



Odin Energy Ltd
14 Emerald Tce
West Perth WA 6005
ABN 75 124 491 416

INTERIM FINANCIAL REPORT

FOR THE HALF YEAR ENDED 30 JUNE 2017

THE INFORMATION CONTAINED IN THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH ODIN ENERGY LTD'S FULL YEAR REPORT FOR THE YEAR ENDED 31 DECEMBER 2016 AND ANY PUBLIC ANNOUNCEMENTS MADE BY THE COMPANY IN ACCORDANCE WITH THE CONTINUOUS DISCLOSURE OBLIGATIONS ARISING FROM THE CORPORATIONS ACT 2001 AND THE ASX LISTING RULES.

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CORPORATE INFORMATION

Directors

Chairman	Alex Bajada
Non-Executive Director/Company Secretary	Roland Berzins
Non-Executive Director	David Ballantyne

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WEST PERTH WA 6005
Telephone: + 618 9429 2900

Postal Address P.O. Box 1779
West Perth WA 6872

Auditors Greenwich & Co Audit Pty Ltd
Level 2, 35 Outram Street
West Perth WA 6005

Solicitors HopgoodGamin
Level 27, Allendale Square
77 St Georges Terrace
Perth WA 6000

Bank National Australia Bank
1232 Hay St
West Perth WA 6005

Stock exchange listings Odin Energy Limited shares are listed on the Australian
Stock Exchange under the code ODN

Website Address www.odinenergy.com.au

DIRECTORS' REPORT

Your directors present their report of Odin Energy Ltd (or “the Company”) and its controlled entities (“the Group” or “consolidated entity”) for the period ended 30 June 2017.

DIRECTORS

The following persons have been directors of Odin Energy Ltd during the half year and up to and including the date of this report.

Alex Bajada	(Chairman)
Roland Berzins	(Director / Company Secretary)
David Ballantyne	(Director)

PRINCIPAL ACTIVITIES

The principal activity of the Company during this financial period has been on the proposed acquisition of gridComm. Due to market conditions in the commodities and exploration sector which made it difficult to raise funds to continue to explore the oil and gas tenements held, the Company is proposing to change the historical activities of the Company from oil and gas production to the gridComm Solution developed for the Internet of Things (IOT).

OPERATING RESULTS

The net operating loss of the Group for the half-year ended 30 June 2017 after income tax amounted to \$20,663 (Half Year to 30 June 16: profit \$534,292).

DIVIDENDS PAID OR RECOMMENDED

No dividend was paid or declared during the period and the Directors do not recommend the payment of a dividend.

REVIEW OF OPERATIONS

Operational Overview

The Company completed the disposal of Kilgore Exploration Inc (KEI) in April 2016, following receipt of shareholder approval for the disposal at the general meeting of the Company held on 13 January 2016. The disposal allows the Company to focus fully on the gridComm transaction.

Corporate Overview

The Company has entered into the Securities Sale Agreements to acquire 94% of the issued capital in gridComm, via the proposed acquisition of 100% of the issued capital of Austasia (“the Proposed Acquisition”). The Proposed Acquisition will result in a significant change to the nature and scale of the Company’s activities.

The completion of the Austasia Securities Sale Agreement is inter-conditional and dependent on the completion of the gridComm Securities Sale Agreement. The Austasia Acquisition allows the Company to acquire gridComm as part of its overall strategy to develop the gridComm Solution. gridComm is a smart city-focused company that creates a network over a city's power lines to enable street light control and sensor data communications with its power line networking solution which is focused primarily on Asian business, with projects in China, Singapore and Indonesia.

Opportunities

The proposed acquisition of gridComm Pte Ltd is an opportunity for the Company to expand its activities and markets.

SIGNIFICANT EVENTS AFTER BALANCE DATE

The ASX has determined that the Proposed Acquisition constitutes a significant change in the nature and scale of the Company's activities. Pursuant to ASX Listing Rule 11.1.3, the ASX required the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List.

On Completion of the Proposed Acquisition, the Company will focus on marketing, distribution and development the gridComm Solution and such other opportunities in the Internet of Things ("IoT") sector.

The prospectus associated with these matter has been lodged with the ASIC and ASX.

AUDITOR'S INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires the consolidated entity's auditors, Greenwich & Co Audit Pty Ltd to provide the directors with a written Independence Declaration in relation to their review of the financial report for the period ended 30 June 2017. The written Auditor's Independence Declaration can be found on page 4 and forms part of this Director's Report.

Signed in accordance with a resolution of the Directors.



A BAJADA

Chairman

Perth, 26 November 2018



Auditor's Independence Declaration

To those charged with the governance of Odin Energy Limited

As auditor for the review of Odin Energy Limited for the half-year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been:

- (i) no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the review.

Greenwich & Co Pty Ltd

Greenwich & Co Audit Pty Ltd

Nicholas Hollens

Nicholas Hollens
Managing Director

26 November 2018
Perth

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 30 JUNE 2017**

	Notes	Company	Group
		Half-Year ended 30 June 2017 \$	Half-Year ended 30 June 2016 \$
Continuing operations			
Accounting and audit expenses		11,327	8,040
Consultancy expenses		(7,000)	176,623
Legal expenses		6,616	86,332
Regulatory expenses		3,878	38,129
Travel expenses		5,701	17,681
Administrative expenses		141	223,724
Impairment expense		-	39,019
Loss before income tax from continuing operations		20,663	589,548
Income tax expense		-	-
Loss after income tax from continuing operations		20,663	5589,548
(Profit) from discontinuing operations	7	-	(1,123,840)
Loss/(profit) from all operations after income tax		20,663	(534,292)
Other comprehensive income		-	-
Total comprehensive loss/(income) for the half year		20,663	(534,292)
Loss/(profit) per share from continuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted loss per share (cents)	9b	0.13	(0.11)
Loss/(Profit) per share from continuing and discontinuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted loss/(profit) per share (cents)	9b	0.13	(0.11)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income above should be read in conjunction with the notes to the Half-Year Financial Statements.

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017

		Company	Company
		30 June 2017	31 December
	Notes	A\$	2016 A\$
Assets			
Current Assets			
Cash and cash equivalents		88,379	134,972
Trade and other receivables		296,515	182,379
Total current assets		384,894	317,351
Total assets		384,894	317,351
Current liabilities			
Trade and other payables	8	3,046,639	2,938,937
Borrowings		227,709	198,274
Other-share subscription monies received		12,085,000	113,903
Total current liabilities		15,359,348	3,251,114
Total liabilities		15,359,348	3,251,114
Net (liabilities)		(14,974,454)	(2,933,763)
Equity			
Contributed Equity		3,727,059	15,747,058
Accumulated losses		(18,701,513)	(18,680,821)
Total Equity		(14,974,454)	(2,933,763)

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

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 30 JUNE 2017**

	Company	Group
	Half-Year ended 30 June 2017	Half-Year ended 30 June 2016
	\$	\$
Cash flows from operating activities		
Payments to suppliers and employees	(103,232)	(486,357)
Net cash (used in) operating activities	<u>(103,232)</u>	<u>(486,357)</u>
Cash flows from investing activities		
Loans from/(to) other entities	-	(194,000)
Net cash flows (used in) financing activities	<u>-</u>	<u>(194,000)</u>
Cash flows from financing activities		
Proceeds from issue of capital	65,000	633,414
Proceeds from borrowings	123,096	50,000
Net cash flows provided by financing activities	<u>188,096</u>	<u>683,414</u>
Net decrease/(increase) in cash and cash equivalents	84,864	3,057
Cash and cash equivalents at the beginning of the financial period	<u>3,515</u>	<u>458</u>
Cash and cash equivalents at the end of the financial period	<u>88,379</u>	<u>3,515</u>

The above Consolidated Statement of Cash flows should be read in conjunction with the notes to the Half-Year Financial Statements.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 30
JUNE 2017**

**For the half-year ended
30 June 2017**

	Issued capital \$	Foreign exchange reserve \$	Accumulated losses \$	TOTAL \$
Balance at the beginning of the period 1 January 2017	15,747,058	-	(18,680,850)	(2,933,792)
(Loss) for the period	-	-	(20,663)	(20,663)
Total comprehensive income for the half year	-	-	(20,663)	(20,663)
Transactions with owners in their capacity of owners				
Issue of share capital	(12,019,999)	-	-	(12,019,999)
Total transactions with owners	(12,019,999)	-	-	(12,019,999)
Balance as at 30 June 2017	3,727,059	-	(18,701,513)	(14,974,454)

**For the half-year ended
30 June 2016**

	Issued capital \$	Foreign exchange reserve \$	Accumulated losses \$	TOTAL \$
Balance at the beginning of the period 1 January 2016	14,868,644	(271,353)	(18,473,126)	(3,875,835)
Profit for the period	-	-	534,292	534,292
Other comprehensive income	-	271,353	-	271,353
Total comprehensive income for the half year	-	271,353	534,292	805,645
Transactions with owners in their capacity of owners				
Issue of share capital	878,415	-	-	878,415
Total transactions with owners	878,415	-	-	878,415
Balance as at 30 June 2016	15,747,059	-	(17,938,834)	(2,191,775)

The above Consolidated Statement of Changes in Equity above should be read in conjunction with the notes to the Half-Year Financial Statements.

NOTES TO THE CONSOLIDATED HALF -YEAR FINANCIAL REPORT

1. REPORTING ENTITY

Odin Energy Limited (“Odin” or the “Company”) is a for profit company domiciled in Australia. The consolidated interim financial statements of the Company as at, and for the half year ending 30 June 2017 comprise the Company and its subsidiaries (“Group” or “consolidated entity”). The Company disposed all of its subsidiaries during the year ended 31 December 2016, so the current half-year figures comprise the Company only.

The consolidated annual financial statements of the consolidated entity as at and for the year ended 31 December 2016 is available upon request from Odin’s website www.odinenergy.com.au, the ASX website or the companies registered office at 14 Emerald Tce West Perth WA 6005.

2. BASIS OF REPARATION OF HALF – YEARLY REPORT

Statement of Compliance

These half year financial statements are general purpose financial statements for the half-year reporting period ended 30 June 2017, and have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2016. These half year financial statements comply with IAS 34 *Interim Financial Reporting*. These half year financial statements were approved by the Board of Directors on 26 November 2018.

3. Significant Accounting Policies

All accounting policies applied by the Group in these half-year financial statements are the same as those applied by the Group in its consolidated financial statements as at, and for the year ending 31 December 2016.

4. Estimates

The preparation of these half year financial statements require management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these half year financial statements the significant judgements made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial report for the year ending 31 December 2016.

These half year financial statements have been prepared on the basis of historical cost. Cost is based on the fair value of consideration given in the exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of these half year financial statements are consistent with those adopted and disclosed in the Company’s 2016 annual

reporting for the financial year ended 31 December 2016. These accounting policies are consistent with Australian Accounting Standards and International Financial Reporting Standards.

5. SEGMENT INFORMATION

The Company currently only operates in Australia. It currently has no operational businesses, and therefore, no current business segment. Should it finalise the acquisition of gridComm the new group will operate in the technology sector, enabling data communications across existing power grid systems in cities to achieve control and cost savings not previously considered possible.

6. GOING CONCERN

These half year financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group has incurred a net loss after tax for the half year ended 30 June 2017 of \$20,663 (half year ended 30 June 2016: profit: \$534,292) and experienced net cash outflows from operations of \$103,232 (half year ended 30 June 2016: \$486,357). As at 30 June 2017, the Company had net liabilities of \$14,974,454 (31 December 2016: net liabilities of \$2,933,763). These conditions indicate uncertainty that may cast significant doubt as to whether the Company will be able to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in these financial statements.

During the 2016 financial year, the Company was successful in obtaining shareholder approval for the disposal of Kilgore Exploration Inc (“KEI”) which eliminated substantial liabilities from the balance sheet. In addition to this, and the writebacks and conditional conversions to equity outlined above, the directors believe that there are sufficient funding strategies and alternatives to meet the Company’s small working capital requirements and believe the Company will be able to raise funds in the future. The directors have reviewed the business outlook and are of the opinion that the use of the going concern basis of accounting is appropriate, especially with the potential acquisition of gridComm. As such, the directors believe that they will continue to be successful in securing additional funds as and when the need to raise working capital arises in order for the Company to pay its debts as and when they fall due for at least one year from the date of this half year financial report.

Effective 31st December 2017 a significant number of creditors agreed to write off the majority of their debts, totalling in excess of \$1.5 million. The same creditors also agreed to convert the balance of what they were owed (excluding GST), being slightly over \$1.1 million as at 31st December 2017, into fully paid ordinary shares at an agreed value of 10 cents per share, subject to the Company obtaining re-admission to official quotation on ASX. Shareholder approval will be required for this proposed issue of shares. These debt arrangements continue the balance sheet clean-up which was started with the disposal of the Company’s oil and gas assets in the 2016 financial year. The vast majority of the \$1.5 million that was written back at 31 December 2017, and of the \$1.1 million proposed conditional conversion to equity are included in the liabilities figures as at 30 June 2017.

The major shareholders, the directors and related entities remain committed to ensuring the Company remains a going concern. This is evidenced by the debt arrangements referred to above.

However, the directors recognise that the ability of the Company to continue as a going concern and to pay its debts as and when they fall due is dependent on the ability of the Company to securing additional funding through either the issue of further shares, options and/or convertible notes.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different from those stated in this half year financial report.

This half year financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

7. PROFIT FROM DISCONTINUING OPERATIONS

The Company's US subsidiary, KEI, was disposed of in the prior financial half year, effective April 2016. The profit from discontinued operations in the prior financial half year reflects the significant liabilities in KEI that were effectively removed from the Groups statement of financial position at this time.

8. TRADE AND OTHER PAYABLES

As noted elsewhere in this report, and effective 31 December 2017, a significant number of parties agreed to write off amounts owed to them by the Company, totalling in excess of \$1.5 million, which is excluding the GST component which the Company can recover. The same creditors also agreed to convert the balance of what they were owed (excluding GST), being slightly over \$1.1 million as at 31st December 2017, into fully paid ordinary shares at an agreed value of 10 cents per share, subject to the Company obtaining re-admission to official quotation on ASX.

9. EQUITY SECURITIES ISSUED

A/ The movements in Ordinary Shares during the half year ended 30 June 2017 were as follows:

Fully Paid Ordinary (FPO) shares	Company	Group
	June 2017 # of FPO	June 2016 # of FPO
Opening balance 1 January	16,077,448	265,077,968
Convertible notes converted 13 Jan 2016	-	245,000,000
Rights Issue – Subscription entitlement taken up 20 Jan 2016	-	28,267,519
Rights Issue – Shortfall taken up 4 Feb 2016	-	24,344,083
Closing balance 30 June	16,077,448	562,689,570

The Company does not have authorised capital or par value in respect of its issued shares. The holders of ordinary shares are entitled to receive dividends if declared and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regard to the Company's residual assets.

As at 30 June 2017, the Company had nil options on issue (31 December 2016 : Nil).

There were no movements in Converting Preference Shares during the half-year ended 30 June 2017.

B/ On 8 September 2016, the Company completed a consolidation of its securities (562,689,570), on a 35 to 1 basis. For consistency, the earnings per share for the half year ended 30 June 2016 disclosed in the consolidated statement of profit or loss and other comprehensive income have been restated as if the share consolidation occurred on 1 January 2016. Thus, the earnings per share for both the half year ended 30 June 2017 and the half year ended 30 June 2016 are shown on a post consolidation of capital basis.

10. COMMITMENTS AND CONTINGENT LIABILITIES

There were no commitments as at 30 June 2017.

There is a success fee due to AAG Management Pty Ltd ("AAG"), should the gridComm transaction (or another transaction introduced by AAG) proceed, of \$250,000 (net of GST).

11. EVENTS SUBSEQUENT TO BALANCE DATE

On 30th August 2017, 12th January 2018, 8th March 2018 and 18th May 2018 the Company provided updates to the market predominantly on gridComm's Asian activities in Vietnam, Indonesia, Hong Kong, and Singapore, but also on its activities in South Africa as well. These announcements also dealt with the following new product developments:

- The SLC 500 SN, a hybrid power communication smart light controller which can operate through power line or wireless channels; and
- DPS, a combination of the gridComm digital power supply with its proven, reliable high noise immunity data communications.

Effective 31st December 2017 a significant number of creditors agreed to write off the majority of their debts totalling in excess of \$1.5 million. The same creditors also agreed to convert the balance of what they were owed, being slightly over \$1.1 million as at 31st December 2017, into fully paid ordinary shares at an agreed value of 10 cents per share, subject to the Company obtaining re-admission to official quotation on ASX. Shareholder approval will be required for this proposed issue of shares. These debt arrangements continue the balance sheet clean-up which was started with the disposal of the Company's oil and gas assets in the 2016 financial year.

**DIRECTORS DECLARATION
FOR THE HALF-YEAR ENDED 30 JUNE 2017**

In the opinion of the directors of Odin Energy Limited (“the Company”):

1. the financial statements and notes set out on pages 5 to 12:
 - (a) giving a true and fair view of the financial position of the Company as at 30 June 2017 and of its performance, as represented by the results of its operations and cash flows for the half year ended on that date; and
 - (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors.



.....
Alex Bajada
Director

Dated at PERTH this 26 day of November 2018.

Independent Auditor's Review Report

To the members of Odin Energy Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Odin Energy Limited, which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of Odin Energy Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors' determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of Odin Energy Limited's financial position as at 30 June 2017 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Odin Energy Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Odin Energy Limited is not in accordance with the *Corporations Act 2001* including:

- (i) giving a true and fair view of the Odin Energy Limited's financial position as at 30 June 2017 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Emphasis of matter - Inherent uncertainty regarding continuation as a going concern

Without modifying our conclusion, we draw attention to Note 6, which outlines that the going concern basis is dependent upon the ability of Odin Energy Limited to raise additional capital in the form of equity, the continued financial support of current creditors and/or completion of the acquisition of gridComm Pte Ltd.

As a result, there is material uncertainty related to events or conditions that may cast significant doubt on Odin Energy Limited's ability to continue as a going concern, and therefore whether it will realise its asset and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Greenwich → (o Pty Ltd)

Greenwich & Co Audit Pty Ltd

Nicholas Hollens

Nicholas Hollens
Managing Director

26 November 2018
Perth