder approval at a meeting scheduled to be held 31 March 2017.

Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights and shareholdings.

IOT Group Limited

ABN 66 140 475 921
and Controlled Entities

Other Transactions with KMP and/or their Related Parties

There were no other transactions conducted between the Group and KMP or their related parties, other than those disclosed above relating to equity, compensation and loans, that were conducted other than in accordance with normal employee, customer or supplier relationships on terms no more favourable than those reasonably expected under arm's length dealings with unrelated persons.

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Dated this 28th day of February 2017



Mr Scott Brown
Chairman



A D Danieli Audit Pty Ltd

Authorised Audit Company
ASIC Registered Number 339233
Audit & Assurance Services

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**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF IOT GROUP LIMITED
A.B.N. 66 140 475 921
AND CONTROLLED ENTITIES**

I declare that, to the best of our knowledge and belief, during the year ended 31 December 2016, there have been no contraventions of:

- i. the auditor independence requirements as set out in the *Corporation Act 2001* in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.

A D DANIELI AUDIT PTY LTD

Sam Danieli
Sydney, 28th of February 2017

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	Consolidated Year Ended 31 Dec 2016 \$	Consolidated Year Ended 31 Dec 2015 \$
Revenue	4	260,788	779
Depreciation		(71,412)	(27,620)
Employee benefits		(2,022,691)	(131,156)
Finance costs		(8,613)	(18,156)
Amortisation		(99,358)	(68,044)
Impairment		(4,324,200)	-
Professional fees		(981,562)	(441,029)
Sales and marketing		(2,604,742)	(214,206)
Travel		(361,137)	(19,135)
R&D expenses		(1,584,387)	-
Legal settlement	5	(1,381,000)	-
Other expenses from ordinary activities		(421,669)	(204,455)
Profit/(Loss) from continuing operations		<u>(13,599,983)</u>	<u>(1,123,022)</u>
Discontinued operations			
Profit/(loss) from discontinued operations after tax	7	<u>(1,420,403)</u>	<u>(105,998)</u>
Net profit/(loss) for the year		<u>(15,020,386)</u>	<u>(1,229,020)</u>
Other comprehensive income/(loss) for the period			
Foreign exchange gains/(losses)		(21,814)	(11,056)
		<u>(21,814)</u>	<u>(11,056)</u>
Total comprehensive Income/(loss) for the period		<u>(15,042,200)</u>	<u>(1,240,076)</u>

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	Consolidated Year Ended 31 Dec 2016 \$	Consolidated Year Ended 31 Dec 2015 \$
Net profit/(loss) attributable to:			
Members of the parent		(14,978,556)	(1,229,020)
Non-controlling interest		<u>(41,830)</u>	<u>-</u>
Total		<u>(15,020,386)</u>	<u>(1,229,020)</u>
Total comprehensive income/(loss) attributable to:			
Members of the parent		(14,998,291)	(1,240,076)
Non-controlling interest		<u>(43,909)</u>	<u>-</u>
Total		<u>(15,042,200)</u>	<u>(1,240,076)</u>
Earnings per share			
From continuing and discontinued operations:			
- Basic loss per share (cents)	11	(2.66)	(0.48)
- Diluted loss per share (cents)	11	(2.66)	(0.48)

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2016

	Notes	Consolidated As at 31 Dec 2016 \$	Consolidated As at 31 Dec 2015 \$
Current assets			
Cash & cash equivalents	12	7,095,713	70,253
Trade & other receivables	13	322,251	215,986
Inventory	14	-	12,786
Other current assets	15	1,005,365	39,833
Total current assets		<u>8,423,329</u>	<u>338,858</u>
Non current assets			
Cash and cash equivalents	12	53,200	-
Property, plant & equipment	16	194,235	179,300
Intangibles	17	-	1,691,600
Total non current assets		<u>247,435</u>	<u>1,870,900</u>
Total assets		<u>8,670,764</u>	<u>2,209,758</u>
Current liabilities			
Trade & other payables	18	1,807,475	1,022,558
Provisions	19	69,273	39,848
Other current liabilities	20	66,542	565,000
Total current liabilities		<u>1,943,290</u>	<u>1,627,406</u>
Total liabilities		<u>1,943,290</u>	<u>1,627,406</u>
Net assets		<u>6,727,474</u>	<u>582,352</u>
Equity			
Issued capital	21	22,060,715	1,722,332
Options reserve	22	948,994	100,096
Accumulated losses		(16,238,367)	(1,240,076)
Parent interest		6,771,342	582,352
Non-controlling interest		(43,868)	-
Total equity		<u>6,727,474</u>	<u>582,352</u>

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	Issued Capital \$	Accumulated losses \$	Options Reserve \$	Subtotal \$	NCI \$	Total \$
Consolidated Group							
Balance as at 1 January 2015		-	-	-	-	-	-
Loss for the financial period		-	(1,240,076)	-	(1,240,076)	-	(1,240,076)
Issue of shares		2,224,188	-	-	2,224,188	-	2,224,188
Issue of options		-	-	100,096	100,096	-	100,096
Costs of issuing shares		(501,856)	-	-	(501,856)	-	(501,856)
Balance as at 31 December 2015		1,722,332	(1,240,076)	100,096	582,352	-	582,352
Balance as at 1 January 2016		1,722,332	(1,240,076)	100,096	582,352	-	582,352
Loss for the financial period		-	(14,998,291)	-	(14,998,291)	(43,909)	(15,042,200)
Reverse acquisition of Ardent Resources Ltd	3	2,257,702	-	-	2,257,702	-	2,257,702
Issue of shares		19,465,787	-	-	19,465,787	41	19,465,828
Issue of options		-	-	892,952	892,952	-	892,952
Exercise of options		407,570	-	(44,054)	363,516	-	363,516
Costs of issuing shares		(1,792,676)	-	-	(1,792,676)	-	(1,792,676)
Balance as at 31 December 2016		22,060,715	(16,238,367)	948,994	6,771,342	(43,868)	6,727,474

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	Consolidated Year Ended 31 Dec 2016	Consolidated Year Ended 31 Dec 2015
Cash flow from operating activities			
Receipts from customers		797,537	483,190
Payments to suppliers & employees		(9,559,430)	(98,801)
Net cash used in operating activities	27	(8,761,893)	384,389
Cash flow from investing activities			
Purchases of property, plant & equipment		(96,604)	(206,920)
Payments for intangibles		(340,000)	(2,179,644)
Proceeds from other assets		3,939,012	-
Net cash provided by investing activities		3,502,408	(2,386,564)
Cash flow from financing activities			
Proceeds from the issue of shares and options		12,663,934	2,324,284
Proceeds from borrowing (refer to note 3)		2,072,000	250,000
Payments for the cost of capital raising		(1,439,824)	(501,856)
Payments for repurchase of issued capital(refer to note 5)		(957,965)	-
Net cash provided by financing activities		12,338,145	2,072,428
Net increase in cash held			
Cash & cash equivalents at the beginning of the year	12	7,078,660	70,253
Cash & cash equivalents at the end of the year	12	7,148,913	70,253

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 1. Summary of Significant Accounting Policies

Basis of Preparation

These general purpose financial statements have been prepared in accordance with requirements of the *Corporations Act 2001*, Australian Accounting Standards and interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

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

Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

Accounting Policies

Due to the reverse acquisition, new accounting policies and methods have been used and are included below.

Reverse Acquisition

On 18 March 2016, the company, formerly named Ardent Resources Limited, completed the 100% acquisition of OK IOT Group Pty Ltd. As a result of this acquisition Ardent Resources Limited changed its name to IOT Group Limited. The acquisition of OK IOT Group Pty Ltd resulted in the shareholders of OK IOT Group Pty Ltd obtaining control of the merged entity. In addition, the board of directors of the merged entity was restructured and the OK IOT Group Pty Ltd management team has assumed responsibility for the management of the merged entity. Consequently, the acquisition has been accounted for with reference to the guidance for reverse acquisitions set out in AASB 3 "Business Combinations".

The application of the reverse acquisition guidance contained in AASB 3 has resulted in IOT Group Limited (formerly Ardent Resources Ltd) (the legal parent) being accounted for as the subsidiary and OK IOT Group Pty Ltd (the legal subsidiary) being accounted for as the parent entity.

The acquisition has been accounted for using the principles set out in AASB 3 "Business Combinations" whereby OK IOT Group Pty Ltd is deemed to have issued shares in exchange for the net assets and listing status of IOT Group Limited. In accordance with AASB 3, the difference between the fair value of the deemed consideration paid by OK IOT Group Pty Ltd and the fair value of the identifiable net assets of IOT Group Limited, has been recognised as goodwill of \$1,587,745 as set out in Note 3.

Given OK IOT Group Pty Ltd is considered to be the parent of the group for accounting purposes, the consolidated financial statements represent a continuation of the financial statements of OK IOT Group Pty Ltd,

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

with the exception of the capital structure. The results for the year ended 31 December 2016 comprise the results of OK IOT Group Pty Ltd for the full year and the results of IOT Group Limited subsequent to the completion of the acquisition.

The comparative information is that of OK IOT Group Pty Ltd. OK IOT Group Pty Ltd incorporated on the 4th of May 2015. Therefore, the comparative information for the consolidated statement of profit or loss and other comprehensive income is for the period 4 May 2015 to 31 December 2015.

The impact of the group restructure on each of the primary statements is as follows:

Consolidated Statement of Profit or Loss and Other Comprehensive Income

- The 2016 consolidated statements comprise 1 January 2016 to 31 December 2016 OK IOT Group Pty Ltd and 18 March 2016 to 31 December 2016 of IOT Group Limited (formerly Ardent Resources Limited).

Consolidated Statement of Financial Position

- The consolidated statement of financial position at 31 December 2016 comprises only IOT Group Limited (formerly Ardent Resources Limited).
- The consolidated statement of financial position at 31 December 2015 comprises only OK IOT Group Pty Ltd.

Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows

- The consolidated statement of changes in equity for the period ended 31 December 2016 includes the changes in equity from 1 January 2016 to 31 December 2016 and the trading results as stated in the consolidated statement of profit or loss and other comprehensive income.
- The consolidated changes in equity for the period ended 31 December 2015 includes changes in equity from the date of incorporation to 31 December 2015.
- The consolidated statement of cash flows for the period ended 31 December 2016 includes movements as stated in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position.
- The consolidated statement of cash flows for the period ended 31 December 2015 includes movements as stated in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position from 4 May 2015 to 31 December 2015.

Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent and all of the subsidiaries. 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 23.

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses and results in the consolidation of its assets and liabilities.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed are recognised.

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination other than those associated with the issue of a financial instrument are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- i. The consideration transferred; and
- ii. Any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
- iii. The acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value remeasurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

The amount of goodwill recognised on acquisition of each subsidiary in which the Group holds less than 100% interest will depend on the method adopted in measuring the non-controlling interest. The Group can elect in most circumstances to measure the non-controlling interest in the acquire either at fair value (full goodwill method) or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets (proportionate interest method). In such circumstances, the Group determines which method to adopt for each acquisition and this is stated in the respective note to the financial statements disclosing the business combination.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Under the full goodwill method, the fair value of the non-controlling interest is determined using valuation techniques which make the maximum use of market information where available. Under this method, goodwill attributable to the non-controlling interest is recognised in the consolidated financial statements.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or a group of cash-generating units, representing the lowest level at which goodwill is monitored being not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

Changes in the ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions and do not affect the carrying amounts of goodwill.

Intangibles other than Goodwill

Development Costs

Expenditure during the research phase of a project is recognised as an expense when incurred.

Capitalised development costs have a finite useful life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

Patents and Trademarks

Patents and trademarks are recognised at cost. They have a finite life and are carried at costs less any accumulated amortisation and impairment losses.

Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Income Tax

The income tax expense for the year only comprises of current income tax expense. The group does not account for deferred tax assets or deferred tax liabilities.

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Fair Value of Assets and Liabilities

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

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

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

To the extent possible, market information is extracted from either the principal market for the asset or liability or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period.

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

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

Inventories

Inventories are measure at the lower of cost and net realisable value. The cost of products includes direct materials, direct labour and an appropriate proportion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity. Costs are assigned on the basis of weighted average costs.

Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Plant and Equipment

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present.

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

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 Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets, including capitalised lease assets, is depreciated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

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

Class of Fixed Asset	Depreciation Rate
Leasehold improvements	2.5-5%
Plant and equipment	10-33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

Leases

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset – but not the legal ownership – are transferred to entities in the consolidated group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

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

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the lease term.

Non-current Assets Held for Sale and Discontinued Operations

Non-current assets and disposal groups are classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell, where the carrying amount will be recovered principally through sale as opposed to continued use. No depreciation or amortisation is charged against assets classified as held for sale.

Classification as “held for sale” occurs when: management has committed to a plan for immediate sale, the sale is expected to occur within one year from the date of classification; and active marketing of the asset has commenced. Such assets are classified as current assets.

A discontinued operation is a component of an entity being a cash-generating unit (or a group of cash-generating units), that either has been disposed of, or is classified as held for sale and represents a separate major line of business or geographical area of operations; is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or is a subsidiary acquired exclusively with the view to resale.

Impairment losses are recognised for any initial or subsequent write-down of an asset (or disposal group) classified as held for sale to fair value less costs to sell. Any reversal of impairment recognised on classification as held for sale or prior to such classification is recognised as a gain in profit or loss in the period in which it occurs.

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.

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.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Classification and Subsequent Measurement

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

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

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

The Group does not designate any interests in subsidiaries, associates or joint ventures 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 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. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

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. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

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. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

iv. Available-for-sale investments

Available-for-sale investments are non-derivative financial assets that are either not capable of being 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.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

They are subsequently measured at fair value with any remeasurements other than impairment losses and foreign exchange gains and losses recognised in other comprehensive income. When the financial asset is derecognised, 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 classified as non-current assets when they are not expected to be sold within 12 months after the end of the reporting period. All other available-for-sale financial assets are classified as current assets.

v. Financial liabilities

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

Impairment

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

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognised in profit or loss immediately. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified to profit or loss at this point.

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

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

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Derecognition

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

Investment in Associates

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 entity but is not control or joint control of those policies. Investments in associates are accounted for in the consolidated financial statements by applying the equity method of accounting, whereby the investment is initially recognised at cost (including transaction costs) and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the associate. In addition, the Group's share of the profit or loss of the associate is included in the Group's profit or loss.

The carrying amount of the investment includes, when applicable, goodwill relating to the associate. Any discount on acquisition whereby the Group's share of the net fair value of the associate exceeds the cost of investment is recognised in profit or loss in the period in which the investment is acquired.

Profit and losses resulting from the transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group discontinues recognising its share of further losses unless it has incurred legal or constructive obligations or made payments on behalf of the associate. When the associate subsequently makes profits, the Group will resume recognising its share of those profits once its share of the profits equals the share of the losses not recognised.

Foreign Currency Transactions and Balances

Functional and Presentation Currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional currency.

Transactions and Balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Group Companies

The financial results and position of foreign operations, whose functional currency is different from the Group's presentation currency are translated as follows:

- Assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- Income and expenses are translated at average exchange rates for the period; and
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

Employee Benefits

Short-Term Employee Benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Other Long-Term Employee Benefits

At this stage there are no long term leave entitlements.

Equity-Settled Compensation

The Company provides compensation benefits to employees (including directors) of the Company in the form of share-based payment transactions, 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 at the date at which they are granted. The fair value is determined by a Black Scholes model.

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

Provisions

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

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks and bank overdrafts.

Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed.

Subscription Income

Revenue from subscriptions is recognised on a cash basis.

Interest Revenue

Interest revenue is recognised using the effective interest rate method.

Trade and Other Receivables

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

Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs it is compensating. Grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Critical Accounting Estimates and Judgments

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

Key Estimates

Impairment

The company assesses impairment at the end of each reporting period by evaluating conditions and events specific to the company that may be indicative of impairment triggers.

Key Judgements

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires estimation of the recoverable amount of the cash generating units to which goodwill have been allocated. The amount of goodwill is discussed in Note 17.

Share-based payment transactions

The Group measures the cost of equity-settled share-based payment transactions with employees by reference to the fair value of the equity instruments at grant date. The fair value is determined using the Black Scholes Model simulation. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the annual reporting period but may impact expenses and equity.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

New Accounting Standards for Application in Future Periods

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

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

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

The key changes that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, upfront accounting for expected credit loss, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of the Standard, the application of such accounting would be largely prospective.

The directors anticipate that the adoption of AASB 9 will not have an impact on the Group's financial instruments.

- 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. Apart from a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers.

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

- Identify the contract(s) with a customer;
- Identify the performance obligations in the contract(s);
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract(s); and
- Recognise revenue when (or as) the performance obligations are satisfied.

The transactional provisions of this Standard permit an entity to either: restate the contracts that existed in each prior period presented per AASB 108: *Accounting Policies, Changes in Accounting Estimates and Errors*; or recognise the cumulative effect of retrospective application to incomplete contracts on the date of initial application. There are also enhanced disclosure requirements regarding revenue.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

Although the directors anticipate that the adoption of AASB 15 will 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)

When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: *Leases* and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

The main changes introduced by the New Standard are as follows:

- Recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- Depreciation of right-to-use assets in line with AASB 116: *Property, Plant and Equipment* in profit or loss and unwinding of the liability in principal and interest components;
- Inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- Application of a practical expedient to permit a lessee to elect not to separate non-lease components and instead account for all components as a lease; and
- Addition disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognize the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

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

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

- AASB 2014-10: *Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (applicable to annual reporting periods beginning on or after 1 January 2018, as deferred by AASB 2015-10: *Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128*).

This Standard amends AASB10: *Consolidated Financial Statements* with regards to a parent losing control over a subsidiary that is not a “business” as defined in AASB 3: *Business Combinations* to an associate or joint venture, and requires that:

- A gain or loss (including any amounts in other comprehensive income) be recognised only to the extent of the unrelated investor’s interest in that associate or joint venture;
- The remaining gain or loss be eliminated against the carrying amount of the investment in that associate or joint venture; and
- Any gain or loss from remeasuring the remaining investment in the former subsidiary at fair value also be recognised only to the extent of the unrelated investor’s interest in the associate or joint venture. The remaining gain or loss should be eliminated against the carrying amount of the remaining investment.

The application of AASB 2014-10 will result in a change in accounting policies for transactions of loss of control over subsidiaries (involving an associate or joint venture) that are businesses per AASB 3 for which gains or losses were previously recognised only to the extent of the unrelated investor’s interest.

The transitional provisions require that the Standard should be applied prospectively to sales or contributions of subsidiaries to associates or joint venture occurring on or after 1 January 2018. Although the directors anticipate that the adoption of AASB 2014-10 may have an impact on the Group’s financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 2016	31 Dec 2015
	\$	\$
NOTE 2. Parent Information		
The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.		
Statement of Financial Position		
ASSETS		
Current assets	18,292,768	173,217
Non-current assets	-	1,835,428
TOTAL ASSETS	18,292,768	2,008,645
LIABILITIES		
Current liabilities	537,456	1,278,243
Non-current liabilities	-	250,000
TOTAL LIABILITIES	537,456	1,528,243
EQUITY		
Issued capital	25,321,887	1,722,333
Option reserve	1,533,443	100,096
Retained earnings	(9,100,018)	(1,342,027)
TOTAL EQUITY	17,755,312	480,402
Statement of profit or loss and other comprehensive income		
Total profit	(2,517,101)	(1,333,205)
Total comprehensive income	(2,518,909)	(1,342,027)

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 3. Business Acquisition Cost

On 18 March 2016, the company, formerly named Ardent Resources Limited, completed the 100% acquisition of OK IOT Group Pty Ltd and changed its name to IOT Group Limited. The acquisition of OK IOT Group Pty Ltd resulted in the shareholders of OK IOT Group Pty Ltd obtaining control of the merged entity.

Nominees of OK IOT Group Pty Ltd serve as executive directors and the OK IOT Group Pty Ltd management team has assumed responsibility for the management of the merged entity. Consequently, the acquisition has been accounted for with reference to the guidance for reverse acquisitions set out in AASB 3 "Business Combinations".

The application of the reverse acquisition guidance contained in AASB 3 has resulted in the Company (the legal parent) being accounted for as the subsidiary and OK IOT Group Pty Ltd being accounted for as the parent entity.

The acquisition has been accounted for using the principles set out in AASB 3 "Business Combinations" whereby OK IOT Group Pty Ltd is deemed to have issued shares in exchange for the net assets and listing status of IOT Group Limited. In accordance with AASB 3, the difference between the fair value of the deemed consideration paid by OK IOT Group Pty Ltd and the fair value of the identifiable net assets of IOT Group Limited, has been recognised as goodwill of \$1,587,745 as set out below.

Details of the fair value of the identifiable net assets acquired and the excess consideration are set out below:

Deemed purchase consideration:	
Fair value of shares transferred	2,257,702
Less: fair value of net identifiable assets acquired	(669,957)
Goodwill	1,587,745

The fair value of the identifiable assets and liabilities of the Company at the date of acquisition was as follows:

Assets	
Cash and cash equivalents	3,939,012
Trade and other receivables	39,561
Property, plant and equipment	334
Other financial assets	2,322,000
Other assets	6,013
Liabilities	
Trade and other payables	147,407
Investor funds refundable	5,489,556
Total identifiable net assets as fair value	<u>669,957</u>

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 3. Business Acquisition Cost (cont.)

Other financial assets relate to funds that were loaned to OK IOT Group Pty Ltd prior to the 18th of March 2016. Subsequent to the business combination occurring, this loan is now eliminated in the preparation of the consolidated financial reports.

The net cash inflow arising as a result of the reverse acquisition was \$3,939,012 being the cash on hand held by IOT Group at the time of acquisition.

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 4. Revenue and Other Income		
Revenue from Ordinary Activities		
Revenue:		
Interest received	86,179	-
R&D refund	165,227	-
Other income	9,382	779
	260,788	779

NOTE 5. Legal Settlement

On 10 November 2016, IOT Group Limited announced that it had entered into confidential settlement documentation with Mr Kantor and his former business co-shareholders in Roam Systems Pty Limited.

The components of the legal settlement comprise of:

Cash payments – Simon Kantor	454,000	-
Cash payments – other related parties	227,000	-
Non-cash payments – securities issued ¹	700,000	-
Total legal settlement	1,381,000	-

¹The Company issued 20 Million ordinary shares as part of the legal settlement;

The Company intends, subject to shareholder approval, to buy back and cancel 27,516,610 ordinary shares. The market value of these shares on 10 November 2016 was 963,081. The cost of the acquisition of shares intended to be bought back comprises of nil consideration plus incidental costs of \$957,965. The total amount of \$957,965 paid during the period has been treated as an other current asset (refer note 15). This will be debited to issued capital upon the cancellation of the shares.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 6. Tax Income and Expense

Prima Facie income tax credit on loss from ordinary activities at 28.5% is (\$4,287,027), 2015: 30% (\$372,023), has not been brought to account.

NOTE 7: Assets held for Sale and Discontinued Operations

a. Discontinued Operations

During the period, directors made the decision to discontinue its operations in The Supply Centre Pty Ltd, Intervision Direct Pty Limited and OTT Premium Pty Ltd.

Financial information relating to the discontinued operation is set out below.

The financial performance of the discontinued operation for the period, which is included in profit/(loss) from discontinued operations per the statement of comprehensive income, is as follows:

	Consolidated 2016 \$	Consolidated 2015 \$
Revenue	349,630	548,396
Expenses	(1,770,033)	(654,394)
Profit before Income Tax	(1,420,403)	(105,998)
Income Tax Expense	-	-
Profit Attributable to Members of the Parent Entity	(1,420,403)	(105,998)
Total Profit/(Loss) after Tax Attributable to the Discontinued Operation	(1,420,403)	(105,998)

The net cash flows of the discontinued division, which have been incorporated into the statement of cash flows, are as follows:

Net cash inflow/(outflow) from operating activities	(33,426)	(66,665)
Net cash inflow from investing activities	-	-
Net cash (outflow)/ inflow from financing activities	-	124,960
Net increase in cash generated by the discontinued division	(33,426)	58,295

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 8. Key Management Personnel Compensation

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 31 December 2016.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

	Consolidated 2016	Consolidated 2015
	\$	\$
Short-term employee benefits	1,571,079	166,636
Other long-term benefits	53,978	-
Share-based payments	493,979	-
Total KMP compensation	<u>2,119,036</u>	<u>166,636</u>

Short-term employee benefits

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

Other long-term benefits

These amounts represent long service leave benefits accruing during the year, long-term disability benefits and deferred bonus payments.

Share-based payments

These amounts represent the expense related to the participation of KMP in equity-settled benefit schemes as measured by the fair value of the options, rights and shares granted on grant date.

Further information in relation to KMP remuneration can be found in the directors' report.

NOTE 9. Auditors Remuneration

	Consolidated 2016	Consolidated 2015
	\$	\$
Remuneration of the auditor for:		
- Auditing or reviewing the financial report	19,110	9,526
- Non-audit services	34,947	26,783
	<u>54,057</u>	<u>36,309</u>

NOTE 10. Dividends

No dividends were paid during the period.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 11. Earnings per Share

	No. of Shares As at 31 Dec 2016	No. of Shares As at 31 Dec 2015
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share.	565,064,786	257,900,964
	Consolidated As at 31 Dec 2016 \$	Consolidated As at 31 Dec 2015 \$
Net profit/(loss) after income tax attributable to shareholders	(15,042,200)	(1,240,076)
	Cents	Cents
Basic loss per share	(2.66)	(0.48)
Diluted loss per share	(2.66)	(0.48)
	Consolidated 2016 \$	Consolidated 2015 \$

NOTE 12. Cash and Cash Equivalents

Current

Cash at bank and on hand	7,095,713	70,253
	<u>7,095,713</u>	<u>70,253</u>

Non-Current

Bank guarantee	53,200	-
	<u>53,200</u>	<u>-</u>

Reconciliation of Cash

Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:

Cash and cash equivalents	7,148,913	70,253
	<u>7,148,913</u>	<u>70,253</u>

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 13. Trade and Other Receivables		
Current		
Trade receivables	-	65,986
GST receivable	156,499	-
R&D tax incentive receivable	165,227	-
Other receivables	525	150,000
Total current trade and other receivables	322,251	215,986

Credit Risk

The group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties other than those receivables specifically provided for and mentioned within Note 13. The class of assets described as “trade and other receivables” is considered to be the main source of credit risk related to the Group.

The following table details the Group’s trade and other receivables exposed to credit risk with ageing analysis and impairment provided for thereon. Amounts are considered as “past due” when the debt has not been settled, with the terms and conditions agreed between the Group and the customer or counterparty to the transaction. Receivables that are past due are assessed for impairment by ascertaining solvency of the debtors and are provided for where there are specific circumstances indicating that the debt may not be fully repaid to the Group.

The balances of receivables that remain within initial trade terms are considered to be of high credit quality.

	Gross Amount	Past due and impaired	Past due but not impaired (Days Overdue)				Within initial trade terms
			<30	31-60	61-90	>90	
2016							
Trade receivables	-	-	-	-	-	-	-
Other receivables	322,251	-	322,251	-	-	-	322,251
Total	322,251	-	322,251	-	-	-	322,251
2015							
Trade receivables	65,986	-	65,986	-	-	-	65,986
Other receivables	150,000	-	150,000	-	-	-	150,000
Total	215,986	-	215,986	-	-	-	215,986

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 14. Inventories		
Current		
Finished goods at cost	-	12,786
	-	12,786
	-	12,786
NOTE 15. Other Assets		
Current		
Prepayments	45,069	27,033
Deposits and bonds	2,332	12,800
Legal Settlement (Refer note 5)	957,964	-
	1,005,365	39,833
	1,005,365	39,833
NOTE 16. Property, Plant and Equipment		
Property, plant and equipment:		
At cost	224,237	206,920
Accumulated depreciation	(92,327)	(27,620)
	131,910	179,300
Leasehold improvements:		
At cost	64,106	-
Accumulated depreciation	(1,781)	-
	62,325	-
	62,325	-
Total property, plant and equipment	194,235	179,300
	194,235	179,300

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 17. Intangible Assets		
Goodwill		
At cost	2,382,155	794,045
Accumulated amortisation	(887,028)	(26,554)
Impairment during the year	(1,495,127)	-
Closing Balance	-	767,491
Intellectual Property		
At cost	630,821	630,821
Accumulated amortisation	(124,471)	(41,490)
Impairment during the year	(506,350)	-
Closing Balance	-	589,331
Development costs		
At cost	1,913,469	334,778
Accumulated amortisation	(318,912)	-
Impairment during the year	(1,594,557)	-
Closing balance	-	334,778
Total intangibles	-	1,691,600

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 17. Intangible assets (cont.)

Movements for goodwill, intellectual property and development costs for the period ended 31 December 2016:

	Consolidated 2016 \$	Consolidated 2015 \$
Goodwill		
Opening balance	767,491	-
Movements during the year	1,588,110	794,045
Amortisation during the year	(860,474)	(26,554)
Impairment during the year	(1,495,127)	-
Closing balance	<u>-</u>	<u>767,491</u>

Goodwill is amortised on a straight line basis over the period from the date of acquisition to the end of the period of time during which the benefits are expected to arise. In addition, the directors test goodwill for impairment annually.

Intellectual property

Opening balance	589,331	-
Movements during the year	-	630,821
Amortisation during the year	(82,981)	(41,490)
Impairment during the year	(506,350)	-
Closing balance	<u>-</u>	<u>589,331</u>

Intellectual property is amortised on a straight line basis over the useful life as determined by the directors. In addition, the directors review for impairment indicators annually.

Development Costs

Opening balance	334,778	-
Movements during the year	1,578,691	334,778
Amortisation during the year	(318,912)	-
Impairment during the year	(1,594,557)	-
Closing balance	<u>-</u>	<u>334,778</u>

Development costs capitalised during the period relate to the development of the Roam-e in its Sydney based development lab as well at the production facility in China. The development costs for the period are expected to provide future economic benefits to the group. Therefore, these costs have been capitalised.

Total intangibles	<u>-</u>	<u>1,691,600</u>
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IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 18. Trade and Other Payables		
Current		
Trade payables	839,136	627,186
Sundry payables	774	146,153
PAYG withholding payable	94,853	38,977
Superannuation payable	33,701	26,074
Accruals	837,130	167,927
GST collected	1,881	16,241
Financial liabilities as trade and other payables	1,807,475	1,022,558

NOTE 19. Provisions

Employee benefits

Opening balance	32,340	-
Movement during the period	36,933	32,340
Closing balance	69,273	32,340

Warranties

Opening balance	7,508	-
Movement during the period	(7,508)	7,508
Closing balance	-	7,508

Total provisions	69,273	39,848
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Provision for Employee Benefits

Provision for employee benefits represents amounts accrued for annual leave and long service leave.

The current portion for this provision includes the total amount accrued for annual leave entitlements and the amounts accrued for long service leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the Group does not expect the full amount of annual leave or long service leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

NOTE 20. Other Current Liabilities

Prepayments received	66,542	-
Amounts payable to Roam	-	270,000
Amounts payable for OK Watches	-	45,000
Amounts payable to Ardent Resources Limited	-	250,000
	66,542	565,000

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated 2016 \$	Consolidated 2015 \$
NOTE 21. Issued Capital		
Opening balance	1,722,332	53,690
Pre reverse acquisition shares	-	2,170,498
Business combination cost	2,257,702	-
Placement – 18 March 2016	5,030,000	-
Public offer – 18 March 2016	489,558	-
Placement – 18 March 2016	590,000	-
Share based payment – 19 April 2016	85,000	-
Share based payment – 3 May 2016	180,000	-
Exercise of options – 12 May 2016	387,116	-
Share based payment – 17 May 2016	220,000	-
Exercise of options – 24 May 2016	17,279	-
Share based payment – 20 June 2016	196,000	-
Issue of shares – 14 July 2016	11,975,229	-
Exercise of options – 14 July 2016	3,175	-
Legal Settlement – 23 November 2016	700,000	-
Capital raising costs	(1,792,676)	(501,856)
Closing balance	22,060,715	1,722,332
	Consolidated 2016 #	Consolidated 2015 #
Ordinary Shares		
Opening balance	257,900,964	3,739,500
Pre reverse acquisition shares	-	254,161,464
Ardent Shares (161,264,438 shares consolidated at 2:1)*	80,632,273	-
Placement – 18 March 2016	157,187,500	-
Public Offer – 18 March 2016	15,298,638	-
Placement – 18 March 2016	21,071,429	-
Share based payment – 19 April 2016	4,250,000	-
Share based payment – 3 May 2016	4,000,000	-
Exercise of options – 12 May 2016	6,757,231	-
Share based payment – 17 May 2016	2,000,000	-
Exercise of options – 24 May 2016	420,000	-
Share based payment – 20 June 2016	2,000,000	-
Issue of shares – 14 July 2016	171,074,680	-
Exercise of options – 14 July 2016	77,190	-
Legal settlement – 23 November 2016	20,000,000	-
At the end of the reporting period	742,669,905	257,900,964

* Rounding variance of 22 shares.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 22. Reserves

Options Reserve

The option reserve records items recognised as expenses on valuation of employee share valuation.

	Consolidated	Consolidated
	2016	2015
	\$	\$
Options Reserve		
Opening balance at 1 January	100,096	-
Options issued during the year	892,952	100,096
Options exercised/forfeited during the year	(44,054)	-
Balance at 31 December	948,994	100,096

NOTE 23. Interests in Subsidiaries

The consolidated financial statements include the financial statements of IOT Group Limited and its controlled entity.

Company	Place of incorporation	Principal activities
OK IOT Group Pty Ltd	Australia	Internet of Things (IOT)
The Supply Centre Pty Ltd	Australia	Discontinued
IOT Group Technology Pty Ltd	Australia	Internet of Things (IOT)
IOT Group USA LLC	USA	Internet of Things (IOT)
OTT Premium Pty Ltd	Australia	Discontinued
Intervision Direct Pty Ltd	Australia	Discontinued

Company	Ownership Interest held by the Group
OK IOT Group Pty Ltd	100%
The Supply Centre Pty Ltd	100%
IOT Group Technology Pty Ltd	100%
IOT Group USA LLC	70%
OTT Premium Pty Ltd	100%
Intervision Direct Pty Ltd	100%

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

	Consolidated	Consolidated
	2016	2015
	\$	\$
NOTE 24. Capital and Leasing Commitments		
Operating lease commitments		
Operating leases contracted for but not recognised in the financial statements.		
Payable – minimum lease payments		
- Not later than 12 months	163,778	64,104
- Between 12 months and 5 years	333,330	-
- Later than 5 years	-	-
	497,108	64,104

The property lease is a three year term, with rent payable monthly in advance. Contingent rent provisions within the lease agreement require that minimum lease payments shall be increased by 4.25% per annum. An option exists to renew the lease at the end of the three year term for an additional term of three years. The lease allows for subletting of all lease areas.

NOTE 25. Contingent Liabilities and Contingent Assets

There are no contingent liabilities as at 31 December 2016.

NOTE 26. Operating Segments

During the year, the consolidated entity operated in two business segments, Internet of Things and Over the Top. Prior to year end, the group discontinued multiple projects and at year end only operated in the Internet of Things business segment. Please refer to Note 7 for further information.

i) Segment performance

	Internet of Things
	(IOT)
	\$
Year ended 31 December 2016	
Revenue	95,561
Total Segment Revenue	95,561
Segment net profit/ (loss) before tax	(13,675,791)
Year ended 31 December 2015	
Revenue	779
Total Segment Revenue	779
Segment net profit before tax	1,125,256

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 26. Operating Segments (Cont.)

ii) Segment assets

Year ended 31 December 2016

Opening balance 1 January 2016	2,195,996
Additions	7,468,058
Disposals	-
Closing balance 31 December 2016	<u>9,664,054</u>

	Consolidated 2016 \$	Consolidated 2015 \$
--	-------------------------------------	-------------------------------------

NOTE 27. Cash Flow Information

Reconciliation of cash flows from operating activities with profit after income tax	(15,042,200)	(1,240,076)
Profit after income tax		
Non-cash flows in profit:		
- Depreciation	71,412	27,620
- Amortisation	99,358	68,044
- Impairment	4,324,200	-
- Share based payments	1,200,500	-
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
- (Increase)/decrease in accounts receivable	(256,265)	(65,986)
- (Increase)/decrease in inventory	12,786	(12,786)
- (Increase)/decrease in other assets	(7,568)	(39,833)
- Increase/(decrease) in payables	1,034,917	772,558
- Increase/(decrease) in provisions	29,425	39,848
- Increase/(decrease) in other liabilities	(228,458)	835,000
Cash flows from operating activities	<u>(8,761,893)</u>	<u>(384,389)</u>

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 28. Share based payments

Options granted to key management personnel are as follows:

Grant Date	Number
20/06/2016	45,000,000
17/08/2016	7,500,000

Further details of these options are provided in the director's report. The options hold no voting or dividend rights but have been listed.

A summary of all options is as follows:

	Number	Weighted Average Exercise Price
Options outstanding as at 1 January 2016	-	-
Granted	133,660,342	\$0.11
Forfeited	-	
Exercised	7,254,422	\$0.05
Expired	-	
Options outstanding as at 31 December 2016	126,405,920	\$0.11
Options exercisable at 31 December 2016	126,405,920	

The weighted average remaining contractual life of options outstanding at year end was 3.71 years.

The fair value of the options granted to employees is considered to represent the value of the employee services received over the vesting period.

The weighted average fair value of options granted during the year was \$0.01 (2015: \$0.00). These values were calculated using the Black-Scholes option pricing model applying the following inputs:

Weighted average exercise price:	\$0.11
Weighted average life of the option:	4.36 years
Expected share price volatility:	80%
Risk-free-interest rate:	2.76%

Historical share price volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future volatility.

There were no shares granted to key management personnel as share-based payments during the year.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 29. Events after the reporting period

On 12th of January 2017, IOT Group Limited announced details of media activity concerning Intervision Direct Pty Limited, where it has been alleged that Intervision sold content without the necessary licences. IOT Group notes that no Statement of Claim has been lodged and the claims are without merit.

On 16th of January 2017, IOT Group provided an update on its immediate sales and marketing activities. IOT has placed an order with AEE for the manufacture of 40,000 units of the ROVA personal drone.

On 14th of February 2017, IOT Group Limited announced that the ROVA selfie drone will be available exclusively to Amazon.com customers for 90 days starting next month.

On 17th of February 2017, IOT Group Limited issued a notice of meeting for a general meeting of shareholders to be held on 31st of March 2017 for the selective capital reduction of:

- 20,791,411 ordinary shares issued to Simon Kantor
- 6,924,199 ordinary shares issued to Simon Kantor's former business co-shareholders in Roam Systems.

On 20th of February 2017, IOT Group Limited announced that the following options would be cancelled:

- 12,500,000 unlisted director options
- 5,000,000 unlisted senior management options
- 10,536,810 unlisted options

These options were cancelled relation to the settlement entered into with Simon Kantor and his former business co-shareholders in Roam Systems Pty Ltd.

Other options cancelled included 400,000 unlisted staff options under the 'bad leaver' rule of the issued options.

In addition, the following options were issued:

- 27,500,000 unlisted director options subject to shareholder approval at a meeting scheduled to be held on 31 March 2017
- 21,000,000 unlisted senior management options
- 23,000,000 unlisted options for sales and public relation agents
- 13,200,000 unlisted staff options

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 30. Related party transactions

The group's main related parties are as follows

i) *Key Management Personnel*

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of that entity are considered key management personnel.

ii) *Other related parties*

Other related parties include entities controlled by the ultimate parent entity and entities over which key management personnel have joint control.

Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

i) *Key Management Personnel*

On 10 November 2016, IOT Group Limited announced that it had entered into confidential settlement documentation with Mr Kantor and his former business co-shareholders in Roam Systems Pty Limited.

The components of the legal settlement comprise of:

Cash payments - Simon Kantor	454,000
Cash payments - other related parties	227,000
Non-cash payments – securities issued ¹	700,000
Total legal settlement	<u>1,381,000</u>

¹The Company issued 20 Million ordinary shares as part of the legal settlement;

The Company intends, subject to shareholder approval, to buy back and cancel 27,516,610 ordinary shares. The cost of the acquisition of shares intended to be bought back comprises of nil consideration plus incidental costs of \$957,965. The total amount of \$957,965 paid during the period has been treated as an other current asset (refer note 15). This will be debited to issued capital upon the cancellation of the shares.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 31. Financial Risk Management

The Group's financial instruments consist mainly of deposits with banks, local money market instruments, short-term investments, accounts receivable and payable, loans to and from subsidiaries, bills, leases, preference shares and derivatives.

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

		Consolidated 2016 \$	Consolidated 2015 \$
	Note		
Financial assets			
Cash and cash equivalents	12	7,148,913	70,253
Loans and receivables	13	322,251	215,986
Total financial assets		7,471,164	286,239
Financial liabilities			
Trade and other payables	18	1,807,475	1,022,558
Total financial liabilities		1,807,475	1,022,558

Financial Risk Management Policies

The Finance and Operations Committee (FOC) has been delegated responsibility by the Board of Directors for, among other issues, managing financial risk exposures of the Group. The FOC monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to commodity price risk, counterparty credit risk, foreign currency risk, liquidity risk and interest rate risk. The FOC meets on a bi-monthly basis and minutes of the FOC are reviewed by the Board.

The FOC's overall risk management strategy seeks to assist the consolidated group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its functions include the review of the use of hedging derivative instruments, credit risk policies and future cash flow requirements.

Specific financial risk exposures and management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk, and market risk consisting of interest rate risk, foreign currency risk and other price risk (commodity and equity price risk). There have been no substantive changes in the types of risks the Group is exposed to, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks from the previous period.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 31. Financial Risk Management (cont.)

Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk is managed through the maintenance of procedures (such as the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), ensuring to the extent possible that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Depending on the division within the Group, credit terms are generally 14 to 90 days from the invoice date.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating, or in entities that the FOC has otherwise assessed as being financially sound. Where the Group is unable to ascertain a satisfactory credit risk profile in relation to a customer or counterparty, the risk may be further managed through title retention clauses over goods or obtaining security by way of personal or commercial guarantees over assets of sufficient value which can be claimed against in the event of any default.

Credit risk exposures

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period, excluding the value of any collateral or other security held, is equivalent to the carrying amount and classification of those financial assets (net of any provisions) as presented in the statement of financial position. Credit risk also arises through the provision of financial guarantees, as approved at board level, given to parties securing the liabilities of certain subsidiaries (refer to Note 23 for details).

Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality. Aggregates of such amounts are detailed in Note 13.

Credit risk related to balances with banks and other financial institutions is managed by the FOC in accordance with approved board policy. Such policy requires that surplus funds are only invested with counterparties with a Standard & Poor's rating of at least AA-. The following table provides information regarding the credit risk relating to cash and money market securities based on Standard & Poor's counterparty credit ratings.

	Consolidated 2016 \$	Consolidated 2015 \$
a. Cash and cash equivalents:		
- AA rated	7,148,913	70,253

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 31. Financial Risk Management (cont.)

b. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operating, investing and financing activities;
- using derivatives that are only traded in highly liquid markets;
- monitoring undrawn credit facilities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

Consolidated Group	Within 1 Year		Over 1 year		Total	
	2016 \$	2015 \$	2016 \$	2015 \$	2016 \$	2015 \$
Financial Liabilities due for Payment						
Trade and other payables	(1,807,475)	(1,022,558)	-	-	(1,807,475)	(1,022,558)
Total expected outflows	(1,807,475)	(1,022,558)	-	-	(1,807,475)	(1,022,558)
Financial Assets – Cash Flows Realisable						
Cash and cash equivalents	7,148,913	70,253	-	-	7,148,913	70,253
Trade and other receivables	322,251	215,986	-	-	322,251	215,986
Total anticipated inflows	7,471,164	286,239	-	-	7,471,164	286,239
Net (outflow)/inflow on financial instruments	5,663,689	(736,319)	-	-	5,663,689	(736,319)

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 31. Financial Risk Management (cont.)

c. Market risk

(i) *Interest rate risk*

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group is also exposed to earnings volatility on floating rate instruments.

(ii) *Foreign currency risk*

Exposure to foreign currency risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

With instruments being held by overseas operations, fluctuations in the US dollar may impact on the Group's financial results unless those exposures are appropriately hedged.

Sensitivity analysis

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact of how profit and equity values reported at the end of the reporting period would have been affected by changes in the relevant risk variable that management considers to be reasonably possible.

	Consolidated Group	
	2016	2015
Year Ended 31 December 2016		
+/- 1% in interest rates		
- Profit	+/- 71,489	+/-703
- Equity	+/- 71,489	+/-703

These sensitivities assume that the movement in a particular variable is independent of other variables.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 31. Financial Risk Management (cont.)

Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying amounts as presented in the statement of financial position. Refer to Note 32 for detailed disclosures regarding the fair value measurement of the Group's financial assets and financial liabilities.

	As at 31 December 2016		As at 31 December 2015	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$	\$	\$	\$
Financial assets				
Cash & cash equivalents	7,148,913	7,148,913	70,253	70,253
Trade & other receivables	322,251	322,251	215,986	215,986
Total financial assets	7,471,164	7,471,164	286,239	286,239
Financial liabilities				
Trade & other payables	1,807,475	1,807,475	1,022,558	1,022,558
Total financial liabilities	1,807,475	1,807,475	1,022,558	1,022,558

NOTE 32. Fair Value Measurements

The Group does not subsequently measure any liabilities at fair value on a non-recurring basis.

Fair Value Hierarchy

AASB 13: *Fair Value Measurement* 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	Level 2	Level 3
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.	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.

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 32. Fair Value Measurements (cont.)

Valuation techniques

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 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.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurements as a whole:

- Level 1 – Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities.
- Level 2 – Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly observable).
- Level 3 – Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable).

IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

NOTE 32. Fair Value Measurements (cont.)

The following table represents a comparison between the carrying amounts and fair values of financial assets and liabilities:

	Level	As at 31 December 2016		As at 31 December 2015	
		Carrying amount	Fair value	Carrying amount	Fair value
		\$	\$	\$	\$
Financial assets					
Cash & cash equivalents	1	7,148,913	7,148,913	70,253	70,253
Trade & other receivables	1	322,251	322,251	215,986	215,986
Inventory	1	-	-	12,786	12,786
Other assets	1	1,005,365	1,005,365	39,833	39,833
Financial liabilities					
Trade & other payables	1	1,807,475	1,807,475	1,022,558	1,022,558
Other current liabilities	1	66,542	66,542	565,000	565,000

The following table represents a comparison between the carrying amounts and fair values of non-financial assets and liabilities:

	Level	As at 31 December 2016		As at 31 December 2015	
		Carrying amount	Fair value	Carrying amount	Fair value
		\$	\$	\$	\$
Non-financial assets					
Plant and equipment	2	194,235	194,235	179,300	179,300
Intangibles	3	-	-	1,691,600	1,691,600
Non-financial liabilities					
Provisions	2	69,273	69,273	39,848	39,848

There were no transfers between Level 1 and level 2 for assets and liabilities measured at fair value on a recurring basis during the reporting period (2015: no transfers).

Reconciliation of Recurring Level 3 Fair Value Measurements

Intangibles

	\$
Balance at the beginning of the year	1,691,600
Additions during the year	3,166,801
Gains/(losses) recognised in profit or loss during the year	<u>(4,858,401)</u>
Balance at the end of the year	-

There were no transfers between Level 2 and Level 3 for liabilities measured at fair value on a recurring basis during the reporting period (2015: no transfers).

**IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

NOTE 33. Company Details

The registered office of the company is:

IOT Group Limited
Suite 902, Level 9
100 William Street
East Sydney 2011

The principal place of business is:

IOT Group Limited
Suite 902, Level 9
100 William Street
East Sydney 2011

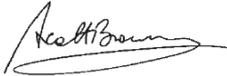
**IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES**

Directors' declaration

In accordance with a resolution of the directors of IOT Group Limited, the directors declare that:

1. The financial statements and notes, as set out on pages 19 to 65, are in accordance with the Corporations Act 2001, and:
 - (a) comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Reporting Standards, and
 - (b) give a true and fair view of the financial position as at 31 December 2016 and of the performance for the year ended on that date of the consolidated group;
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Sydney, dated this 28th day of February 2017



Scott Brown Director



A D Danieli Audit Pty Ltd

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ASIC Registered Number 339233
Audit & Assurance Services

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**Independent Auditor's Report
To the Members of
IOT Group Limited
A.B.N. 66 140 475 921
And Controlled Entities**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of IOT Group Limited, including its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 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, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 31 December 2016 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

-Business combination of the reverse acquisition transaction

On 18 March 2016, the company, formerly named Ardent Resources Limited, completed the 100% acquisition of OK IOT Group Pty Ltd and changed its name to IOT Group Limited. The acquisition of OK IOT Group Pty Ltd resulted in the shareholders of OK IOT Group Pty Ltd obtaining control of the merged entity.

The application of the reverse acquisition guidance contained in AASB 3 has resulted in the Company (the legal parent) being accounted for as the subsidiary and OK IOT Group Pty Ltd being accounted for as the parent entity.

We focused on this transaction because of the value of the judgement involved in the purchase price allocation, the materiality of the transaction and the complicity of the associated accounting treatment and disclosures.

As detailed in Note 3 to the financial reports the acquisition was valued at \$2,257,702. Of which \$1,587,745 was determined to be goodwill. As at 31 December 2016, this goodwill has been impaired in full.

During the course of our audit we evaluated and assessed management's assessment, process and methodology and the accounting treatment of the transaction including detailed testing of specific parts of the transaction and the mathematical accuracy of the information relied upon.

-Goodwill

As detailed above, goodwill of \$1,587,745 was generated through the reverse acquisition of Ardent Resources Limited.

We focused on this balance due to its materiality to the financial reports.

Directors considered impairment at the end of the period and determined that after testing for impairment, goodwill should be impaired in full.

Our audit included reviewing the directors' judgements made during their tests for impairment. This included reviewing and assessing the assumptions made on future sales and expected gross profits as well as reviewing the accounting treatment once impairment was determined.

-Discontinued Operations

During the period, directors reduced the group's scope of operations. As a result, the group had discontinued operations with specific disclosure requirements within the financial reports.

We focused on this area due to the impact the additional disclosure requirements have on the display of the financial reports.

Our audit included reviewing the inherent judgments used in determining individual balances to be included as part of the discontinued operations including checking the mathematical accuracy of the supporting documentation.

-Legal Settlement

During the period the group settled legal proceedings with former director Simon Kantor as detailed in Note 5 to the financial reports.

We focused on this settlement and the resulting accounting treatment due to our assessment of risk.

Our audit included reviewing settlement documentation to confirm the accounting treatment of all settlement payments and to ensure there were no additional contingent liabilities to be considered.

In addition, solicitor representations were obtained from lawyers engaged during the period to ensure there were no other ongoing legal issues we had not been made aware of.

-Research and Development Costs

During the period, the group incurred \$3,163,078 research and development costs of which, \$1,578,691 was capitalised in the 30 June 2016 half yearly financial report.

Directors have determined that the costs incurred since 1 July 2016 should be expensed in line with Australian Accounting Standards. In addition, the capitalised research and development costs capitalised at 30 June 2016 have been fully impaired.

We focused on this area due to the inherent risks associated with the accounting treatment of research and development costs. Additional risks identified included overseas transactions that occurred as part of this research and development.

Our audit included detailed testing of material transactions, discussions with key management personnel and review of various documents and reports produced to satisfy ourselves of appropriate accounting treatment and to comply with accounting standards.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2016, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/Home.aspx>. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13-17 of the directors' report for the year ended 31 December 2016.

In our opinion, the Remuneration Report of IOT Group Ltd., for the year ended 31 December 2016, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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.

A D Danieli Audit Pty Ltd



Sam Danieli
Director

Sydney, 28th of February 2017.

**IOT GROUP LIMITED
ABN 66 140 475 921
AND CONTROLLED ENTITIES**

Additional Information for Listed Public Companies

The shareholder information set out below was applicable as at 20 February 2017.

Substantial shareholders

An extract of the Company's register of substantial shareholders is set out below.

Shareholder	Number of Shares
HSBC Custody Nominees (Australia) Limited	25,284,496
Fontelina Pty Limited	23,143,380
IOT Ventures Trust	23,143,380
Gold Resources Limited	21,638,120
Foster Stockbroking Nominees Pty Limited	21,638,120

Distribution Schedule

SPREAD OF HOLDINGS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUE CAPITAL
1-1,000	109	19,165	0.003%
1,001-5,000	199	881,945	0.119%
5,001-10,000	267	2,157,877	0.291%
10,001-100,000	1,175	52,590,135	7.081%
100,001-999,999,999	647	687,020,783	92.506%
TOTAL	2,397	742,669,905	100%

As at 20 February 2017 there were 648 shareholders with unmarketable parcels of shares.

