SECTION 2A: APPENDIX 3

FINAL YEAR REPORT

FORM: Preliminary final report

Name of issuer						
Soda Brands Limited						
ACN or ARBN	Half yearly (tick)	Prelin	ninary (tick)	_('Currei	nt period')	year ended
081 149 635			V	31 July	2008	
					<u> </u>	
For announcement to the	e market					
						\$A,000
Revenue (item 1.1)		Up	7.89	6	То	2,655
Loss for the period (item 1.9)	·	Down	60%	1	То	(320)
Profit (loss) for the period a members of the parent (iten		Down	60%	1	to	(320)
Dividends			Current p	eriod		corresponding eriod
						Nil
Franking rate applicable:			Nil			INII
Final dividend (preliminary fir 10.14)	nal report only)(item 10	1.13-	Nil			Nil
Amount per security						
Franked amount per securi	ity	ŀ				
Interim dividend (Half yearly 10.12)	report only) (item 10.	11 –	Nil			Nil
Amount per security						
Franked amount per securi	ity					
Short details of any bonus of market:	or cash issue or o	ther item	(s) of importa	ince not p	reviously rel	eased to the
NIL						
			,			

Consolidated income statement

		Current period - \$A'000	Previous corresponding period - \$A'000
1.1	Revenues (item 7.1)	2,655	2,462
1.2	Expenses, excluding finance costs (item 7.2)	2,959	3,185
1.3	Finance costs	16	72
1.4	Share of net profits (losses) of associates and joint ventures (item 15.7)	-	-
1.5	Profit (loss) before income tax	(320)	(795)
1.6	Income tax expense (see note 4)	-	-
1.7	Profit (loss) from continuing operations	(320)	(795)
1.8	Profit (loss) from discontinued operations (item 13.3)	-	-
1.9	Profit (loss) for the period	(320)	(795)
1.10	Profit (loss) attributable to minority interests	-	-
1.11	Profit (loss) attributable to members of the parent	(320)	(795)
1.12	Basic earnings per security (item 9.1)	(0.94)	(3.12)
1.13	Diluted earnings per security (item 9.1)	(0.90)	(3.00)
1.14	Dividends per security (item 9.1)	NIL	NIL

Comparison of half-year profits

		Current period - \$A'000	Previous corresponding period - \$A'000
2.1	Consolidated loss after tax attributable to members reported for the 1st half year (item 1.11 in the half yearly statement)	(22)	(411)
2.2	Consolidated profit loss after tax attributable to members for the 2nd half year	(298)	(384)

Consolidated balance sheet

	Current assets	Current period - \$A'000	Previous corresponding period - \$A'000
3.1	Cash and cash equivalents	120	668
3.2	Trade and other receivables	362	434
3.3	Inventories	1,720	833
3.4	Other current assets (provide details if material)	367	56
3.5	Total current assets	2,569	1,991
	Non-current assets		
3.12	Property, plant and equipment (net)	193	275
3.14	Goodwill	3,293	3,022
3.17	Total non-current assets	3,486	3,297
3.18	Total assets	6,055	5,288
	Current liabilities		
3.19	Trade and other payables	1,259	186
3.22	Short term provisions	24	9
3.26	Total current liabilities	1,283	195
3.32	Total liabilities	1,283	195
3.33	Net assets	4,772	5,093
	Equity		
3.34	Share capital	6,913	6,913
3.35	Other reserves	(10)	(10)
3.36	Retained earnings	(2,131)	(1,811)
3.39	Total equity	4,772	5,093

Consolidated statement of changes in equity

		Current period A\$'000	Previous corresponding period – A\$'000
4.1	Net income recognised directly in equity	NIL	NIL
4.2	Profit for the period	(320)	(795)
4.3	Total recognised income and expense for the period	(320)	(795)
4.4	Effect of changes in accounting policy (as per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors):	NIL	NIL

Consolidated statement of cash flows

(See note 6)

(as per AASB 107: Cash Flow Statements)

		Current period - \$A'000	Previous corresponding period - \$A'000
	Cash flows related to operating activities		
5.1	Receipts from customers	2,504	2,473
5.2	Payments to suppliers and employees	(2,748)	(3,629)
5.3	Interest received	33	49
5.5	Finance Cost	(16)	(72)
5.6	Net cash used in operating activities	(227)	(1,179)
<u></u>	Cash flows related to investing activities		
5.7	Payments for purchases of property, plant and equipment	(50)	(87)
5.9	Payment for purchase of business	(271)	-
5.9	Payment for purchase of goodwill	-	(3,022)
5.16	Net cash used in investing activities	(321)	(3,109)
	Cash flows related to financing activities		
5.17	Proceeds from issues of securities (shares, options, etc.)	-	5,573
5.19	Repayment of borrowings	-	(620)
5.22	Net cash used in financing activities		4,953
10 T. T.	Net increase (decrease) in cash and cash equivalents	(548)	665
5.23	Cash at beginning of period (see Reconciliations of cash)	668	3
5.25	Cash at end of period (see Reconciliation of cash)	120	668

Reconciliation of cash provided by operating activities to profit or loss

(as per paragraph Aus20.1 of AASB 107: Cash Flow Statements)

		Current period \$A'000	Previous corresponding period \$A'000
6.1	Loss (item 1.9)	(320)	(795)
	Adjustments for:		
	Non cash flows in profit		
6.2	Depreciation	132	109
6.4	Foreign Exchange translation reserve	-	(10)
6.5	Increase/decrease in Trade and term receivables	(239)	(169)
6.6	Increase/decrease in prepayments	-	(7)
6.7	Increase/decrease in inventories	(887)	(172)
6.8	Increase/decrease in trade payables and accruals	1,072	(135)
6.9	Increase/decrease in provisions	15	-
6.10	Net cash from operating activities (item 5.6)	(227)	(1,179)

Notes to the financial statements

Details of revenues and expenses

(see note 16)

(Where items of income and expense are material, disclose nature and amount below in accordance with paragraphs 86-87 of AASB 101: Presentation of Financial Statements)

		Current period - \$A'000	Previous corresponding period - \$A'000
	Revenue		
	Sale of Goods	2,622	2,412
	Interest Income	33	49
7.1	Total Revenue	2,655	2,461
	Expenses		
	Cost of Sales	(1,152)	(1,366)
	Sales & Marketing	(445)	(632)
	Employee Benefits	(922)	(847)
7.2	Depreciation	(132)	(109)
	Other expense	(308)	(229)
	Finance Cost	(16)	(72)
	Total Expenses	(2,975)	(3,255)
	Profit (loss) before tax	(320)	(794)

Ratios		Current period	Previous corresponding period
	Profit before tax / revenue		
8.1	Consolidated loss before tax (item 1.5) as a percentage of revenue (item 1.1)	(12.1%)	(32.2%)
	Profit after tax / equity interests		
8.2	Consolidated profit (loss) after tax attributable to members (item 1.11) as a percentage of equity (similarly attributable) at the end of the period (item 3.37)	(6.7%)	(15.6%)

Earnings per Security

9.1 Provide details of basic and fully diluted EPS in accordance with paragraph 70 and Aus 70.1 of AASB 133: Earnings per Share below:

Earnin	gs per <i>security</i> (EPS)	Cents per share	Cents per share
accord	ation of basic, and fully diluted, EPS in ance with AASB 133: Earnings per Share Basic EPS	(0.94)	(3.21)
(b)	Diluted EPS	(0.90)	(3.00)
EPS averag	calculations have been based on weighted e shares outstanding, adjusted for the share grant to directors.	(6.00)	(0.00)
Divide	nds		
10.1	Date the dividend is payable	N/A	
10.2	Record date to determine entitlements to the div the basis of registerable transfers received up to paper based, or by 'End of Day' if a proper ASTO transfer)	5.00 pm if	
10.3 N/A	The dividend or distribution plans shown below a	re in operation.	
The las	st date(s) for receipt of election notices to the distrib	oution plans	N/A
10.4	Any other disclosures in relation to distributions		
NIL			

Dividends paid or provided for on all securities

(as per paragraph Aus126.4 AASB 101: Presentation of Financial Statements)

		Current period - \$A'000	Previous corresponding period - \$A'000	Franking rate applicable
	Dividends paid or provided for during the reporting period			
10.5	Current year interim	NIL	NIL	
10.6	Previous year final	NIL '	NIL	

Dividends per security

		Current year	Previous year	Franking rate applicable
	Dividends paid or provided for during the reporting period			
10.7	Current year interim	NIL	NIL	
10.8	Previous year final	NIL	NIL	

Movements in Equity

(as per paragraph 97 of AASB 101: Financial Statement Presentation)

		Number issued '000	Number listed '000	Paid-up value (cents)	Current period – A\$'000	Previous correspondin g period – A\$'000
14.6	Ordinary securities					
	(description)					
14.7	Balance at start of period	34,000	34,000	20.33	6,913	6,913
14.8	a) Increases through issues					
14.9	b) Decreases through returns of capital, buybacks etc.					
14.10	Balance at end of period	34,000	34,000	20.33	6,913	6,913
14.16	Options					
	(description & conversion factor)					
14.17	Balance at start of period	1,750	0	0	0	0
14.18	Issued during period					
14.19	Exercised during period					
14.20	Expired during period					
14.21	Balance at end of period	1,750	0	0	0	0
14.32	Total Securities	35,750	34,000	19.0	6,913	6,913

		Current period – A\$'000	Previous corresponding period – A\$'000
	Reserves		
14.33	Balance at start of period	(10)	(10)
14.34	Transfers to/from reserves	The state of the s	
14.35	Total for the period		
14.36	Balance at end of period	(10)	(10)
14.37	Total reserves	(10)	(10)
	Retained earnings		
14.38	Balance at start of period	(1,811)	(1,016)
14.42	Total for the period	(320)	(795)
14.43	Dividends		
14.44	Balance at end of period	(2,131)	(1,811)

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 114: Segment Reporting. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 114 and indicates which amount should agree with items included elsewhere in this statement.

		Current period - \$A'000	Previous corresponding period - \$A'000
	Segments		
	Revenue:		
19.1	External sales	2,622	2,462
19.2	Inter-segment sales		
19.3	Total (consolidated total equal to item 1.1)	2,655	2,462
19.4	Segment result	(305)	(723)
19.6	Operating profit (equal to item 1.5)	(320)	(795)
19.7	Interest expense	(15)	(72)
19.11	Net profit (consolidated total equal to item 1.9)	(320)	(795)
	Other information		
19.12	Segment assets	6,049	5,287
19.15	Total assets (equal to item 3.18)	6,055	5,287
19.16	Segment liabilities	1,283	195
19.18	Total liabilities (equal to item 3.32)	1,283	195
19.19	Capital expenditure	50	87
19.20	Depreciation	132	109
19.21	Other non-cash expenses	NIL	NIL

NTA Backing

20.1	Current period	Previous corresponding period
	Cents	cents
Net tangible asset backing per ordinary security	4.35	6.09

	-		45 545
Non-cash	tinancing	and investi	ng activities

Details d assets a	of financing and investing activities of financing and investing transactions which have had a material effect on consolidated and liabilities but did not involve cash flows are as follows. If an amount is quantified, show ative amount.
21.1	
	NIL .
	·
Internat	ional Financial Reporting Standards
Financia include r	aragraph 39 of AASB 1: First –time Adoption of Australian Equivalents to International International International International International Internations of its equity and profit or loss under previous GAAP to its equity and profit or ler Australian equivalents to IFRS's. See IG63 in the appendix to AASB 1 for guidance.
22.1	Not applicable

22.1	Not applicable	
	,	
		ŀ

Under paragraph 4.2 of AASB 1047: Disclosing the Impacts of Adopting Australian Equivalents to International Financial Reporting Standards, an entity must disclose any known or reliably estimable information about the impacts on the financial report had it been prepared using the Australian equivalents to IFRSs or if the aforementioned impacts are not known or reliably estimable, a statement to that effect.

22.2		······································		
	Not applicable			
		•		
			•	

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 134: Interim Financial Reporting. The comments do not take the place of the directors' report and statement (as required by the Corporations Act) but may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 134: Interim Financial Reporting. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. This report does not include all notes of the type normally included in an annual financial report [Delete if inapplicable.]

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible). In a half yearly report, provide explanatory comments about any seasonal or irregular factors affecting operations (as per paragraphs 16(b), 16(b) and Aus 16.1 of AASB 134: Interim Financial Reporting)

The following matters have arisen from 31 July 2008:

The agreement to acquire the entire issued share capital of Kistani Pty Ltd was completed on 9 September 2008 as follows:

- 1(a). Issuance of 8,591,282 ordinary shares to Kistani Holdings Pty Ltd as of 9 September 2008.
- 1(b). Issuance of a further 2,777,778 ordinary shares to either Kistani Holdings Pty Ltd or Twincare International Pty Ltd at an issue price of 18 cents per share.
- 1(c). Issuance of 2,880,000 ordinary shares to Kistani Holdings Pty Ltd after 31 July 2011, subject to agreed performance targets.
- 1(d). Issuance of 11,831,673 options over unissued ordinary shares to Kistani Holdings Pty Ltd at an issue price of 20 cents per share, exercisable before 31 January 2010.
- 1(e). Issuance of 100,000 options over unissued shares to Kistani Holdings Pty Ltd at an issue price of 25 cents per share, exercisable before 1 August 2012.
- 1(f). Issuance of 500,000 options over unissued shares to Maximize Equity Pty Ltd at an issue price of 25 cents per share, exercisable before 1 August 2012.
- 1(g). Issuance of 500,000 options over unissued shares to Stavros Dimitriadis at an issue price of 25 cents per share, exercisable before 1 August 2012.
- 1(h). Issuance of 150,000 options over unissued shares to Richard Stanley at an issue price of 25 cents per share, exercisable before 1 August 2012...
- 1(i). Appointment of Mr. Stavros Dimitriadis as a non executive directors of the Company.
- 1(i) Appointment of Mr. Maxim Krok as a non executive directors of the Company.

There were at the date of this report no other matter or circumstances which have arisen since 31 July 2008 that have significantly affected or may significantly affect the operations of the consolidated entity, the result of those operations, or the state of affairs of the consolidated entity.

Any other factors which have affected the results in the period, or which are likely to affect results in the future, including those where the effect could not be quantified.
None
Franking credits available and prospects for paying fully or partly franked dividends for at least the next year
No dividends have been declared for the next financial year

Changes in accounting policies, estimation methods and measurement bases since the last annual

report are disclosed as follows. (Disclose changes in the half yearly statement in accordance with paragraph16(a) of AASB 134: Interim Financial Reporting. Disclose changes in the preliminary final statement in accordance with paragraphs 28-29 of 108: Accounting Policies, Changes in Accounting Estimates and Errors.)
None
An issuer shall explain how the transition from previous GAAP to Australian equivalents to IFRS' affected its reported financial position, financial performance and cash flows. (as per paragraph 38 of AASB 1: First-time Adoption of Australian Equivalents to International Financial Reporting Standards)
Not applicable, transaction occurred in previous financial period
Revisions in estimates of amounts reported in previous periods. For half yearly reports the nature and amount of revisions in estimates of amounts reported in previous annual reports if those revisions have a material effect in this half year (as per paragraph 16(d) of AASB 134: Interim Financial Reporting)
NIL
Changes in contingent liabilities or assets. For half yearly reports, changes in contingent liabilities and contingent assts since the last annual report (as per paragraph 16(f) of AASB 134: Interim Financial Reporting)
NIL

The nature and amount of items affecting assets, liabilities, equity, profit or loss, or cash flows that are unusual because of their nature, size or incidence (as per paragraph 16(c) of AASB 134: Interim Financial Reporting)
NiL
Effect of changes in the composition of the entity during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings and discontinued operations (as per paragraph 16(i) of AASB 134: Interim Financial Reporting)
Not applicable
,

	meeting nary final statement only)				
The ann	nual meeting will be held as follows:				
Place		179 Palmer Street, Darlinghurst, NSW 2020			
Date		19 November 2008			
Time		3:00 pm			
Approxi	mate date the annual report will be available	29 th October 2008			
 Compliance statement This statement has been prepared under accounting policies which comply with accounting standards as defined in the <i>Corporations Act</i> or other standards acceptable to the Exchange (see note 13). 					
Id	lentify other standards used				
	This statement, and the financial statements under the <i>Corporations Act</i> (if separate), use the same accounting policies.				
3.	This statement does give a true and fair view of the matters disclosed (see note 2).				
4.	This statement is based on financial statements to which one of the following applies:				
[The financial statements have been $$ audited.	The financial statements have been subject to review by a registered auditor (or overseas equivalent).			
[☐ The financial statements are in the ☐ process of being audited or subject to review.	The financial statements have <i>not</i> yet been audited or reviewed.			
5.	. If the accounts have been or are being audited or subject to review and the audit report is not attached, will follow immediately they are available.				
6.					
Sign her	Managing Director	14 ^m October 2008			
Print nar	Well Challe				

Notes

- 1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down. If changes in accounting policies or procedures have had a material effect on reported figures, do not show either directional or percentage changes in profits. Explain the reason for the omissions in the note at the end of the announcement section. *Issuers* are encouraged to attach notes or fuller explanations of any significant changes to any of the items in page 1. The area at the end of the announcement section can be used to provide a cross reference to any such attachment.
- 2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.
- 3. Consolidated statement of financial performance
 - Item 1.1 The definition of "revenue" is set out in AASB 118: Revenue
 - Item 1.6 This item refers to the total tax attributable to the amount shown in *item 1.5*. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as expenses from ordinary activities (eg. fringe benefits tax).
- 4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the issuer must explain in a note the major items responsible for the difference and their amounts. The rate of tax applicable to the franking amount per dividend should be inserted in the heading for the column "Franking rate applicable" for items in section 9.
- 5. Consolidated statement of financial position

Format The format of the consolidated statement of financial position should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of AASB 134: Interim Financial Reporting, and AASB 101: Presentation of Financial Statements. Banking institutions, trusts and financial institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of *AASB 116: Property, Plant and Equipment*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required.

- 6. **Consolidated statement of cash flows** For definitions of "cash" and other terms used in this statement see *AASB 107: Cash Flow Statements. Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 107*.
- 7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary *securities* (i.e. all liabilities, preference shares, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary *security*.
- 8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the

contribution for each gain or loss that increased or decreased the *issuer*'s consolidated operating profit (loss) after tax by more than 5% compared to the previous corresponding period.

- 9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
- 10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are amended. If an *issuer* qualifies under *ASIC* Class Order 98/0100 dated 15 July 2004, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.
- 11. Comparative figures Comparative figures are to be presented in accordance with AASB 101: Presentation of Financial Statements or AASB 134: Interim Financial Reporting as appropriate and are the unadjusted figures from the last annual or half year report as appropriate. However, if the previously reported figures are adjusted to achieve greater comparability, in accordance with an accounting standard or other reason, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
- 12. Additional information An issuer may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the listing rules for an issuer to complete this statement does not prevent the issuer issuing statements more frequently. Additional material lodged with the ASIC under the Corporations Act must also be given to the Exchange. For example, a directors' report and declaration, if lodged with the ASIC, must be given to the Exchange.
- 13. Accounting Standards the Exchange will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one exists) must be complied with.
- 14. **Borrowing corporations** This statement may be able to be used by an *issuer* required to comply with the *Corporations Act* as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards.
- 15. **Details of expenses** AASB 101: Presentation of Financial Statements requires disclosure of expenses according to either their nature or function. For foreign entities, there are similar requirements in other accounting standards accepted by the Exchange. Issuers must disclose details of expenses using the layout (by nature or function) employed in their accounts.

The information in items 7.1 - 7.2 may be provided in an attachment to Appendix 3

Relevant items AASB 101: Presentation of Financial Statements requires the separate disclosure of specific revenues and expenses which are of a size, nature or incidence that disclosure is *relevant*, as defined in AASB 101, in explaining the financial performance of the *issuer*. There is an equivalent requirement in AASB 134: Interim Financial Reporting. For foreign entities, there are similar requirements in other accounting standards accepted by the Exchange.

16. **Dollars** If reporting is not in A\$, all references to \$A must be changed to the reporting currency. If reporting is not in thousands of dollars, all references to "000" must be changed to the reporting value.

17. Discontinuing operations

Entities must either provide a description of any significant activities or events relating to discontinuing operations equivalent to that required by paragraph 7.5 (g) of AASB 134: Interim Financial Reporting, or, the details of discontinuing operations they are required to disclose in their accounts in accordance with AASB 5: Non-current Assets for Sale and Discontinued Operations

In any case, the information may be provided as an attachment to this Appendix 3