

**LIVETILES LIMITED
(FORMERLY MODUN RESOURCES LIMITED)
ABN 95 066 139 991**

**ANNUAL REPORT
30 June 2015**

Important Note:

This Annual Report relates to Modun Resources Limited for the year ended 30 June 2015 and **does not** incorporate the trading results for LiveTiles Holdings Pty Ltd, as the LiveTiles acquisition was completed subsequent to 30 June 2015.

The LiveTiles business now represents the sole asset and focus of the listed company.

For information on LiveTiles, please refer to the Prospectus dated 1 July 2015, the Investor Presentation released to the ASX on 19 June 2015 and the announcement titled 'LiveTiles lists on the ASX' released to the ASX on 17 September 2015.

CORPORATE DIRECTORY

Directors

Mike Hill – Non-executive Chairperson
Karl Redenbach – Executive Director
Matthew Brown - Executive Director
Andrew Gray - Non-executive Director
Peter Nguyen-Brown - Non-executive Director

Company Secretary

Andrew Whitten (appointed on 28 April 2015)
Neil Hackett (resigned on 28 April 2015)

Auditors

Stantons International
Level 2
1 Walker Avenue
West Perth WA 6005

Solicitors

Steinepreis Paganin
Level 4
The Read Buildings
16 Milligan Street
Perth WA 6000

Bankers

Westpac Banking Corporation
109 St George's Terrace
Perth WA 6000

Registered Office

c/- Level 5
137-139 Bathurst Street
Sydney NSW 2000

Telephone: +61 2 8072 1400
Facsimile: +61 2 9283 1970

Share Registry

Computershare Limited
Level 11
172 St Georges Terrace
PERTH WA 6000

Investor Enquiries: 1300 850 505
Facsimile: (03) 9323 2033

Stock Exchange Listing

Securities of Livetiles Limited are listed on the Australian Securities Exchange.

ASX Code: LVT (formerly MOU)

Web Site: www.livetiles.nyc

Annual Report – 30 June 2015

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DIRECTORS' REPORT
30 June 2015

Your directors submit the Directors' Report and Financial Report of LiveTiles Limited (formerly Modun Resources Limited) ("Company") and its subsidiaries ("Group") for the year ended 30 June 2015.

The financial statements contained in this Annual Report relate solely to the business of the Company as "Modun Resources" due to the fact that the settlement of the LiveTiles acquisition did not occur until 25 August 2015.

Directors

The names of the directors of the Company in office for the financial year and until the date of this report are as follows:

Karl Redenbach (appointed 25 August 2015)
Mike Hill (appointed 1 September 2014)
Andrew Gray (appointed 1 September 2014)
Matthew Brown (appointed 25 August 2015)
Peter Nguyen-Brown (appointed 25 August 2015)

Hugh Warner (resigned 26 August 2015)
Philip Kapp (appointed 1 September 2014; resigned 25 August 2015)
Neil Hackett (resigned 11 March 2015)
Rick Dalton (resigned 1 September 2014)

Principal activities

The principal activities of the entities within the consolidated entity during the year were focusing on selling its coal project in Mongolia and identifying new opportunities to bring value to its shareholders. Subsequent to year end, the Company completed its acquisition of LiveTiles Holdings Pty Ltd as well as the sale of its subsidiary Modun Resources LLC, which owned 100% of the Nuurst Thermal Coal Project in Mongolia. As a result, the principal activities will change to being an information technology company.

Operating results

During the year the Company made a loss from operations of \$4,172,816 (2014: \$1,147,755).

Review of operations

During the financial year, the Company has been considering a number of opportunities to bring value to its shareholders. As a result, the Company decided to sell its Nuurst Thermal Coal Project in Mongolia and acquire a new company, LiveTiles Holdings Pty Ltd (LiveTiles). LiveTiles is an information technology company that has developed a software tool that deploys on top of Microsoft's cloud collaboration platforms, including SharePoint, Office 365 and Azure, enabling organisations to rapidly build and deploy modern business solutions, including intranets and extranets.

Both of these transactions completed after the end of the financial year, however much of the work to negotiate the deals was done during the year with shareholders approving the transactions at a general meeting held on 30 July 2015. This has resulted in the Company selling its 100% subsidiary, Modun Resources LLC, which owns 100% of the Nuurst Thermal Coal Project in Mongolia for US\$2,210,000 effective from 26 August 2015. On 25 August 2015, the Company completed its acquisition of LiveTiles and finalised the transition from an exploration company to a technology company. The acquisition of LiveTiles included a capital raising of \$12,000,000 to facilitate the growth of the LiveTiles business, including investment in sales and marketing to further commercialise the LiveTiles products.

DIRECTORS' REPORT
30 June 2015

Review of operations (continued)

The key terms of the acquisition of LiveTiles include:

- a) The Company consolidating its securities at a ratio of 50:1;
- b) Acquisition of 100% of the issued capital of LiveTiles via an issue of 225,000,000 shares to LiveTiles shareholders (post the share consolidation of 50:1);
- c) The issue of 35,000,000 shares (post consolidation) to the incoming and remaining directors (in the form of loan stock)
- d) The appointment of Karl Redenbach, Matthew Brown and Peter Nguyen-Brown as Directors and the resignation of Hugh Warner and Philip Kapp; and
- e) The Company changing its name from Modun Resources Limited to LiveTiles Limited.

Dividends

No dividends were paid or proposed to be paid to members during the financial year (2014: Nil).

Significant changes in the state of affairs

During the financial year, The Company decided to sell its Nuurst Thermal Coal Project in Mongolia and acquire a new company, LiveTiles Holdings Pty Ltd (LiveTiles), an information technology company. Both of these transactions completed after the end of the financial year and there was no other significant change in the state of affairs of the Company since the previous Financial Report and during the financial year.

Matters subsequent to the end of the financial year

Acquisition of LiveTiles Holdings Pty Ltd

On 30 July 2015, the Shareholders of the Company approved the acquisition of LiveTiles Holdings Pty Ltd (LiveTiles) as well as a change to the nature and scale of its activities. As a result, the Company proceeded to complete the acquisition with the following events occurring:

- 1) On 13 August 2015, the Company undertook a consolidation of its securities at a ratio of 50:1. This has resulted in the shares on issue at 30 June 2015 of 1,774,139,534 being consolidated to 35,482,675 shares on issue.
- 2) On 25 August 2015, the Company issued 225,000,000 shares to the vendors of LiveTiles as consideration for the purchase of LiveTiles.
- 3) On 25 August 2015, the Company completed a capital raising of \$12,000,000 via the placement of 80,000,000 ordinary shares.
- 4) On 25 August 2015, 35,000,000 shares were issued pursuant to the Management Incentive Plan approved by shareholders on 30 July 2015
- 5) On 25 August 2015, the Company changed its name to LiveTiles Limited
- 6) On 25 August 2015, Karl Redenbach and Matthew Brown were appointed as Executive Directors, Peter Nguyen-Brown was appointed as a Non-executive Director and Philip Kapp resigned as Directors. Hugh Warner resigned as a Director on 26 August 2015.

Sale of 100% of Nuurst Thermal Coal Project

On 21 July 2015, the Company terminated the conditional agreement to sell its 100% owned subsidiary (with the initial purchaser), Modun Resources LLC (Modun LLC), the 100% owner of the Nuurst Thermal Coal Project in Mongolia. The Company was not required to repay the deposit of \$130,632 it received under the terms of the share purchase agreement. At the end of the financial year, this amount is being shown in other payables on the balance sheet.

Despite this, the Company continued to pursue a sale of Modun LLC and on 30 July 2015, the Shareholders of the Company approved the sale of its 100% owned subsidiary Modun LLC, the 100% owner of the Nuurst Thermal Coal Project in Mongolia. On 26 August 2015, the Company completed the sale of Modun LLC for consideration of \$US2,210,000. The carrying value of the net assets of Modun LLC have been written down to the consideration received as at 30 June 2015, such that there is no further gain or loss arising as a result of the sale of Modun LLC subsequent to the end of the financial year.

DIRECTORS' REPORT

30 June 2015

Matters subsequent to the end of the financial year (continued)

Exercise of Options

On 28 August 2015, 1,700,000 options (on a post consolidation basis) were exercised resulting in the issue of 1,700,000 fully paid ordinary shares for cash consideration of \$170,000.

Since the end of the financial year, there has not arisen any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future periods.

Likely developments and expected results of operations

The Company completed the acquisition of LiveTiles on 25 August 2015 and the sale of its Nuurst Thermal Coal Project on 26 August 2015. As a result, the Company has changed its business to that of LiveTiles from this date.

Information on Directors

Mike Hill (Non-executive Chairperson), appointed 1 September 2014

Experience and Expertise

Mike Hill is a former partner of Ernst & Young and has worked with the Ironbridge, a leading domestic private equity firm with \$1.5bn of funds under management investment, since 2004. Since 2012, Mike has been worked closely with the executive management teams on growth strategies across his directorship group noted below. Mike is a qualified Chartered Accountant and holds a Bachelor of Arts in Accountancy from the University of South Australia.

Other Current Directorships

HJB Corporation Limited, AHALife Holdings Limited, rhipe Limited, JustKapital Litigation Partners Limited and Prime Media Limited

Former Directorships in the Last Three Years

None

Special Responsibilities

None

Interests in Shares and Options

3,416,667 ordinary shares and 3,000,000 options to acquire ordinary shares

Karl Redenbach (Executive Director and CEO), appointed 25 August 2015

Experience and Expertise

Karl Redenbach holds a Bachelor of Laws and a Bachelor of Arts from Monash University. Karl co-founded the LiveTiles concept, together with Peter Nguyen-Brown, in 2012. Karl was also a co-founder and the former CEO of the nSynergy Group, a global technology consulting business, which was sold to ASX-listed rhipe Limited in December 2014. Karl was awarded CEO of the year by the Australian Human Resources Institute in December 2014.

Other Current Directorships

None

Former Directorships in the Last Three Years

None

Special Responsibilities

None

Interests in Shares and Options

109,687,638 ordinary shares

DIRECTORS' REPORT

30 June 2015

Information on Directors (continued)

Matthew Brown (Executive Director and CFO), appointed 25 August 2015

Experience and expertise

Matthew Brown holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of Sydney. Matthew joined LiveTiles in January 2015 as the company's Chief Financial Officer. Matthew was previously a Division Director with Macquarie Capital in Sydney and New York. During his 12 years at Macquarie Capital, Matthew advised on over \$10 billion of mergers, acquisitions, divestments and capital raising transactions.

Other current directorships

None

Former directorships in the last three years

None

Special responsibilities

None

Interests in shares and options

13,750,000 ordinary shares

Andrew Gray (Non-executive Director), appointed 1 September 2014

Experience and expertise

Andrew Gray is currently the managing director of Value Capital Partners (VCP), an investment firm with investment interests spanning software, technology, healthcare, HCIT and growth businesses globally. Prior to founding VCP, Andrew was the managing director of Archer Capital, an Australian based private equity firm with in excess of \$3 billion in capital under management. Prior to joining Archer Capital, Andrew was a partner with Francisco Partners (FP), a private equity firm with US\$5 Billion in capital under management specialising in technology related buyouts

Other current directorships

Tigers Realm Coal Limited

Former directorships in the last three years

None

Special responsibilities

None

Interests in shares and options

6,583,334 ordinary shares and 1,500,000 options to acquire ordinary shares

DIRECTORS' REPORT

30 June 2015

Information on Directors (continued)

Peter Nguyen-Brown (Non-executive director), appointed 25 August 2015

Experience and Expertise

Peter Nguyen-Brown holds a Bachelor of Applied Science in Computer Science and Software Engineering from Swinburne University. Peter has 20 years IT experience, including 15 years consulting and managing consulting teams for enterprise solutions. Peter co-founded the LiveTiles concept, together with Karl Redenbach, in 2012. Peter is the Vice President of Solutions and Support for rhipe Limited. Peter was formerly Chief Operating Officer and co-founder of the nSynergy Group, a global technology consulting business which was sold to ASX-listed rhipe Limited in December 2014.

Other Current Directorships

None

Former Directorships in the Last Three Years

None

Special Responsibilities

None

Interests in Shares and Options

96,937,638 ordinary shares

Company secretary

Andrew Whitten (Company Secretary), Appointed 28 April 2015

Experience and Expertise

Andrew Whitten is an admitted solicitor with a specialty in Corporate Finance and Securities Law and is a Solicitor Director of Whittens & McKeough. Andrew is currently the company secretary of a number of listed and unlisted companies. He is a responsible officer of a Nominated Adviser to the National Stock Exchange of Australia Limited, and has been involved in a number of corporate and investment transactions including Initial Public Offerings on ASX and NSX, corporate reconstructions, reverse mergers and takeovers. Andrew holds a Bachelor of Arts (Economics UNSW); Master of Laws and Legal Practice (Corporate Finance and Securities Law-UTS); Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia and is an elected Associate of that institute as well as being a Public Notary.

DIRECTORS' REPORT
30 June 2015**Share holdings of key management personnel**

The numbers of shares and options in the Company held at the date of signing the Directors Report by each key management personnel of LiveTiles Limited, including their personally related parties, are set out below:

Directors	Number of ordinary shares	Number of options over ordinary shares
Mike Hill	3,416,667	3,000,000
Karl Redenbach	109,687,638	-
Matthew Brown	13,750,000	-
Andrew Gray	6,583,334	1,500,000
Peter Nguyen-Brown	96,937,638	-

Meetings of directors

The number of meetings of the Company's board of directors held during the year ended 30 June 2015, and the number of meetings attended by each director were:

Director	Number of Meetings	
	Eligible to attend	Attended
Mike Hill	7	5
Hugh Warner	8	8
Andrew Gray	7	5
Philip Kapp	7	5
Neil Hackett	5	3
Rick Dalton	1	0

The Board meetings held during the year include Board meetings held as part of general meetings of shareholders.

Remuneration Report (Audited)

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

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

The information provided in this Remuneration Report has been audited as required by Section 308(3C) of the *Corporations Act 2001*.

DIRECTORS' REPORT
30 June 2015

Remuneration report (audited) (continued)

1 Principles used to determine the nature and amount of remuneration

During the financial year, the Company changed its executive remuneration framework to reflect the financial capability of the Company. This resulted in salaries and fees being paid that were not market competitive, but required given the Company's financial position. At the beginning of the financial year and subsequent to the end of the financial year, the Company has adopted the principles below.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms to market best practice for delivery of reward. The board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- (i) competitiveness and reasonableness;
- (ii) acceptability to shareholders;
- (iii) performance linkage / alignment of executive compensation;
- (iv) transparency; and
- (v) capital management.

The Company has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' interests:

- (i) focuses on sustained growth in shareholder wealth; and
- (ii) attracts and retains high calibre executives.

Alignment to program participants' interests:

- (i) rewards capability and experience; and
- (ii) provides a clear structure for earning rewards.

2 Details of remuneration

Directors' fees

Executive director

The fees and payments to the executive directors reflect the demands which are made on, and the responsibilities of the director, and are in line with market. There is no past or current relationship between the executive director's remuneration and the financial performance of the Company. The executive director's remuneration is reviewed annually by the board to ensure that the fees and payments remain appropriate and in line with the market.

Non-executive directors

Fees to the non-executive directors are determined by the board as appropriate having regard to the market and the aggregate remuneration specified in the Company's Constitution and determined by the shareholders in general meeting. The fees are reviewed annually. There is no relationship between the non-executive director's remuneration and the financial performance of the Company.

Retirement allowances and benefits for directors

There are no retirement or termination allowances or benefits paid to directors. Upon termination of Directors, they are due termination payments in accordance with the terms and conditions of their Services Agreements detailed on page 11 of this report.

The amount of remuneration of the directors of the Company (as defined in AASB 124 *Related Party Disclosures*) and other key management personnel is set out in the following table:

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)
DIRECTORS' REPORT
30 June 2015
Remuneration report (audited) (continued)

Directors <i>Executive Director</i>		Short term			Termination benefits	Post- employment	Share based payments	Total	Perf- ormance related
		Salary & Fees	Cash bonus	Non-cash benefits		Super	Options		%
Mike Hill, Chairman (1) (appointed 1/9/14)	2015	190,259	-	-	-	18,074	330,000	538,333	61%
	2014	-	-	-	-	-	-	-	-
Hugh Warner (2)	2015	195,739	51,242	-	-	18,595	187,000	452,576	53%
	2014	35,927	-	-	-	3,323	-	39,250	-
Karl Redenbach, CEO (appointed 25/8/15)	2015	-	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-	-
Matthew Brown (appointed 25/8/15)	2015	-	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-	-
<i>Non-executive Directors</i>									
Andrew Gray (appointed 1/9/14)	2015	38,052	-	-	-	3,615	165,000	206,667	80%
	2014	-	-	-	-	-	-	-	-
Peter Nguyen-Brown (appointed 25/8/15)	2015	-	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-	-
Neil Hackett (appointed 31/1/14) (3)	2015	30,000	-	-	-	-	-	30,000	-
	2014	15,000	-	-	-	-	-	15,000	-
Philip Kapp (appointed 1/9/14)	2015	41,666	-	-	-	-	88,000	129,666	68%
	2014	-	-	-	-	-	-	-	-
Rick Dalton MD (4) (resigned 1/9/14)	2015	6,000	-	-	-	-	-	6,000	-
	2014	156,572	-	-	-	13,095	-	169,667	-
Gerry Fahey (resigned 31/1/14)	2015	-	-	-	-	-	-	-	-
	2014	20,290	-	-	-	1,877	-	22,167	-
James Thompson (resigned 14/10/13)	2015	-	-	-	-	-	-	-	-
	2014	11,551	-	-	-	-	-	11,551	-
<i>Executives</i>									
Daniel Rohr, CFO (5)	2015	7,610	-	-	-	723	-	8,333	-
	2014	141,114	-	-	-	13,053	-	154,167	-
Total	2015	509,326	51,242	-	-	41,007	770,000	1,371,575	60%
Total	2014	380,454	-	-	-	31,348	-	411,802	-

DIRECTORS' REPORT
30 June 2015

Remuneration report (audited) (continued)

2 Details of remuneration (continued)

- (1) Mike Hill was appointed Executive Chairman on 1 September 2014. His role changed to Non-executive chairman on 25 August 2015.
- (2) Hugh Warner's position changed from Non-executive Chairman to Executive Chairman on 31 January 2014. It changed to Executive Director on 1 September 2014 and he resigned on 26 August 2015.
- (3) Payments in the prior year exclude amounts paid for Company Secretarial services provided by Neil Hackett prior to becoming a Director, which amounted to \$21,000 for the year.
- (4) Rick Dalton resigned from the position of Managing Director on 31 January 2014, but remained on the Board as a non-executive Director until he resigned on 1 September 2014.
- (5) Daniel Rohr ceased to be a key management person on 1 September 2014.

Entitlements due to Rick Dalton (\$100,925), Neil Hackett (\$39,783) and Daniel Rohr (\$94,365) after the successful sale of Modun Resources LLC were paid after they ceased to be a key management person and are not shown in the table of remuneration above. The total amounts were paid after the end of the financial year, but have been accrued during the reporting period. A further entitlement amount of \$51,242 was due and paid to Hugh Warner whilst he was still a Director and is shown as a bonus in the remuneration table above.

A former director, Mr H Warner, is a director and shareholder of Anglo Pacific Ventures Pty Ltd (Anglo). LiveTiles Limited paid rent to Anglo based on normal terms and conditions and the total fees paid to Anglo during the financial year were \$51,216 (2014: \$10,000).

A former director, Mr G Fahey, is a director and shareholder of CSA Global Pty Ltd (CSA). In the prior year, LiveTiles Limited entered into a contract during the year with CSA for the provision of geological services. The contract was based on normal terms and conditions and the total fees paid to CSA during the previous financial year were \$1,610.

3 Service agreements

The Company entered into an Executive Services Agreement with Mike Hill and Hugh Warner, to perform the function of Executive Director from 1 September 2014 until 25 August 2015 for Mike Hill and from 1 September 2014 to 26 August 2015 for Hugh Warner, when they were terminated. The details of both these agreements are:

1. Remuneration of \$250,000 per annum (including superannuation and directors fees);
2. The Company may pay a performance based bonus over and above the salary subject to meeting key performance indicators set by the Company each year;
3. Either party can terminate the agreement on three months (3) months written notice; and
4. Each executive agreed to receive only 50% of their remuneration until such time as the Company can afford to pay the remuneration in full.

The Company entered into a Non-Executive Services Agreement with Philip Kapp and Andrew Gray, to perform the function of Non-executive Director from 1 September 2014 until 25 August 2015 when they were terminated. The details of both these agreements are:

1. Remuneration of \$50,000 per annum (including superannuation and directors fees);
2. The Company may pay a performance based bonus over and above the salary subject to meeting key performance indicators set by the Company each year;
3. Either party can terminate the agreement on three months (3) months written notice; and
4. Each executive has agreed to receive only 50% of their remuneration until such time as the Company can afford to pay the remuneration in full.

DIRECTORS' REPORT
30 June 2015**Remuneration report (audited) (continued)****3 Service agreements (continued)**

The Company entered into an Executive Services Agreement with Karl Redenbach and Matthew Brown, to perform the function of Chief Executive Officer and Chief Financial Officer (in addition to their executive Director roles) from 25 August 2015 until termination in accordance with this agreement. The details of both these agreements are:

Title	Executive Director & CEO	Executive Director & CFO
Fixed remuneration	US\$250,000 including superannuation and director fees	\$400,000 including superannuation and director fees, with \$50,000 to be accrued and not paid until such time as the company can afford to pay the salary in full
Bonus	Discretionary bonus subject to meeting key performance indicators	Discretionary bonus subject to meeting key performance indicators
Contract duration	Ongoing	Ongoing
Notice period	6 months	6 months

The Company entered into a Non-Executive Services Agreement with Peter Nguyen-Brown to perform the function of Non-executive Director from 25 August 2015 until termination in accordance with this agreement. The details of both these agreements are:

1. Remuneration of \$80,000 per annum (including superannuation and directors fees);
2. Mr Nguyen-Brown has agreed to receive only 50% of his remuneration until such time as the Company can afford to pay the remuneration in full.

Non-executive letters of appointment are in place with Mike Hill and Andrew Gray. Mr Hill is being paid remuneration of \$100,000 per annum (including superannuation and directors fees). Mr Hill has agreed to receive only 40% of his remuneration until such time as the Company can afford to pay the remuneration in full. Mr Gray is being paid remuneration of \$80,000 per annum (including superannuation and directors fees). Mr Gray has agreed to receive only 50% of his remuneration until such time as the Company can afford to pay the remuneration in full.

In the case of willful or fraudulent misconduct, the Group retains the right to terminate all service contracts without notice.

4 Share-based compensation**(a) Options over equity instruments granted as remuneration**

During the reporting period, 350,000,000 options (2014: nil) over ordinary shares in the Company (on a pre-consolidation basis) were granted as compensation to key management personnel and no options vested during the reporting period.

(b) Exercise of options granted as remuneration

During the reporting period, no options previously granted as remuneration were exercised (2014: nil).

DIRECTORS' REPORT
30 June 2015

Remuneration report (audited) (continued)

4 Share based compensation (continued)

(c) Analysis of options over equity instruments granted as remuneration

There were 350,000,000 options (2014: nil) over equity instruments granted as remuneration during the current reporting period (on a pre-consolidation basis). Details of vesting profiles of the options granted during the year as remuneration to each key management person of the Group are detailed below.

Directors	Options Granted During Year				
	No. of options granted	Grant Date	Expiry Date	% vested in year	% forfeited in year
Mike Hill	150,000,000	21/10/14	21/10/17	-%	-%
Hugh Warner	85,000,000	21/10/14	21/10/17	-%	-%
Andrew Gray	75,000,000	21/10/14	21/10/17	-%	-%
Philip Kapp	40,000,000	21/10/14	21/10/17	-%	-%

Each of the key management personnel's options granted during the year have an exercise price of \$0.002 per share and they do not vest until the Company's share price has traded at \$0.005 on a 20 day VWAP basis (pre-consolidation basis). Please refer to note 13(d) for the fair value of the options at the grant date.

(d) Options held by Key Management Personnel during the year

The numbers of options over ordinary shares in the Company held during the financial year by each key management personnel of LiveTiles Limited, including their personally related parties, are set out below (on a pre-consolidation basis):

2015						Vested and exercisable at the end of the year
Directors	Balance at the start of the year	Granted during the year	Expired during the year	Other changes	Balance at the end of the year	
Mike Hill	-	150,000,000	-	-	150,000,000	-
Hugh Warner	12,000,000	85,000,000	-	-	97,000,000	12,000,000
Andrew Gray	-	75,000,000	-	-	75,000,000	-
Philip Kapp	-	40,000,000	-	-	40,000,000	-
Rick Dalton	30,000,000	-	-	(30,000,000)	-	-
Neil Hackett	12,000,000	-	(4,000,000)	(8,000,000)	-	-
Other key management personnel						
Daniel Rohr	18,000,000	-	-	(18,000,000)	-	-
	72,000,000	350,000,000	(4,000,000)	(56,000,000)	362,000,000	12,000,000

Mike Hill, Andrew Gray and Philip Kapp were appointed as Directors' during the year and Rick Dalton and Neil Hackett resigned as Directors during the year. Daniel Rohr ceased being a key management person during the year. Their options held on appointment and resignation are shown in "Other changes during the year" and therefore no balances are disclosed as at 30 June 2015 for key management persons who resigned during the year. No options were exercised and 4,000,000 options expired during the year. 12,000,000 options are vested and exercisable at the end of the reporting period.

DIRECTORS' REPORT
30 June 2015

Remuneration report (audited) (continued)

5 Shareholdings held by Key Management Personnel during the year

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

	Balance at the start of the year	Acquired during the year	Other changes during the year	Balance at the end of the year
Directors				
Mike Hill	-	25,000,000	-	25,000,000
Hugh Warner	170,205,528	60,000,000	-	230,205,528
Andrew Gray	-	50,000,000	-	50,000,000
Philip Kapp	-	10,000,000	-	10,000,000
Rick Dalton	1,800,000	-	(1,800,000)	-
Neil Hackett	8,750,000	7,500,000	(16,250,000)	-
Other key management personnel				
Daniel Rohr	7,000,000	-	(7,000,000)	-
	187,755,528	152,500,000	(25,050,000)	315,205,528

Mike Hill, Andrew Gray and Philip Kapp were appointed as Directors' during the year and Rick Dalton and Neil Hackett resigned as Directors during the year. Daniel Rohr ceased being a key management person during the year. Their shares held on appointment and resignation are shown in "Other changes during the year" and therefore no balances are disclosed as at 30 June 2015 for key management persons who resigned during the year.

(End of remuneration report)

Additional information

(a) Shares under option

Unissued ordinary shares of the Company under option at the date of this report are as follows:

Exercise Price	Expiry Date	No. of Options outstanding	
		2015	2014*
\$0.10	28/10/17	5,300,000	-
\$2.00	31/12/15	720,000	720,000
\$3.00	31/12/15	720,000	720,000
\$5.00	31/12/15	640,000	640,000
\$5.00	31/12/14	-	350,000
Total		7,380,000	2,430,000

* Adjusted for a 50:1 consolidation that took effect on 14 August 2015.

Refer to note 13(d) of the financial statements for details of movements in options during the financial year. No ordinary shares were issued during the financial year on the exercise of options (2014: nil) and 17,500,000 options expired during the year (2014: nil).

(b) Insurance of officers

During the financial year, the Company paid a premium in respect of a contract insuring the directors of the Company, the Company Secretary, and any executive officers of the Company and of any related body corporate against a liability incurred as such a director, company secretary or executive officer to the extent permitted by the Corporation Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

DIRECTORS' REPORT
30 June 2015

Additional information (continued)

(c) Agreement to indemnify officers

The Company has entered into an agreement with each director and executive officer to allow access to the Company's records, to provide directors and officers insurance cover and to indemnify the director and officer against any liability as a result of being, or acting in their capacity as, an officer of the Company to the maximum extent permitted by law; and for legal costs incurred in successfully defending civil or criminal proceedings. No liability has arisen under these indemnities as at the date of this report.

(d) Proceedings on behalf of the Company

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

(e) Auditor

Stantons International continues in office in accordance with Section 327 of the *Corporations Act 2001*.

(f) Indemnity of Auditor

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

(g) Audit services

During the financial year \$31,117 was paid or is payable for audit services provided by the auditor, Stantons International (2014: \$28,049). This does not include fees paid to auditors of subsidiaries as outlined in note 16 of the financial report.

DIRECTORS' REPORT
30 June 2015

Additional information (continued)

(h) Non-audit services

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company and/or the group are important.

Details of the amounts paid or payable to the auditor (Stantons International or its associated entities) for audit and non-audit services provided during the year are set out below.

The board of directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2015	2014
	\$	\$
Stantons International		
<i>Other services</i>		
Preparation of Independent Experts Report	18,575	-
Preparation of Investigating Accountants Report	9,522	-
Total remuneration from non-audit services	<u>28,097</u>	<u>-</u>

(i) Auditor's independence declaration

A copy of the auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is set out on page 18 of the Annual Report.

Signed in accordance with a resolution of the directors.
On behalf of the Directors



Mike Hill
Director
Sydney
30 September 2015

30 September 2015

Board of Directors
LiveTiles Limited
C/-Level 5
137-139 Bathurst Street
Sydney NSW 2000

Dear Directors

RE: LIVETILES LIMITED

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

As Audit Director for the audit of the financial statements of LiveTiles Limited for the year ended 30 June 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully

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



Samir Tirodkar
Director

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out LiveTiles Limited's (**the Company**) compliance with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**the ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the ASX Principles and Recommendations.

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
1.1 A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes Yes	As part of the Corporate Governance Plan adopted by the Company on 1 July 2015, a Board Charter was adopted by the Company's board of directors (Board). The Board Charter notes that the Board will be responsible for the corporate governance of the Company. The Board will develop strategies for the Company, review strategic objectives and monitor performance against those objectives. The goals of the corporate governance processes are to: (a) maintain and increase Shareholder value; (b) ensure a prudential and ethical basis for the Company's conduct and activities; and (c) ensure compliance with the Company's legal and regulatory objectives. Consistent with these goals, the Board will assume the following responsibilities: (a) developing initiatives for profit and/or asset growth; (b) reviewing the corporate, commercial and financial performance of the Company on a regular basis; (c) acting on behalf of, and being accountable to, the Shareholders; and (d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality. The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis. It is expected that the division of responsibility of the Board and senior executives will vary with the evolution of the Company. The Company intends to regularly review the balance of the responsibilities to ensure that the division of functions remains appropriate to the needs of the Company.
1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes Yes	The Board will identify and recommend candidates for election as a director. These recommendations will occur after considering the necessary and desirable competencies of new Board members, the range of and depth of skills and the diversity of the Board, and making appropriate checks. The Boards will ensure that all material information in its possession relevant to a decision of whether to appoint or re-elect a director is made available to security holders.

[illegible]

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1.6 A listed entity should: a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No No	The Board Charter discloses the processes for the periodic evaluation of the performance of board members. The total maximum remuneration of non-executive directors is currently set at \$300,000. Any increases will be the subject of a shareholder resolution in accordance with clause 13.7 of the Company's constitution (Constitution), the <i>Corporations Act 2001</i> (Cth) (Corporations Act) and the ASX Listing Rules, as applicable. The determination of non-executive directors' remuneration within that maximum amount will be made by the Board, having regard to the input and value to the Company of the respective contributions by each non-executive directors. The Board may award additional remuneration to executive directors called upon to perform executive services or make special exertions on behalf of the Company.
1.7 A listed entity should: a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes Yes	The processes for evaluation of performance of senior executives are located in the Nomination Committee Charter. As of the end of this reporting period, the performance evaluation has not been completed.

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CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
2.3 A listed entity should disclose: a) the names of the directors considered by the board to be independent directors; b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and why the board is of that opinion; and c) the length of service of each director.	Yes N/A Yes	The Board has reviewed the position and associations of each of the four directors at the time of readmission and has determined that none of the directors are independent. The Board has determined that it would be too onerous for the Company to have independent directors on the Board given the size and stage of development of the Company. The Company will continually evaluate whether it will be appropriate to consider independent directors as the business evolves and expands. The length of service (appointment dates) will be disclosed in the Company's 2015 Annual Report.
2.4 A majority of the board of a listed entity should be independent directors.	No	The Board has reviewed the position and associations of each of the four directors at the time of readmission and has determined that none of the directors are independent. Two of the directors, Andrew Gray and Philip Kapp, are non-executive. In making this determination, the Board has had regard to the independence criteria in ASX Principle 2 and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of the other directors, as appropriate. The Board will strive to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate for the Company and its business. The principal criterion for the appointment of new directors is their ability to add value to the Company and its business.
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Board's executive chairman at the time of readmission, Mr Michael Hill, does not satisfy the ASX Principles and Recommendations' definition of an independent director. However, the Board considers Mr Hill's role as executive chairman essential to the success of the Company at this stage of the development of the business.
2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	No	Given the Company's size, the Company does not propose have a formal program for inducting new directors and providing professional development opportunities at the time of readmission. The Nomination Committee, once formed at a time that is appropriate given the nature and scale of the company's business, will be responsible for the approval and review of induction and continuing professional development programs and procedures for directors.

CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
3. Act ethically and responsibly		
3.1. A listed entity should:		
a) have a code of conduct for its directors, senior executives and employees; and	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards.
b) disclose that code or a summary of the code.	Yes	The Company has a statement of values and a code of conduct endorsed by the Board that applies to all directors and any employees if and when they are engaged. The code is reviewed and updated as necessary to ensure it reflects the standards of behaviour and professionalism, and the practices necessary to maintain confidence in the Company's integrity. The directors are satisfied that the Company will comply with its policies on ethical standards, including securities trading.. A copy of the code of conduct is available on the Company's website.
4. Safeguard integrity in financial reporting		
4.1. The board of a listed entity should:		
a) Have an audit committee which:	No	The Company does not have a separately constituted audit committee. The audit compliance will be managed by the Board of the Company.
a. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and		Pursuant to the Corporate Governance Plan and adoption of the Audit and Risk Committee Charter, following readmission, the Board will consider the establishment of an Audit and Risk Committee.
b. is chaired by an independent director, who is not the chair of the board,		The Company has an Audit and Risk Committee Charter which will be available on the Company's website.
and disclose:		
c. the charter of the committee;		The Company in general meeting will be responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.
d. the relevant qualifications and experience of the members of the committee; and		
e. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or		Until such time as an Audit and Risk Committee is established, the Board will follow the processes as set out in the Audit Committee Charter.
b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partners.	Yes	

CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
4.2. The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Executive Chairman (or equivalent) and the CFO will provide the Board with a declaration in accordance with section 295A of the Corporations Act annually.
4.3. A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The auditor of the Company will attend its AGM.

[illegible]

CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors	No	The Company is currently in the process of developing an investor relations program to facilitate two way communication with investors. Investors with any queries are encouraged to contact the Company Secretary.
6.3. A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Company has a formal communications policy in place and all material matters will be disclosed to the market in accordance with the ASX Listing Rules.
6.4. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
7. Recognise and manage risk		
7.1. The board of a listed entity should: a) Have a committee or committees to oversee risk, each of which: a. has at least three members, a majority of whom are independent directors; and b. is chaired by an independent director, and disclose: c. the charter of the committee; d. the members of the committee; and e. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact, and the processes it employs for overseeing the entity's risk management framework.	No Yes	The Company does not have a separately constituted risk committee. Pursuant to the Corporate Governance Plan and adoption of the Audit and Risk Committee Charter, following readmission, the Board will consider the establishment of an Audit and Risk Committee. Currently, the Board will be responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings. The risk profile can be expected to change and procedures adapted as the Company develops and it grows in size and complexity. The Company has adopted an Audit and Risk Committee charter which will be available on the Company's website after readmission. The Board intends to continue to regularly review and approve the risk management and oversight policies of the Company. Until such time as the Audit and Risk Committee is established, the Board will follow the processes and procedures as set out in the Audit and Risk Committee Charter.

CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
7.2. The board or a committee of the board should: a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes Yes	The Board will have the oversight function of risk management and internal control systems. Therefore, risk management functions and oversight of material business risks will be performed directly by the Board and not by management.
7.3. A listed entity should disclose: a) if it has an internal audit function, how the function is structured and what role it performs; or b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	No Yes	The internal audit function will be carried out by the Board at the time of readmission. The Company will not have an internal audit department nor will it have an internal auditor. The Board is of the opinion that the size of the Company does not warrant the cost of appointing an internal auditor. The Board will continue to monitor whether this will become appropriate. Until such time as the Audit and Risk Committee is formed, the Board will perform the role of this committee and adopt the process as described in the Audit and Risk Committee Charter.
7.4. A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Board will continue to monitor and disclose material risks that it considers relevant to the Company.

CORPORATE GOVERNANCE STATEMENT

ASX Principles and Recommendations	Comply (Yes/No)	Explanation
8. Remunerate fairly and responsibly		
8.1. The board of a listed entity should: a) have a remuneration committee which: a. has at least three members, a majority of whom are independent directors; and b. is chaired by an independent director, and disclose: c. the charter of the committee; d. the members of the committee; and e. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b) if it does not have a remuneration committee, disclose that fact, and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	No Yes	The Company does not have a separately constituted remuneration committee. Pursuant to the Corporate Governance Plan and adoption of the Nomination Committee Charter, following readmission, the Board will consider the establishment of a Nomination Committee. The processes that the Company will employ for setting the level and composition of remuneration for directors and senior executives is outlined below in the response to Principle 8.2. The Company has adopted a Remuneration Committee Charter, which will be available on the Company's website after readmission. Until such time as a Remuneration Committee is established, the Board will follow the processes as set out in the Remuneration Committee Charter.
8.2. A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The remuneration of an executive director will be decided by the Board, without the affected executive director participating in that decision-making process. The total maximum remuneration of non-executive directors is currently set at \$300,000. Any increases will be the subject of a shareholder resolution in accordance with clause 13.7 of the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive directors' remuneration within that maximum amount will be made by the Board, having regard to the inputs and value to the Company of the respective contributions by each non-executive director.
8.3. A listed entity which has an equity-based remuneration scheme should: a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and b) disclose that policy or a summary of it.	Yes Yes	The Company has a securities trading policy that prohibits directors, officers and employees from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration scheme. The securities trading policy will be available on the Company's website.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2015

	Note	2015 \$	2014 \$
Continuing operations			
Revenue	5(a)	20,099	16,181
Depreciation		(2,774)	(7,292)
Employee benefits expense		(292,837)	(155,846)
Directors' remuneration		(563,242)	(242,635)
Share based payments		(770,000)	-
Foreign exchange gain/(loss), net		11,608	21,422
Loss on sale of fixed assets	5(b)	(5,483)	(5,721)
Professional and consulting fees		(239,134)	(284,195)
Re-compliance and transaction costs		(340,253)	-
Rental expense		(44,400)	(42,627)
Travel expense		(84,856)	(41,063)
Other administrative expenses		(98,990)	(102,285)
Loss before income tax		(2,410,262)	(844,061)
Income tax expense	6	-	-
Loss after income tax from continuing operations		(2,410,262)	(844,061)
Loss from discontinued operations	19(b)	(1,762,554)	(303,694)
Loss for the Year		(4,172,816)	(1,147,755)
Other comprehensive loss			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations	13(c)	467,172	(1,285,458)
<i>Items that will not be reclassified subsequently to profit or loss</i>			
		-	-
Other comprehensive profit/(loss) for the year, net of tax		467,172	(1,285,458)
Total comprehensive loss for the year		(3,705,644)	(2,433,213)
Loss attributable to:			
Equity holders of the Company		(4,172,816)	(1,147,755)
Loss for the year		(4,172,816)	(1,147,755)
Other comprehensive profit/(loss) attributable to:			
Equity holders of the Company		467,172	(1,285,458)
Total comprehensive loss for the year		(3,705,644)	(2,433,213)
From continuing and discontinued operations			
Basic and diluted loss per share (cents per share)	25(a)	(0.25)	(0.12)
From continuing operations			
Basic and diluted loss per share (cents per share)	25(a)	(0.15)	(0.09)
From discontinued operations			
Basic and diluted loss per share (cents per share)	25(a)	(0.10)	(0.03)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2015

	Note	2015 \$	2014 \$
Assets			
Current assets			
Cash and cash equivalents	7	443,544	601,440
Trade and other receivables	8	541,125	9,049
Prepayments	8	8,809	17,558
		993,478	628,047
Assets classified as held for sale	20	3,030,499	-
Total current assets		4,023,977	628,047
Non-current Assets			
Exploration	9	-	4,179,533
Plant & equipment	10	875	21,705
Total non-current assets		875	4,201,238
Total assets		4,024,852	4,829,285
Liabilities			
Current liabilities			
Trade and other payables	11	1,163,709	56,654
Provisions	11	20,209	14,330
		1,183,918	70,984
Liabilities directly associated with assets classified as held for sale	20	18,277	-
Total liabilities		1,202,195	70,984
Net Assets		2,822,657	4,758,301
Equity			
Contributed equity	12(a) and (b)	302,879,339	301,879,339
Reserves	13(a)	1,071,114	(166,058)
Accumulated losses	13(e)	(301,127,796)	(296,954,980)
Total Equity		2,822,657	4,758,301

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

	Contributed Equity \$	Share Based Payments Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2014	301,879,339	962,202	(1,128,260)	(296,954,980)	4,758,301
Total Comprehensive (loss) for the year					
Loss for the year and total recognised income and expense for the year	-	-	-	(4,172,816)	(4,172,816)
Exchange differences arising on translation of foreign operations	-	-	467,172	-	467,172
Total Comprehensive (loss) for the year	-	-	467,172	(4,172,816)	(3,705,644)
Transaction with owners recorded directly in equity					
Shares issued	1,000,000	-	-	-	1,000,000
Options issued	-	770,000	-	-	770,000
Share issue costs	-	-	-	-	-
Balance at 30 June 2015	302,879,339	1,732,202	(661,088)	(301,127,796)	2,822,657

For the year ended 30 June 2014

	Contributed Equity \$	Share Based Payments Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2013	300,760,089	962,202	157,198	(295,807,225)	6,072,264
Total Comprehensive (loss) for the year					
Loss for the year and total recognised income and expense for the year	-	-	-	(1,147,755)	(1,147,755)
Exchange differences arising on translation of foreign operations	-	-	(1,285,458)	-	(1,285,458)
Total Comprehensive (loss) for the year	-	-	(1,285,458)	(1,147,755)	(2,433,213)
Transaction with owners recorded directly in equity					
Shares issued	1,141,000	-	-	-	1,141,000
Options issued	-	-	-	-	-
Share issue costs	(21,750)	-	-	-	(21,750)
Balance at 30 June 2014	301,879,339	962,202	(1,128,260)	(296,954,980)	4,758,301

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

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2015

	Note	2015 \$	2014 \$
Cash flows from operating activities			
Payments to suppliers and employees		(784,957)	(1,187,960)
Interest received		35,150	10,546
Other payments/refunds		-	-
Net cash outflow from operating activities	24	(749,807)	(1,177,414)
Cash flows from investing activities			
Payments for plant & equipment		-	(2,768)
Payments for evaluation and exploration expenditure		(15,057)	(213,695)
Proceeds from sale of property, plant and equipment		550	2,449
Loan to other entities		(500,000)	-
Deposit for exclusive due diligence period for sale of Nuurst Thermal Coal Project		115,580	-
Net cash outflow from investing activities		(398,927)	(214,014)
Cash flows from financing activities			
Proceeds from issue of shares and options		1,000,000	1,085,000
Transaction costs paid related to issue of shares		-	(21,750)
Net cash inflow from financing activities		1,000,000	1,063,250
Net decrease in cash and cash equivalents		(148,734)	(328,178)
Cash and cash equivalents at beginning of the year		601,440	933,457
Effect of exchange rate fluctuations on cash held		1,791	(3,839)
Cash and cash equivalents at end of the financial year	7	454,497	601,440

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

LiveTiles Limited is a company limited by shares, incorporated and domiciled in Australia.

The Financial Report of LiveTiles Limited ("Company") for the year ended 30 June 2015 was authorised for issue in accordance with a resolution of the board of directors on 30 September 2015.

1 Summary of significant accounting policies

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

(a) Basis of preparation

This general purpose Financial Report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001* unless stated otherwise. The consolidated financial report of the Group complies with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

It is recommended that this Financial Report be read in conjunction with the public announcements made by Modun Resources Limited during the year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

Historical cost convention

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

Critical accounting estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Where there are areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, these are disclosed in Note 3.

Comparative figures

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

(b) Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Modun Resources Limited) 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 changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

1 Summary of significant accounting policies (continued)

(c) Going Concern

The financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business. For the year ended 30 June 2015, the Group recorded a loss of \$4,172,816 (2014: loss \$1,147,755) and had cash and cash equivalents of \$457,497 (2014: \$601,440).

Subsequent to the end of the financial year, the Company raised \$12,000,000 and based on the Group's cash flow forecast, the funding is sufficient to enable the Group to continue its business activities and to ensure the realisation of assets and extinguishment of liabilities as and when they fall due.

(d) Foreign Currency

Transactions in foreign currencies are translated to the functional currency of the operation at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at balance sheet date are translated to the presentation currency at the balance date at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for the effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non monetary items in a foreign currency that are measured in terms of historical cost are measured using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation are recognised in the profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated to Australian dollars at exchange rates at reporting date. The income and expenses of foreign operations are translated to Australian dollars at average exchange rates prevailing during the period. Foreign currency differences are recognised in the foreign currency translation reserve. When a foreign operation is disposed of, in part or in full, the relevant amount in the foreign currency translation reserve is transferred to the income statement.

(e) Revenue recognition

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

1 Summary of significant accounting policies (continued)

(f) Income tax

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

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

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

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

(g) Cash and cash equivalents

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

(h) Other receivables

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

(i) Exploration expenditure

Exploration and evaluation expenditure incurred on granted exploration licenses is accumulated in respect of each identifiable area of interest. These costs are carried forward where the rights to tenure of the area of interest are current and to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to any abandoned area will be written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest will be amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review will be undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they may not be recoverable in the future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

1 Summary of significant accounting policies (continued)

(j) Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" in profit or loss. When re-valued assets are sold, the amounts included in the revaluation reserve are transferred to retained earnings.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives for the current and comparative periods are as follows:

- Furniture and fittings 5 - 10 years
- Computer equipment 3 years
- Motor Vehicles 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(k) Trade and other payables

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

(l) Provisions

Provisions are recognised when the Company 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.

(m) Contributed equity

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

(n) Loss per share

Basic loss per share ("LPS") is calculated by dividing the result attributable to equity holders of the Company by the weighted number of shares outstanding during the year.

Diluted LPS adjusts the figures used in the calculation of basic LPS 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 or known to have been issued in relation to dilutive potential ordinary shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

1 Summary of significant accounting policies (continued)

(o) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

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

(p) Dividends

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

(q) Application of new and revised Accounting Standards

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2014 affected any of the amounts recognised in the current period or any prior period, although it caused minor changes to the Group's disclosures.

(r) New Accounting Standards for Application in Future Periods

The AASB has issued a number of new and amended Accounting Standards and Interpretations, which are not yet mandatorily applicable to the Group, and have not been applied in preparing these consolidated financial statements. Those that may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

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

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

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

Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments, it is impractical at this stage to provide a reasonable estimate of such impact.

AASB 15: Revenue from Contracts with Customers (applicable to annual reporting periods commencing on or after 1 January 2017).

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

1 Summary of significant accounting policies (continued)

(r) New Accounting Standards for Application in Future Periods (continued)

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
2 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's current activities expose it to minimal risk. However, as activities increase there may be increased exposure to market, credit, and liquidity risks.

Risk management is the role and responsibility of the board.

(a) Market Risk
(i) Interest rate risk

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

	Weighted Average Interest Rate	Floating Interest Rate	Non-interest Bearing	Total
2015				
Financial Assets:				
Cash and cash equivalents	2.0%	292,714	161,783	454,497
Trade & other receivables	2.0%	500,000	41,453	541,453
Total Financial Assets		792,714	203,236	995,950
Financial Liabilities				
Payables		-	1,181,986	1,181,986
Total Financial Liabilities		-	1,181,986	1,181,986
Net Financial Assets/(Liabilities)		792,714	(978,750)	(186,036)
2014				
Financial Assets:				
				\$
Cash and cash equivalents	2.5%	569,248	32,192	601,440
Trade & other receivables		-	9,049	9,049
Total Financial Assets		569,248	41,241	610,489
Financial Liabilities				
Payables		-	56,654	56,654
Total Financial Liabilities		-	56,654	56,654
Net Financial Assets/(Liabilities)		569,248	(15,413)	553,835

The Group's income and operating cash flows are subject to changes in the market rates. A movement in interest rates at 30 June of +/- 100 basis points will result in less than a +/- \$7,927 impact on the Group's income and operating cash flows (2014: \$5,692). The Group does not hedge against interest rate risk.

(ii) Price risk

The Group is not exposed to equity securities price risk as it holds no investments in securities classified on the balance sheet either as available-for-sale or at fair value through profit or loss.

The Group is not currently exposed to commodity price risk as it operates in the exploration phase. However, future operational cash flows are affected by fluctuations in the coal price. The Group will develop strategies to mitigate this risk when it moves from the exploration phase into the development phase.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 30 June 2015

2 Financial risk management (continued)

(iii) Currency risk

Currency risk arises from investments and borrowings that are denominated in a currency other than the respective functional currencies of Group entities.

The Group is exposed to foreign currency risk in the form of financial instruments held in Mongolian Tugrik (MNT), US Dollars (USD) and Singapore Dollars (SGD). The Group's exposure to foreign currency risk at the end of the reporting period, expressed in Australian dollars, was as follows:

	30 June 2015			30 June 2014		
	USD	MNT	SGD	USD	MNT	SGD
Cash and cash equivalents	137,049	5,178	-	13,415	14,032	-
Prepayments	-	-	-	-	-	-
Trade and other payables	-	(22,906)	-	-	(12,308)	(6,838)
Total Exposure	137,049	(17,728)	-	13,415	1,724	(6,838)

Assuming all other variables remain constant, a 10% strengthening of the Australian dollar at 30 June 2015 against the USD would have resulted in an increased loss of \$11,000. A 10% weakening of the AUD would have resulted in a decreased loss of \$13,000, assuming all other variables remain constant. The Group does not currently hedge against currency risk.

(b) Credit risk

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

Cash and cash equivalents comprise of cash on hand and demand deposits. The Group limits its credit risk by holding cash balances and demand deposits with reputable counterparties with acceptable credit ratings.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group manages liquidity risk by preparing forecasts and monitoring actual cash flows and requirements for future capital raisings. The Company does not have committed credit lines available, which is appropriate given the nature of its operations. Surplus funds are invested in a cash management account with Westpac Banking Corporation which is available as required.

The material liquidity risk for the Group is the ability to raise equity in the future. In the past, the Group has raised sufficient capital to fund its operations but it is at the risk of financial markets to fund its operations. Subsequent to the end of the financial year, the Group raised \$12,000,000 to fund its operations.

(d) Fair value measurements

Carrying amounts of financial assets and liabilities equate to their corresponding fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

3 Critical accounting estimates and judgements

In applying the Group's accounting policies management continually evaluates judgments, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgments, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from the judgments, estimates and assumptions. Significant judgments, estimates and assumptions made by management in the preparation of these financial statements are outlined below:

Carrying value of exploration assets

Determining the recoverability of exploration and evaluation expenditure capitalised in accordance with the Group's accounting policies requires estimates and assumptions as to future events and circumstances, in particular, whether successful development and commercial exploitation, or alternatively sale of the respective area of interest will be achieved. Critical to this assessment is estimates and assumptions as to ore reserves, the timing of expected cash flows, exchange rates, commodity prices and future capital requirements. Changes in these estimates and assumptions as new information about the presence or recoverability of an ore reserve becomes available, may impact the assessment of the recoverable amount of exploration and evaluation assets. If, after having capitalised the expenditure, a judgment is made that recovery of the expenditure is unlikely, an impairment loss is recorded in the income statement in accordance with the Group's accounting policies.

Share based payments

The Company measures the cost of equity settled transactions with directors and employees by reference to the fair value of the equity instruments at the date at which they are granted. The assessed fair value of the options at the grant date is allocated equally over the period from the grant date to the vesting date. The fair value at the grant date is determined using the 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 the grant date, the expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the option. The fair value calculation and inputs to the Black Scholes model are shown at Note 13(d).

Impairment

The Group assesses impairment at each reporting period by evaluating conditions and events specific to the Group that may be indicative triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

4 Segment information

Business and geographical segments

The consolidated entity is an exploration company that is focusing on the exploration and development of the Nuurst Thermal Coal Project in central Mongolia. The consolidated entity classifies these activities under a single operating segment being Mongolian exploration activities. Whilst expenditure is incurred in Australia as part of managing its corporate operations, they are directly related to the Mongolian exploration activities.

Operating segments are identified and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, the chief operating decision maker for the Company, being the Board of Directors. In this regard, such information is provided using similar measures to those used in preparing the statement of comprehensive income, statement of financial position and statement of cash flow.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

5 Income and Expenses

	2015	2014
	\$	\$
(a) Revenue		
Interest earned	20,099	10,546
Sundry	-	5,635
Total Revenue	20,099	16,181
(b) Other expenses		
Disposal proceeds	500	800
Less net book value of disposed assets	(5,983)	(6,521)
Loss on sale of fixed assets	(5,483)	(5,721)

6 Income tax

(a) Numerical reconciliation of income tax expense to prima facie tax payable

	2015	2014
	\$	\$
Loss before income tax expense	(4,172,816)	(1,147,755)
Tax at the Australian tax rate of 30% (2014: 30%)	(1,251,845)	(344,327)
Tax effect of amounts which are not deductible (allowable) in calculating taxable income:		
Non-deductible expenses	1,003,899	25,570
Other deductible expenses	(11,280)	(28,650)
Tax effect of amounts deductible over more than one year	(2,031)	(2,438)
Tax losses not recognised	261,257	349,845
Income tax expense	-	-

(b) Tax losses

	2015	2014
	\$	\$
Unused tax losses for which no deferred tax asset has been recognised	7,994,634	7,123,777
Potential tax benefit at 30%	2,398,390	2,137,133

Current tax losses have not been recognised as a deferred tax asset as recoupment is dependent on, amongst other matters, sufficient future assessable income being earned. That is not considered certain in the foreseeable future and accordingly there is uncertainty that the losses can be utilised.

(c) Unrecognised deferred tax balances

	2015	2014
	\$	\$
Losses available to offset against future taxable income	2,398,390	2,137,133
Capital raising costs	4,307	5,815
Accruals	181,163	6,981
Provisions	6,062	4,299
Capitalised exploration cost *	-	-
Deferred tax assets not brought to account as realisation not probable	(2,589,922)	(2,154,228)
Deferred tax assets recognised in the balance sheet	-	-

* Unrecognised deferred tax liability on capitalised acquisition and exploration costs does not arise as, under Mongolian tax regulations, these expenses are not deductible until production commences.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

	2015	2014
	\$	\$
7 Current assets – cash and cash equivalents		
Cash at bank and in hand	443,544	601,440
Continuing operations	443,544	601,440
Cash at bank and in hand included in a disposal group held for sale	10,953	-
Total cash at bank and in hand	454,497	601,440

As at 30 June 2015, \$292,714 (2014: \$569,248) of cash at bank is in an interest bearing account with a current floating interest rate of 1.45% per annum at balance date (2014: 2.40%).

8 Current assets – other current assets	2015	2014
	\$	\$
Other receivables (i)	41,125	9,049
Convertible note – LiveTiles Holdings Pty Ltd (ii)	500,000	-
	541,125	9,049
Prepayments	8,809	17,558
Continuing operations	549,934	26,607
Other current assets included in a disposal group held for sale	6,882	-
Total other current assets	556,816	26,607

(i) Other receivables are non-interest bearing and generally on 30-90 day terms. An allowance for doubtful debts is made when there is objective evidence that a trade receivable is impaired. As at 30 June 2015, no amounts are impaired or past due.

(ii) The convertible note was issued by LiveTiles Holdings Pty Ltd and matures on 15 December 2015. Interest is payable at a rate of 2% pa.

9 Exploration

	2015	2014
	\$	\$
Opening book value	4,179,533	5,212,924
Direct exploration expenditure	28,666	203,089
Effect of movement in exchange rates	668,017	(1,236,480)
Exploration expenditure written off	(1,867,368)	-
Exploration expenditure, held for sale	(3,008,848)	-
Total Exploration Expenditure	-	4,179,533

Total expenditure incurred and carried forward in respect of specific projects

-Nuurst Coal Project, Mongolia, held for sale	3,008,848	4,179,533
Total exploration expenditure	3,008,848	4,179,533

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the successful development and commercial exploitation or sale of the respective area of interest. The carrying amount was recovered subsequent to the end of the financial year via the sale of Modun Resources LLC, the 100% owner of the Nuurst Coal Project.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

10 Non-current asset - Plant & Equipment

	Furniture & Fittings \$	Computer Equipment \$	Motor Vehicles \$	Total \$
30 June 2015				
Cost				
Balance at 1 July 2014	23,933	38,339	-	62,272
Addition at cost	-	1,355	-	1,355
Disposal at cost	(17,744)	(24,061)	-	(41,805)
Plant & equipment held for sale	(3,408)	(13,262)	-	(16,670)
Effect of exchange rate movements	977	4,532	-	5,509
Balance at 30 June 2015	3,758	6,903	-	10,661
Accumulated Depreciation				
Balance at 1 July 2014	(11,017)	(29,550)	-	(40,567)
Depreciation	(2,685)	(6,423)	-	(9,108)
Disposals	10,288	20,327	-	30,615
Accumulated depreciation associated with assets held for sale	714	12,140	-	12,854
Effect of exchange rate movements	(183)	(3,397)	-	(3,580)
Balance at 30 June 2015	(2,883)	(6,903)	-	(9,786)
Carrying Amount				
Balance at 1 July 2014	12,916	8,789	-	21,705
Balance at 30 June 2015	875	-	-	875

	Furniture & Fittings \$	Computer Equipment \$	Motor Vehicles \$	Total \$
30 June 2014				
Cost				
Balance at 1 July 2013	41,137	46,732	50,116	137,985
Addition at cost	2,445	323	-	2,768
Disposal at cost	(17,337)	-	(38,229)	(55,566)
Effect of exchange rate movements	(2,312)	(8,716)	(11,887)	(22,915)
Balance at 30 June 2014	23,933	38,339	-	62,272
Accumulated Depreciation				
Balance at 1 July 2012	(13,098)	(21,878)	(7,881)	(42,857)
Depreciation	(6,317)	(12,406)	(2,505)	(21,228)
Disposals	7,934	-	8,264	16,198
Effect of exchange rate movements	464	4,734	2,122	7,320
Balance at 30 June 2014	(11,017)	(29,550)	-	(40,567)
Carrying Amount				
Balance at 1 July 2013	28,039	24,854	42,235	95,128
Balance at 30 June 2014	12,916	8,789	-	21,705

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

11 Current liabilities – trade and other payables and provisions

	2015	2014
	\$	\$
Trade and other payables	1,163,709	56,654
Employee entitlement – Provision for annual leave	20,209	14,330
Continuing operations	1,183,918	70,984
Other current liabilities directly associated with assets held for sale	18,277	-
Total other current liabilities	1,202,195	70,984

12 Contributed equity

(a) Issued share capital	2015	2015	2014	2014
	Shares	\$	Shares	\$
Ordinary shares fully paid	1,774,139,534	302,879,339	1,274,139,534	301,879,339

(b) Movement in ordinary share capital

Date	Details	Number of shares	Issue price	\$
For the year ended 30 June 2015				
01/07/14	Opening Balance	1,274,139,534		301,879,339
17/09/14	Placement	347,500,000	\$0.002	695,000
29/10/14	Placement	152,500,000	\$0.002	305,000
30/06/2015	Balance	1,774,139,534		302,879,339
For the year ended 30 June 2014				
01/07/13	Opening Balance	854,568,109		300,760,089
19/08/13	Placement	53,571,425	\$0.007	375,000
12/09/13	Shares issued in lieu of cash for consulting services	5,000,000	\$0.006	30,000
16/12/13	Shares issued in lieu of cash for consulting services	2,000,000	\$0.005	10,000
14/01/14	Shares issued in lieu of cash for consulting services	4,000,000	\$0.004	16,000
27/03/14	Placement	155,000,000	\$0.002	310,000
27/03/14	Cost of share issue	-		(11,750)
11/06/14	Placement	200,000,000	\$0.002	400,000
11/06/14	Cost of share issue	-		(10,000)
30/06/2014	Balance	1,274,139,534		301,879,339

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
13 Reserves and accumulated losses

(a) Reserves	2015 \$	2014 \$
Share based payments reserve	1,732,202	962,202
Foreign currency translation reserve	(661,088)	(1,128,260)
Total reserves	1,071,114	(166,058)

(b) Movement in share based payments reserve

	2015 \$	2014 \$
Opening balance	962,202	962,202
Options exercised	-	-
Options granted	770,000	-
Total reserves	1,732,202	962,202

	2015 \$	2014 \$
(c) Movement in foreign currency translation reserve		
Opening balance	(1,128,260)	157,198
Currency translation differences	467,172	(1,285,458)
Closing balance	(661,088)	(1,128,260)

Nature and Purpose of Reserves

The share based payments reserve arises pursuant to an issue of shares or options as consideration for a service or an acquisition transaction.

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015

13 Reserves and accumulated losses (continued)

(d) Movement in options

For the year ended 30 June	2015		2014	
	Number of options	Weighted ave exercise price	Number of options	Weighted ave exercise price
Opening Balance	121,500,000	\$0.070	121,500,000	\$0.070
Options granted	350,000,000	\$0.002	-	
Options exercised	-		-	
Options expired	(17,500,000)	\$0.10	-	
Closing Balance	454,000,000	\$0.016	121,500,000	\$0.070
Exercisable at the end of the year	104,000,000		121,500,000	

On 21 October 2014, 350,000,000 options were issued to Directors of the Modun Group of Companies (2014: nil). The option grant was made pursuant to the approval of shareholders at a General Meeting held on 21 October 2014. The grant date fair value of the share options was measured using the Black-Scholes formula. The inputs to the model used to determine the fair value of options granted during the period were:

Date of grant	21/10/14
Market price of shares at grant date	0.3 cents
Exercise price	0.2 cents
Expiry date	21/10/17
Volatility	231%
Risk free rate	2.54%
Fair value at grant date	0.22 cents

The balance of options outstanding as at 30 June 2015 is represented by:

Number of options outstanding	Exercise Price	Expiry Date
36,000,000	4 cents	31 December 2015
36,000,000	6 cents	31 December 2015
32,000,000	10 cents	31 December 2015
350,000,000	0.2 cents	21 October 2017

Each option gives the option holder to subscribe for one ordinary share. There are no voting rights attached to the options.

(e) Accumulated losses

	2015 \$	2014 \$
Movements in accumulated losses were as follows:		
Opening Balance	(296,954,980)	(295,807,225)
Loss for the year	(4,172,816)	(1,147,755)
Balance	(301,127,796)	(296,954,980)

14 Dividends

There were no dividends recommended or paid during the financial year.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

15 Key management personnel disclosures

(a) Key management personnel compensation

	2015	2014
	\$	\$
Short-term employee benefits	560,568	380,454
Post-employment benefits	41,007	31,348
Share based payments	770,000	-
	1,371,575	411,802

Detailed remuneration disclosures are provided in sections 1 to 5 of the Remuneration Report in the Directors' Report at pages 9 to 15.

(b) Other transactions with key management personnel

Entitlements due to Rick Dalton (\$100,925), Neil Hackett (\$39,783) and Daniel Rohr (\$94,365) after the successful sale of Modun Mongolia were paid after they ceased to be a key management person. The total amounts were paid after the end of the financial year, but have been accrued during the reporting period. A further entitlement amount of \$51,242 was due and paid to Hugh Warner whilst he was still a Director and is shown as a bonus in the remuneration table in the Directors Report.

A former director, Mr H Warner, is a director and shareholder of Anglo Pacific Ventures Pty Ltd (Anglo). LiveTiles Limited paid rent to Anglo based on normal terms and conditions and the total fees paid to Anglo during the financial year were \$51,216 (2014: \$10,000).

A former director, Mr G Fahey, is a director and shareholder of CSA Global Pty Ltd (CSA). In the prior year, LiveTiles Limited entered into a contract during the year with CSA for the provision of geological services. The contract was based on normal terms and conditions and the total fees paid to CSA during the previous financial year were \$1,610.

16 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2015	2014
	\$	\$
Stantons International		
<i>Audit and other services</i>		
Audit and review of financial reports	31,117	28,049
Other services	28,097	-
Total audit and other services	59,214	28,049
Non-Stantons International audit firms		
Audit and review of financial statements	6,532	11,871
Other services – taxation services	18,648	8,037
Total remuneration of non-Stantons International audit firms	25,180	19,908
Total auditors' remuneration	84,394	47,957

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
17 Commitments

These obligations at balance date have not been provided for and are as set out in the table below.

	2015	2014
	\$	\$
Not yet provided for		
Minimum exploration expenditure commitments		
Within a year	-	-
Contractual commitments		
Within a year	-	-
Total commitments within one year	-	-
Minimum exploration expenditure commitments		
Later than one year but not later than five years	-	-
Contractual commitments		
Later than one year but not later than five years	-	-
Total commitments later than one year but not later than five years	-	-
Total commitments	-	-

Minimum exploration expenditure requirements

In order to maintain current rights of tenure to exploration tenements, the Group is required to meet minimum expenditure requirements specified by the Mongolian government. These commitments are subject to renewal of exploration permits, renegotiation upon expiry of the exploration permit or when an application for a mining permit is made. At the end of the financial year, the Group had met all of its minimum exploration expenditure commitments on the Nuurst exploration license. The exploration license was converted to a mining license on 11 July 2013 and there are no minimum expenditure requirements for a mining license as specified by the Mongolian Government except for the payment of the annual licence fee.

There is no capital expenditure contracted for at the reporting date that has not been recognised as a liability.

18 Related party transactions**(a) Parent Entity**

The parent and ultimate parent entity within the group is Modun Resources Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in Note 23.

Loans advanced to subsidiary, Modun Resources LLC total \$6,278,979 (2014: \$6,198,155) at 30 June 2015. Loans advanced to subsidiary, Modun Singapore Pte Ltd total \$nil (2014: \$41,046) at 30 June 2015. Loans advanced to subsidiary, Nuurst Mineral Corporation LLC total \$55,106 (2014: \$55,106) at 30 June 2015.

(c) Key management personnel

Disclosures relating to key management personnel are set out in Note 15 and the detailed remuneration disclosures in the Directors' Report.

(d) Transaction with other related parties

There were no transactions with other related parties during the reporting year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
18 Related party transactions (continued)**(e) Outstanding balances arising from sales / purchases of goods and services**

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

	2015	2014
	\$	\$
Current payables (purchases of services)		
Key management personnel related parties	301,242	-

19 Discontinued operations**a) Plan to dispose of Mongolian coal business**

On 18 November 2014, the Company agreed to accept a conditional offer to sell 100% of its wholly owned subsidiary, Modun Resources LLC (Modun Mongolia). On 29 June 2015, the Company lodged a notice of general meeting, which included a resolution for shareholders to approve the sale of Modun Mongolia with the meeting to be held on 30 July 2015. Prior to the shareholders meeting taking place, the Company was not able to agree to the terms and conditions of the detailed share purchase agreement. During this time, the Company received another offer to purchase Modun Mongolia and the Company's shareholders approved the sale of Modun Mongolia on 30 July 2015. The sale of Modun Mongolia was completed on 26 August 2015.

The net proceeds from the sale is less than the carrying amount of the related net assets and, accordingly, the Group has written down the value of carried forward exploration expenditure during the reporting period.

b) Analysis of loss for the year from discontinued operations

The results of the discontinued operations (Modun Mongolia) included in the loss for the year are set out below. The comparative profit or loss and cash flows from discontinued operations have been re-presented to include those operations classified as discontinued in the current year.

	2015	2014
	\$	\$
Loss for the year from discontinued operations		
Revenue	-	-
Expenses	(1,762,554)	(303,694)
Loss before tax	(1,762,554)	(303,694)
Attributable income tax expense	-	-
Loss for the year from discontinued operations (attributable to owners of the Company)	(1,762,554)	(303,694)
Cash flows from discontinued operations		
Net cash outflows from operating activities	(83,378)	(311,142)
Net cash outflows from investing activities	(15,057)	(203,997)
Net cash outflows from financing activities	-	-
Net cash outflows	(98,435)	(515,139)

The Modun Mongolia business has been classified and accounted for at 30 June 2015 as a disposal group held for sale (see Note 20).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2015

20 Assets classified as held for sale

	2015	2014
	\$	\$
Assets related to the Modun Mongolia business (i)	3,030,499	-
Liabilities associated with assets held for sale (i)	18,277	-

(i) As described in Note 19(a), the Group plans to dispose of Modun Mongolia and has entered into a conditional sales agreement prior to the end of the financial year. Subsequent to the end of the financial year, the sale was completed. The sales price was lower than the aggregated carrying amount of the related assets and liabilities and an impairment loss was recognised on reclassification of the asset and liabilities as held for sale as at 30 June 2015. The major classes of assets and liabilities of Modun Mongolia at the end of the reporting period are as follows:

	2015
	\$
Cash and cash equivalents	10,953
Trade and other receivables	6,882
Plant and equipment	3,816
Exploration expenditure	3,008,848
Assets of Modun Mongolia classified as held for sale	3,030,499
Trade and other payables	18,277
Liabilities of Modun Mongolia classified as held for sale	18,277
Net assets of Modun Mongolia classified as held for sale	3,012,222

21 Events occurring after the balance sheet date

Acquisition of LiveTiles Holdings Pty Ltd

On 30 July 2015, the Shareholders of the Company approved the acquisition of LiveTiles Holdings Pty Ltd (LiveTiles) as well as a change to the nature and scale of its activities. As a result, the Company proceeded to complete the acquisition with the following events occurring:

- 1) On 13 August 2015, the Company undertook a consolidation of its securities at a ratio of 50:1. This has resulted in the shares on issue at 30 June 2015 of 1,774,139,534 being consolidated to 35,482,675 shares on issue.
- 2) On 25 August 2015, the Company issued 225,000,000 shares to the vendors of LiveTiles as consideration for the purchase of LiveTiles.
- 3) On 25 August 2015, the Company completed a capital raising of \$12,000,000 via the placement of 80,000,000 ordinary shares.
- 4) On 25 August 2015, 35,000,000 shares were issued pursuant to the Management Incentive Plan approved by shareholders on 30 July 2015
- 5) On 25 August 2015, the Company changed its name to LiveTiles Limited
- 6) On 25 August 2015, Karl Redenbach and Matthew Brown were appointed as Executive Directors, Peter Nguyen-Brown was appointed as a Non-executive Director and Philip Kapp resigned as Directors. Hugh Warner resigned as a Director on 26 August 2015.

Sale of 100% of Nuurst Thermal Coal Project

On 21 July 2015, the Company terminated the conditional agreement to sell its 100% owned subsidiary (with the initial purchaser), Modun Resources LLC (Modun LLC), the 100% owner of the Nuurst Thermal Coal Project in Mongolia. The Company was not required to repay the deposit of \$130,632 it received under the terms of the share purchase agreement. At the end of the financial year, this amount is being shown in other payables on the balance sheet.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2015

21 Events occurring after the balance sheet date (continued)

Despite this, the Company continued to pursue a sale of Modun LLC and on 30 July 2015, the Shareholders of the Company approved the sale of its 100% owned subsidiary Modun Resources LLC (Modun LLC), the 100% owner of the Nuurst Thermal Coal Project in Mongolia. On 26 August 2015, the Company completed the sale of Modun LLC for consideration of \$US2,210,000. The carrying value of the net assets of Modun LLC have been written down to the consideration received as at 30 June 2015, such that there is no further gain or loss arising as a result of the sale of Modun LLC subsequent to the end of the financial year.

Exercise of Options

On 28 August 2015, 1,700,000 options (on a post consolidation basis) were exercised resulting in the issue of 1,700,000 fully paid ordinary shares for cash consideration of \$170,000.

Since the end of the financial year, there has not arisen any other item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future periods.

22 Contingent Liabilities

The Mongolian Tax Authority (The Authority) has conducted a tax review on the Company's wholly owned subsidiary, Modun Resources LLC (Modun LLC). Following the completion of the review, the Authority has lodged a claim against Modun LLC for additional withholding tax to be paid as a result of the acquisition of the Nuurst Licence in 2011. The group does not believe any additional withholding tax is required to be paid and is defending its position through the appeals and mediation process in place in Mongolia. The group considers that it is probable that the judgement will be in its favour and have therefore not recognized a provision in relation to this claim. The potential undiscounted amounts that Modun LLC could be required to pay if there was an adverse judgement against Modun LLC is estimated to be approximately \$360,000 (exclusive of legal costs). Under the terms and conditions of the Agreement to sell Modun LLC, any obligations arising as a result of this contingent liability will be borne by the new purchaser and there will be no on-going liability by the LiveTiles Group after completion of the sale.

23 Group Entities

	Country of incorporation	Interest 2015	Interest 2014
Parent entity			
Modun Resources Limited	Australia		
Subsidiaries			
Modun Resources LLC	Mongolia	100%	100%
Modun Resources Pte Ltd	Singapore	100%	100%
Nuurst Mineral Corporation LLC	Mongolia (through Modun Resources Pte Ltd)	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
**24 Reconciliation of comprehensive loss after income tax
to net cash outflow from operating activities**

	2015	2014
	\$	\$
Loss for the year	(4,172,816)	(1,147,755)
Depreciation	9,108	21,228
Share based payment	770,000	-
Professional fees paid in shares in lieu of cash	-	56,000
Loss on sale of fixed assets	5,483	18,708
Net exchange differences	(202,812)	(727)
Write down of capitalised exploration costs	1,867,368	-
<i>Changes in operating assets and liabilities:</i>		
Change in receivables & prepayments	(30,208)	3,960
Change in provisions	5,879	(8,847)
Change in trade and other payables	998,191	(119,981)
Net cash outflow from operating activities	(749,807)	(1,177,414)

25 Loss per share

	2015	2014
	Cents	Cents
(a) Basic loss per share		
From continuing operations	(0.15)	(0.09)
From discontinued operation	(0.10)	(0.03)
Total basic earnings per share	(0.25)	(0.12)

(b) Diluted loss per share

As the Company made a loss for the year ended 30 June 2015, the options on issue have no dilutive effect, and therefore diluted loss per share is equal to basic loss per share.

(c) Reconciliation of loss used in calculating loss per share	2015	2014
	\$	\$
<i>Basic and diluted loss per share</i>		
Loss from continuing operations attributable to the ordinary equity holders of the Company	(2,410,262)	(844,061)
Loss from discontinued operations attributable to the ordinary equity holders of the Company	(1,762,554)	(303,694)
Total loss from operations attributable to the ordinary equity holders of the Company	(4,172,816)	(1,147,755)

(d) Weighted average number of shares used as the denominator	2015	2014
	Number	Number
Weighted average number of ordinary shares used as the denominator in calculating basic loss per share	1,648,372,411	958,444,818
Adjustments for calculation of diluted loss per share – Options	-	-
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted loss per share	1,648,372,411	958,444,818

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
30 June 2015
25 Loss per share (continued)**(e) Information concerning the classification of securities****Options**

Options are considered to be potential ordinary shares but have not been included in the determination of diluted loss per share as a loss was incurred and the options are unlikely to be exercised given that the exercise price is currently higher than the ASX quoted share price. The options have not been included in the determination of basic loss per share.

26 Parent entity financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2015	2014
	\$	\$
Result		
Loss for the year	(3,839,354)	(2,499,528)
Other comprehensive income	-	-
Total comprehensive loss	(3,839,354)	(2,499,528)
Financial position		
Current assets	992,817	594,616
Non-current assets	3,070,429	4,410,532
Total assets	4,063,246	5,005,148
Current liabilities	1,179,288	51,838
Total liabilities	1,179,288	51,838
Net assets	2,883,958	4,953,310
Equity		
Share capital	302,879,339	301,879,339
Reserves	1,732,202	962,202
Accumulated losses	(301,727,583)	(297,888,231)
Total equity	2,883,958	4,953,310

At the end of the financial year, the parent entity has no guarantees, commitments or contingent liabilities (2014: nil).

DIRECTORS' DECLARATION

30 June 2015

In the directors' opinion:

- (a) the consolidated financial statements and notes set out on pages 30 to 55 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Group's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
- (b) as set out in Note 1(c) there are reasonable grounds to believe that the Consolidated Entity will be able to pay its debts as and when they become due and payable,
- (c) the consolidated financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board as described in note 1(a); and
- (d) the audited remuneration disclosures set out on pages 9 to 15 of the Directors' Report comply with accounting standard AASB 124 Related Party Disclosures and the *Corporations Regulations 2001*.

The directors have been given the declarations required by Section 295(A) of the *Corporations Act 2001* from the Managing Director and the Chief Financial Officer for the year ended 30 June 2015.

This declaration is made in accordance with a resolution of the directors.



Mike Hill
Director

Sydney
30 September 2015

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
LIVETILES LIMITED**

Report on the Financial Report

We have audited the accompanying financial report of LiveTiles Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the Financial Report

The directors of the company are responsible for the preparation 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 note 1(a), the directors also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

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

Independence

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

Opinion

In our opinion:

- (a) the financial report of LiveTiles Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- (b) the consolidated financial report also complies with International Financial Reporting Standards as disclosed in note 1(a).

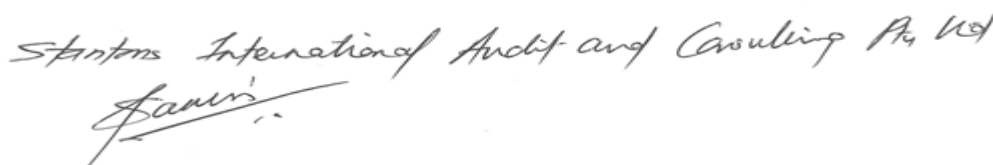
Report on the Remuneration Report

We have audited the remuneration report included in pages 9 to 15 of the directors' report for the year ended 30 June 2015. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards

Opinion

In our opinion the remuneration report of LiveTiles Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

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



Samir Tirodkar
Director
West Perth, Western Australia
30 September 2015

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

ASX Additional Information

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

The shareholder information was applicable as at 22 September 2015.

(a) Substantial Shareholders

The number of shares held by substantial shareholders and their associates are:

Name	Number Held	Percentage of Issued Shares
ZTH Tech Pty Ltd <Triton Discretionary Trust>	109,687,638	29.21
NIA Tech Pty Ltd <Odeon Discretionary Trust>	96,937,638	25.82
Rhipe LiveTiles Pty Ltd	24,469,224	6.52

(b) Voting Rights

Ordinary Shares

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

Options

There are no voting rights attached to the unquoted options

(c) Distribution of Equity Security Holders

Category	Ordinary Fully Paid Shares	% Issued Capital
1 – 1,000	147,840	0.04
1,001 – 5,000	889,940	0.24
5,001 – 10,000	1,010,250	0.27
10,001 – 100,000	9,427,333	2.50
100,001 and over	365,707,312	96.95
Total	377,182,675	100.00

There were 1,195 holders of less than a marketable parcel of ordinary shares.

LIVETILES LIMITED (FORMERLY MODUN RESOURCES LIMITED)

ASX Additional Information (continued)

(d) Equity Security Holders

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

Name	Number Held	Percentage of Issued Shares
NIA TECH PTY LTD <ODEON DISCRETIONARY A/C>	90,187,638	23.91
ZTH TECH PTY LTD <TRITON DISCRETIONARY A/C>	90,187,638	23.91
RHIPE LIVE TILES PTY LIMITED	24,469,224	6.49
MR KARL REDENBACH	19,500,000	5.17
UBS NOMINEES PTY LTD	14,000,000	3.71
MR MATTHEW BROWN <ALLUVION DISCRETIONARY A/C>	13,750,000	3.65
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,314,332	2.20
J P MORGAN NOMINEES AUSTRALIA LIMITED	7,937,883	2.10
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LTD <NOM1 A/C>	6,935,782	1.84
BRISPTOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE NO 1 A/C>	6,935,781	1.84
MR PETER NGUYEN-BROWN	6,750,000	1.79
NSYNERGY LIVE TILES EMPLOYEE SHARE PLAN PTY LTD	5,586,750	1.48
NATIONAL NOMINEES LIMITED	3,633,082	0.96
ARRAKIS NOMINEES PTY LTD <ARRAKIS FAMILY A/C>	3,333,334	0.88
UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	2,905,415	0.77
ELLIOT HOLDINGS PTY LTD <CBM FAMILY A/C>	2,704,110	0.72
LEILANI INVESTMENTS PTY LTD <RICE FAMILY INVESTMENT A/C>	2,600,000	0.69
MYALL RESOURCES PTY LTD <MYALL GROUP SUPER FUND A/C>	2,333,333	0.62
PERSHING AUSTRALIA NOMINEES PTY LTD <BLUE OCEAN EQUITIES A/C>	2,333,333	0.62
MR ANDREW GRAY	2,250,000	0.60
	316,647,635	83.95

(e) Unquoted Equity Security Holders

Unquoted equity securities

	Number on Issue	Number of Holders
Options – exercisable at \$0.10 before 28 October 2014	5,300,000	3
Options – exercisable at \$2.00 before 31 December 2015	720,000	7
Options – exercisable at \$3.00 before 31 December 2015	720,000	7
Options – exercisable at \$5.00 before 31 December 2015	640,000	7

Tenements

At the date of this report, the Group did not own any tenements. The details of the tenement owned at 30 June 2015, but disposed of subsequent to the end of the financial year was as follows:

Tenement Type	Tenement Number	Project/Location	Registered Holders & Interests	Date Granted
MV	017349	Nuurst Thermal Coal Project, Central Mongolia	Modun Resources LLC (Mongolia) (100%)	11/7/2013