

1. Company details

Name of entity:	1st Available Ltd
ABN:	25 138 897 533
Reporting period:	For the year ended 30 June 2015
Previous period:	For the year ended 30 June 2014

2. Results for announcement to the market

			\$
Revenues from ordinary activities	up	203.4% to	301,062
Loss from ordinary activities after tax attributable to the owners of 1st Available Ltd	up	42.8% to	(3,309,803)
Loss for the year attributable to the owners of 1st Available Ltd	up	42.8% to	(3,309,803)

Dividends

There were no dividends paid, recommended or declared during the current financial period.

Comments

The loss for the Group after providing for income tax amounted to \$3,309,803 (30 June 2014: \$2,317,301).

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	3.90	0.47

The net tangible assets per ordinary share amount is calculated based on 77,892,451 ordinary shares on issue as at 30 June 2015 and 44,116,089 ordinary shares that would have been in existence had the share consolidation occurred as at 30 June 2014.

4. Control gained over entities

Refer to note 8 to the Preliminary Financial Report, 'Business Combinations', for details of entities over which control has been gained during the financial year.

5. Dividends

Current period

There were no dividends paid, recommended or declared during the current financial period.

Previous period

There were no dividends paid, recommended or declared during the previous financial period.

6. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements are in the process of being audited.

7. Attachments

Details of attachments (if any):

The Preliminary Financial Report of 1st Available Ltd for the year ended 30 June 2015 is attached.

8. Signed



Signed _____

Date: 31 August 2015

Trevor Matthews
Chairman
Sydney

1st Available Ltd

ABN 25 138 897 533

Preliminary Financial Report - 30 June 2015

1st Available Ltd
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2015



		Consolidated	
		2015	
	Note	(unaudited)	2014
		\$	\$
Revenue	3	301,062	99,229
Expenses			
Advertising and marketing expenses		(240,202)	(456,880)
Professional and consulting fees		(474,829)	(535,426)
Operations and administration expenses		(577,310)	(542,973)
Employee benefits		(1,473,258)	(1,034,263)
Depreciation and amortisation expenses		(431,238)	(286,990)
Transaction cost on initial public offering		(725,683)	-
Finance costs		(108,345)	(133,675)
Loss before income tax benefit		(3,729,803)	(2,890,978)
Income tax benefit	2	420,000	573,677
Loss after income tax benefit for the year attributable to the owners of 1st Available Ltd		(3,309,803)	(2,317,301)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of 1st Available Ltd		<u>(3,309,803)</u>	<u>(2,317,301)</u>
		Cents	Cents
Basic earnings per share	10	(6.40)	(6.26)
Diluted earnings per share	10	(6.40)	(6.26)

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

1st Available Ltd
Statement of financial position
As at 30 June 2015



		Consolidated	
		2015	
	Note	(unaudited)	2014
		\$	\$
Assets			
Current assets			
Cash and cash equivalents		3,422,549	381,823
Trade and other receivables		199,282	126,452
R&D tax claim receivable		420,000	573,677
Other		154,407	74,776
Total current assets		<u>4,196,238</u>	<u>1,156,728</u>
Non-current assets			
Property, plant and equipment	4	72,140	41,430
Intangibles	5	6,553,868	1,240,159
Total non-current assets		<u>6,626,008</u>	<u>1,281,589</u>
Total assets		<u>10,822,246</u>	<u>2,438,317</u>
Liabilities			
Current liabilities			
Trade and other payables		887,608	437,754
Borrowings		-	463,846
Employee benefits		192,976	91,268
Total current liabilities		<u>1,080,584</u>	<u>992,868</u>
Non-current liabilities			
Other payables		148,594	-
Total non-current liabilities		<u>148,594</u>	<u>-</u>
Total liabilities		<u>1,229,178</u>	<u>992,868</u>
Net assets		<u>9,593,068</u>	<u>1,445,449</u>
Equity			
Issued capital	6	16,016,235	6,578,106
Reserves	7	2,033,610	14,317
Accumulated losses		<u>(8,456,777)</u>	<u>(5,146,974)</u>
Total equity		<u>9,593,068</u>	<u>1,445,449</u>

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

1st Available Ltd
Statement of changes in equity
For the year ended 30 June 2015



Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2013	3,602,516	14,317	(2,829,673)	787,160
Loss after income tax benefit for the year	-	-	(2,317,301)	(2,317,301)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(2,317,301)	(2,317,301)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 6)	2,975,590	-	-	2,975,590
Balance at 30 June 2014	<u>6,578,106</u>	<u>14,317</u>	<u>(5,146,974)</u>	<u>1,445,449</u>
Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2014	6,578,106	14,317	(5,146,974)	1,445,449
Loss after income tax benefit for the year	-	-	(3,309,803)	(3,309,803)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(3,309,803)	(3,309,803)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 6)	7,477,812	-	-	7,477,812
Share-based payments	-	840,530	-	840,530
Transfer on conversion of convertible note (note 7)	14,317	(14,317)	-	-
Shares/options issued on acquisition of subsidiaries (note 8)	1,946,000	1,193,080	-	3,139,080
Balance at 30 June 2015	<u>16,016,235</u>	<u>2,033,610</u>	<u>(8,456,777)</u>	<u>9,593,068</u>

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

		Consolidated	
		2015	
	Note	(unaudited)	2014
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		316,861	87,714
Payments to suppliers and employees (inclusive of GST)		(2,116,860)	(2,664,808)
Interest received		13,017	9,884
Interest and other finance costs paid		(46,662)	(94,077)
Payments towards IPO costs and acquisition costs of subsidiaries		(605,657)	-
Income taxes refunded		573,677	593,309
		<u> </u>	<u> </u>
Net cash used in operating activities		(1,865,624)	(2,067,978)
Cash flows from investing activities			
Payment for purchase of subsidiaries, net of cash acquired	8	(1,544,610)	-
Payments for property, plant and equipment		(49,762)	(21,541)
Payments for intangibles		(551,486)	(611,513)
Proceeds from release of security deposits		-	3,030
		<u> </u>	<u> </u>
Net cash used in investing activities		(2,145,858)	(630,024)
Cash flows from financing activities			
Proceeds from issue of shares, net of transaction costs	6	7,052,208	2,975,590
Issue of convertible notes		-	65,000
Redemption of convertible notes		-	(65,000)
		<u> </u>	<u> </u>
Net cash from financing activities		7,052,208	2,975,590
Net increase in cash and cash equivalents		3,040,726	277,588
Cash and cash equivalents at the beginning of the financial year		381,823	104,235
		<u> </u>	<u> </u>
Cash and cash equivalents at the end of the financial year		<u><u>3,422,549</u></u>	<u><u>381,823</u></u>

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

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation

Historical cost convention

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

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of 1st Available Ltd ('Company' or 'parent entity') as at 30 June 2015 and the results of all subsidiaries for the year then ended. 1st Available Ltd and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Subscription fees

Subscription fees are recognised as revenue as the services are rendered, in accordance with the terms and conditions of the subscription agreement.

Note 1. Significant accounting policies (continued)

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

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

Note 1. Significant accounting policies (continued)

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 90 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment over their expected useful lives as follows:

Leasehold improvements	five years
Plant and equipment	five years
Computer equipment	four years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of ten years.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of five years.

Note 1. Significant accounting policies (continued)

Technology platform

Significant costs associated with technology platform are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of five years.

Marketing strategy report

Marketing strategy costs are capitalised as an asset and amortised on a straight-line basis over the period of their expected benefit, being their finite useful life of three years.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

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

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Note 1. Significant accounting policies (continued)

Other long-term employee benefits

The liability for annual leave, long service leave and other employee benefits not expected to be settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 1. Significant accounting policies (continued)

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital

Ordinary shares are classified as equity.

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

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Note 1. Significant accounting policies (continued)

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of 1st Available Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

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

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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 tax authority is included in other receivables or other 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 tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Comparatives

Comparatives in the statement of profit or loss and other comprehensive income and statement of financial position have been realigned to current year presentation. There has been no effect on the loss for the comparative year or net assets of the Group.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2015. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. New hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. The Group will adopt this standard from 1 July 2018 and the impact of its adoption is not likely to be material.

AASB 15 Revenue from Contracts with Customers

This standard is currently applicable to annual reporting periods beginning on or after 1 January 2017. Exposure Draft (ED 263) 'Effective Date of AASB 15' proposes to defer the application date by one year (1 January 2018). The standard provides a single standard for revenue recognition. 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 those goods or services. The Group expects to adopt this standard from 1 July 2018, assuming ED 263 is adopted and the impact of its adoption is not likely to be material.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. 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 next annual reporting period but may impact profit or loss and equity.

Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Group has not yet completed or lodged its claim to the Australian Tax Office in respect of a research and development tax offset. The current benefit included in the financial statements is based upon internal estimates and preliminary work carried out in conjunction with the Group's external adviser which assumes that the majority of technical/development team labour cost will be categorised as eligible research and development expenditure, as it has been in past year's approved claims, however final calculations may vary based on completing a full investigation and confirmation of eligible activities and expenses.

Business combinations

As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Note 3. Revenue

	Consolidated 2015 (unaudited) \$	2014 \$
<i>Sales revenue</i>		
Subscription fees	288,046	89,345
<i>Other revenue</i>		
Interest	13,016	9,884
Revenue	<u>301,062</u>	<u>99,229</u>

Note 4. Non-current assets - property, plant and equipment

	Consolidated 2015 (unaudited) \$	2014 \$
Leasehold improvements - at cost	9,925	14,657
Less: Accumulated depreciation	(267)	(6,718)
	<u>9,658</u>	<u>7,939</u>
Plant and equipment - at cost	61,889	38,449
Less: Accumulated depreciation	(25,111)	(16,673)
	<u>36,778</u>	<u>21,776</u>
Computer equipment - at cost	39,125	19,762
Less: Accumulated depreciation	(13,421)	(8,047)
	<u>25,704</u>	<u>11,715</u>
	<u>72,140</u>	<u>41,430</u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Leasehold improvements \$	Plant and equipment \$	Computer equipment \$	Total \$
Balance at 1 July 2013	-	27,988	11,322	39,310
Additions	14,657	1,416	5,468	21,541
Disposals	-	-	(663)	(663)
Depreciation expense	(6,718)	(7,628)	(4,412)	(18,758)
Balance at 30 June 2014	7,939	21,776	11,715	41,430
Additions	14,470	15,929	19,363	49,762
Additions through business combinations (note 8)	-	7,511	-	7,511
Disposals	(4,630)	-	-	(4,630)
Depreciation expense	(8,121)	(8,438)	(5,374)	(21,933)
Balance at 30 June 2015	<u>9,658</u>	<u>36,778</u>	<u>25,704</u>	<u>72,140</u>

Note 5. Non-current assets - intangibles

	Consolidated 2015 (unaudited) \$	2014 \$
Goodwill - at cost	5,145,551	-
Patents and trademarks - at cost	34,780	17,883
Less: Accumulated amortisation	(2,454)	(1,697)
	<u>32,326</u>	<u>16,186</u>
Software - at cost	-	3,261
Less: Accumulated amortisation	-	(1,606)
	<u>-</u>	<u>1,655</u>
Technology platform - at cost	2,136,317	1,574,831
Less: Accumulated amortisation	(760,326)	(403,366)
	<u>1,375,991</u>	<u>1,171,465</u>
Marketing strategy report - at cost	92,273	92,273
Less: Accumulated amortisation	(92,273)	(41,420)
	<u>-</u>	<u>50,853</u>
	<u><u>6,553,868</u></u>	<u><u>1,240,159</u></u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill \$	Patents and trademarks \$	Software \$	Technology platform \$	Marketing strategy report \$	Total \$
Balance at 1 July 2013	-	16,944	2,403	808,224	69,307	896,878
Additions	-	-	54	611,459	-	611,513
Amortisation expense	-	(758)	(802)	(248,218)	(18,454)	(268,232)
Balance at 30 June 2014	-	16,186	1,655	1,171,465	50,853	1,240,159
Additions	-	-	-	551,486	-	551,486
Additions through business combinations (note 8)	5,145,551	16,897	-	10,000	-	5,172,448
Disposals	-	-	(920)	-	-	(920)
Amortisation expense	-	(757)	(735)	(356,960)	(50,853)	(409,305)
Balance at 30 June 2015	<u><u>5,145,551</u></u>	<u><u>32,326</u></u>	<u><u>-</u></u>	<u><u>1,375,991</u></u>	<u><u>-</u></u>	<u><u>6,553,868</u></u>

Note 5. Non-current assets - intangibles (continued)

Impairment testing for goodwill

Goodwill acquired through business combinations have been allocated to the following cash-generating units ('CGU'):

	Consolidated	
	2015	2014
	(unaudited)	(unaudited)
	\$	\$
CGU 1: Corporate and Government	4,266,868	-
CGU 2: Private Practice	878,683	-
Total Goodwill	<u>5,145,551</u>	<u>-</u>

The recoverable amount of each CGU has been determined by a value-in-use calculation using a discounted cash flow model.

Key assumptions used for impairment assessment

The following key assumptions were used in the discounted cash flow model for all CGU:

- (a) 15.88% pre-tax discount rate;
- (b) Sales and direct cost of sales were forecast based on current levels; and
- (c) Overheads were forecast based on current levels adjusted for inflationary increases.

Sensitivity analysis

As disclosed in note 2, management have made judgements and estimates in respect of impairment testing of goodwill and other indefinite life intangibles. Should these judgements and estimates not occur the resulting carrying amount may decrease.

For both CGU, any reasonable change in the key assumptions on which the recoverable amount is based would not cause the CGU carrying amount to exceed its recoverable amount.

Note 6. Equity - issued capital

	2015	Consolidated	2015	2014
	(unaudited)	2014	(unaudited)	(unaudited)
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>77,892,451</u>	<u>441,160,892</u>	<u>16,016,235</u>	<u>6,578,106</u>

Capital raising and share consolidation

The Company completed an initial public offering ('IPO') on 9 June 2015. Prior to undertaking the IPO, the share capital of the Company underwent a share consolidation of 1 new share for 10 existing shares.

Note 6. Equity - issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	\$
Balance	1 July 2013	319,459,207	3,602,516
Issue of shares	1 July 2013	1,200,000	26,880
Issue of shares	16 August 2013	48,321,749	1,430,976
Issue of shares	24 April 2014	74,054,793	1,658,827
Issue of shares	12 May 2014	4,465,143	100,019
Issue of shares	26 May 2014	670,000	15,008
Cancellation of shares		(7,010,000)	-
Share issue transaction costs, net of tax		-	(256,120)
Balance	30 June 2014	441,160,892	6,578,106
Issue of shares for raising in 2014	1 July 2014	6,419,541	-
Issue of shares	7 August 2014	133,929	3,000
Issue of shares	4 September 2014	133,929	3,000
Issue of shares	27 October 2014	42,076,607	942,517
Issue of shares - in lieu of Directors fees	29 October 2014	2,321,428	52,000
Share consolidation - 1 for 10	17 December 2014	(443,021,655)	-
Issue of shares	27 February 2015	5,115,858	1,145,952
Issue of shares	23 April 2015	1,000,000	224,000
Issue of shares - IPO capital raising	29 May 2015	15,146,301	5,301,207
Issue of shares on conversion of convertible notes	29 May 2015	1,845,621	502,457
Transfer from convertible note reserve	29 May 2015	-	14,317
Issue of shares on acquisition of subsidiaries (note 8)	29 May 2015	5,560,000	1,946,000
Share issue transaction costs, net of tax		-	(696,321)
Balance	30 June 2015	<u>77,892,451</u>	<u>16,016,235</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Group's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment.

Note 7. Equity - reserves

	Consolidated 2015 (unaudited) \$	2014 \$
Share-based payments reserve	840,530	-
Convertible note reserve	-	14,317
Acquisition reserve	1,193,080	-
	<u>2,033,610</u>	<u>14,317</u>

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Convertible note reserve

The reserve is used to recognise the equity component of the compound financial instrument.

Acquisition reserve

The reserve is used to recognise equity benefits provided to the vendors on acquisition of subsidiaries. This includes fair value of shares and options which is expected to be converted into issued capital in future.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Convertible note \$	Share based payment \$	Acquisition reserve \$	Total \$
Balance at 1 July 2013	14,317	-	-	14,317
Balance at 30 June 2014	14,317	-	-	14,317
Transfer to issued capital	(14,317)	-	-	(14,317)
Share-based payments expense	-	840,530	-	840,530
Shares to be issued on acquisition of subsidiaries (note 8)	-	-	788,571	788,571
Contingent consideration (options) on acquisition of subsidiaries (note 8)	-	-	404,509	404,509
Balance at 30 June 2015	<u>-</u>	<u>840,530</u>	<u>1,193,080</u>	<u>2,033,610</u>

Note 8. Business combinations

GObokings Systems Pty Limited

On 29 May 2015, the Group acquired 100% of the ordinary shares of GObokings Systems Pty Limited (referred to as 'GObokings') for the total fair value of consideration of \$4,404,594. This business provides online booking services for corporate and government entities. GObokings was acquired to grow the revenue and profitability of the Group. The goodwill of \$4,266,868 represents the synergies expected to be obtained by the Group from this acquisition. The acquired business contributed revenues of \$77,068 and profit before tax of \$64,812 to the Group for the period from 29 May 2015 to 30 June 2015. If the acquisition occurred on 1 July 2014, the full year contributions* would have been revenues of \$1,069,827 and profit of \$75,948.

The values identified in relation to the acquisition are provisional as at 30 June 2015.

Note 8. Business combinations (continued)

Clinic Connect Pty Limited

On 29 May 2015, the Group acquired 100% of the ordinary shares of Clinic Connect Pty Limited (referred to as 'Clinic Connect') for the total fair value of consideration of \$706,846. This business provides online booking services to private practices including healthcare providers and veterinarians. Clinic Connect was acquired to grow the revenue and profitability of the Group. The goodwill of \$681,328 represents the synergies expected to be obtained by the Group from this acquisition. The acquired business contributed revenues of \$22,048 and profit before tax of \$17,672 to the Group for the period from 29 May 2015 to 30 June 2015. If the acquisition occurred on 1 July 2014, the full year contributions* would have been revenues of \$226,630 and loss of \$95,394.

The values identified in relation to the acquisition are provisional as at 30 June 2015.

DocAppointment.com.au Pty Limited

On 29 May 2015, the Group acquired 100% of the ordinary shares of DocAppointment.com.au Pty Limited (referred to as 'Doc Appointment') for the total consideration of \$220,000. This business provides online booking services to private healthcare practices. Doc Appointment was acquired to grow the revenue and profitability of the Group. The goodwill of \$197,355 represents the synergies expected to be obtained by the Group from this acquisition. The acquired business contributed revenues of \$9,257 and profit before tax of \$2,469 to the Group for the period from 29 May 2015 to 30 June 2015. If the acquisition occurred on 1 July 2014, the full year contributions* would have been revenues of \$104,078 and profit of \$20,113.

The values identified in relation to the acquisition are provisional as at 30 June 2015.

* Note: For period prior to acquisition, the financial information disclosed has been provided by the relevant entity and have not been audited or verified and may have applied different accounting treatments and policies to those used by the Group.

Note 8. Business combinations (continued)

Details of the acquisitions are summarised as follows:

	GObookings	Clinic Connect	Doc Appointment	Total
	Fair value \$	Fair value \$	Fair value \$	Fair value \$
Cash and cash equivalents	171,738	4,313	9,339	185,390
Trade receivables	88,290	20,330	37,356	145,976
Income tax refund due	5,823	-	-	5,823
Other receivables	13,338	687	-	14,025
Plant and equipment	5,012	-	2,499	7,511
Patents and trademarks	16,689	208	-	16,897
Technology platform	-	10,000	-	10,000
Security deposits	2,520	-	-	2,520
Trade payables	(7,269)	-	-	(7,269)
Employee benefits	(104,364)	-	-	(104,364)
Accrued expenses	(39,881)	(10,020)	(3,263)	(53,164)
Revenue received in advance	(14,170)	-	(23,286)	(37,456)
Net assets acquired	137,726	25,518	22,645	185,889
Goodwill	4,266,868	681,328	197,355	5,145,551
Acquisition-date fair value of the total consideration transferred	<u>4,404,594</u>	<u>706,846</u>	<u>220,000</u>	<u>5,331,440</u>
Representing:				
Cash paid to vendor	1,550,000	-	180,000	1,730,000
1st Available Ltd shares issued to vendor	1,750,000	156,000	40,000	1,946,000
Deferred consideration	316,023	-	-	316,023
1st Available Ltd shares to be issued to vendors	788,571	-	-	788,571
Contingent consideration - equity settled	-	404,509	-	404,509
Contingent consideration - cash settled	-	146,337	-	146,337
	<u>4,404,594</u>	<u>706,846</u>	<u>220,000</u>	<u>5,331,440</u>
Acquisition costs expensed to profit or loss	<u>40,160</u>	<u>16,687</u>	<u>13,303</u>	<u>70,150</u>
Cash used to acquire businesses, net of cash acquired:				
Cash paid to vendor	1,550,000	-	180,000	1,730,000
Less: cash and cash equivalents	(171,738)	(4,313)	(9,339)	(185,390)
Net cash used/(received)	<u>1,378,262</u>	<u>(4,313)</u>	<u>170,661</u>	<u>1,544,610</u>

Note 9. Events after the reporting period

No matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Note 10. Earnings per share

	Consolidated	
	2015	2014
	(unaudited)	
	\$	\$
Loss after income tax attributable to the owners of 1st Available Ltd	<u>(3,309,803)</u>	<u>(2,317,301)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>51,750,294</u>	<u>37,035,534</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>51,750,294</u>	<u>37,035,534</u>
	Cents	Cents
Basic earnings per share	(6.40)	(6.26)
Diluted earnings per share	(6.40)	(6.26)

None of the options issued currently have an effect on earnings per share.