

VENTUREAXESS GROUP LIMITED

(formerly Jab Technologies Limited)
A.B.N. 42 087 426 953

ANNUAL REPORT

30 June 2008

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Company Directory

Directors

Geoffrey Mullins - Chairman
Karalyn Day - CEO
Emyr Jones - Executive Director
Richard Green - Independent Non-Executive Director (appointed 21 April 2008)
Trevor Nink - Independent Non-Executive Director (appointed 28 April 2008)

Company Secretary

Karalyn Day (appointed 3 October 2007)
Alex Chow (resigned 3 October 2007)

Registered Office

Suite 303, 20 Bungan Street,
Mona Vale,
NSW 2103
AUSTRALIA

Postal Address:
PO Box 1356
Mona Vale, NSW 1660
AUSTRALIA
Telephone: (02) 9999 0540
Facsimile: (02) 9999 0150
E-mail: info@ventureaxess.com

Share Registry

Registries Limited
Level 2
28 Margaret Street
SYDNEY, NSW 2000

Telephone: (02) 9290 9600
Facsimile: (02) 9279 0664

Auditors

Andrew Stanning
Northstar Accountants
Suite 9, 90 Mona Vale Road
Mona Vale
NSW 2103

Stock Exchange Listing

VentureAxess Group Limited shares and options are quoted on The National Stock Exchange of Australia and coded as "VAX" and "VAXO" respectively.

Nominated Advisers

VentureAxess Limited
Suite 303, 20 Bungan Street,
Mona Vale,
NSW 2103

Directors' Report (continued)

The Board of Directors of VentureAcess Group Limited ("the Company") present their report on the consolidated entity (referred to hereafter as "the Group" or "Consolidated Entity") consisting of VentureAcess Group Limited and its controlled entities for the financial year ended 30 June 2008.

Directors

The names and details of the directors of VentureAcess Group Limited in office at the date of this report are:

**Geoff E Mullins, LLB, BCom. UNSW,
Barrister-at-Law
Chairman**

Over his 25 years in general management, Geoff has been providing corporate advice on the commercialisation of new technologies and ventures. With a strong background in both commerce and law, Geoff has used his high-level experience in information technology and communications to advise numerous Australian and International companies. Geoff is also Chairman of Medical Science Australia Limited, VentureAcess Limited, VentureAcess Fund Managers Limited and Heart Assist Technologies Pty Ltd.

Appointed to the Board on 1 May 2007.

**Karalyn Day
Chief Executive Officer**

Karalyn has worked in the venture capital industry for the last 8 years, prior to which she managed a Japanese backed investment company. She has past experience as a state sales and channels manager of a publicly listed telecommunications company and in para-legal and legal practice management. Karalyn also has 12 years successful and extensive experience in the health industry and is currently a Director of VentureAcess Limited, VentureAcess Fund Managers Limited and Heart Assist Technologies Pty Ltd as well as being Company Secretary to various companies in the VentureAcess Group and its investee companies.

Appointed to the Board 1 May 2007.

**Emyr Jones, BA Econ (Hons), FCA
Executive Director**

Emyr has accumulated over 30 years professional experience as a corporate and financial officer in various listed UK companies, and non-executive director of, and investor in, emerging businesses. Following qualification as a Chartered Accountant in the UK, Emyr joined a leading listed Advertising Agency Group in London, before leaving to list a private Marketing Services Group on the London Stock Exchange. Emyr also assisted a new financial research business to raise seed capital via a corporate venture partner, becoming a founding director and shareholder. On exit of the corporate partner and investment by a leading European Venture Capital Group, Emyr became Non-Executive Chairman of the research business. Emyr moved to Sydney in 2001 and is currently a Director of Medical Science Australia Limited, VentureAcess Limited and VentureAcess Fund Managers Limited, Non-Executive Chairman of Ceebron Pty Ltd and WebND Technologies Pty Ltd and Non-Executive Director of AusUni Pty Ltd.

Appointed to the Board 1 May 2007.

**Richard Green
Independent Non-Executive Director**

Richard has been actively involved over a number of years in conducting numerous capital raisings, company floats and restructures in Australia and the United Kingdom. This includes transforming the Pharmacy College of Victoria from a very small lab based consultancy into a company that now has a market capitalisation of over \$80 million. He has also been an active investor, director and chairman of several corporations. He is currently the Chairman of Queensland Trustees and Investment Limited and Managing Director of Authorised Investment Fund Limited, both of which are ASX listed companies.

Appointed to the Board on 21 April 2008.

**Trevor Nink
Non-Executive Director**

Trevor has a strong international executive career spanning the Australasian, Asian, European and North American markets. He has been CEO of numerous companies with total turnover up to \$1 billion in manufacturing, contracting, distribution, and trading. He has experience on the board of a number of commercial and not for profit organisations. Trevor is currently Chairman of Pebble Electronics Pty Ltd and Blanter Pty Ltd and a non-executive Director of Trackaxle Limited and Medical Science Australia Limited.

Appointed to the Board on 28 April 2008.

Karalyn Day was appointed Company Secretary on 3 October 2007.

Mr Alex Chow resigned as Company Secretary on 3 October 2007.

Directors' Report (continued)

Principal activities

Following the acquisition of VentureAcess Limited on 1 November 2007 the Consolidated Entity's principal activities became Funds Management and Corporate Advisory Services. Its previous loss making activity, in e-business technology solutions, was wound down during the year following a review by the Board.

Dividend

No dividends were recommended, declared or paid to members during the financial year.

Review of operations

The Consolidated Entity (VentureAcess Group Limited and its controlled entities) recorded a net profit after income tax and minority interests of \$11,271 for the year ended 30 June 2008, compared with a net loss of \$221,469 in the previous financial year.

On 18 September 2007 the Company announced the acquisition of VentureAcess Limited, a funds management and financial consultancy business in a share for share transaction, subject to shareholder approval for the issue of the new shares in the Company. It was also proposed to change the name of the enlarged business to VentureAcess Group Limited. At a shareholder's meeting held on 1 November 2007 shareholders approved the acquisition of VentureAcess Limited, the change of name to VentureAcess Group Limited, the change of activity to Funds Management & Corporate Advisory Services as well as the conversion terms of the \$52,000 of Converting Notes issued to VentureAcess Capital Limited in the previous financial year.

The acquired business of VentureAcess Limited made a pre tax profit contribution of \$66,021 for the 8 months in which it was owned by the Company, compared with its profit before tax for the financial year of \$86,764 before exceptional costs of \$15,777.

Five Year Summary of Performance

As the Company listed on 16 September 2005, only 30 June 2008, 2007 and 2006 figures have been included.

	2008	2007	2006
	\$	\$	\$
Gross Revenue	271,470	154,331	31,700
Net profit (loss) before tax and minorities	11,914	(221,469)	(637,328)
Total assets	2,557,966	19,519	273,901
Total liabilities	585,713	(242,200)	168,206
Shareholders funds (deficiency) excluding minority interests	1,957,718	(222,681)	105,695
Earnings (loss) per share (cents)	0.05	(1.49)	(3.61)
Dividends per share	Nil	Nil	Nil
Net assets (deficiency) per share (cents)	6.58	(1.50)	0.71

Directors' Report (continued)

Matters subsequent to the end of the financial year

On 7 July 2008 the Company announced that it intended to acquire Medical Science Australia Limited (the largest shareholder in VentureAxess Group Limited) by means of an off-market all equity takeover offer. A Bidder's Statement was issued on 14 August 2008 and the Target's Statement was received from Medical Science Australia Limited on 22 September 2008. On 26 September 2008 the Company announced that it had received acceptances under the offer from shareholders holding 51.68% of the issued ordinary share capital of Medical Science Australia Limited, and that the closing date of the offer had been extended from 3 October 2008 to 24 October 2008.

Since the year end the Company has issued 1,020,835 ordinary shares to raise cash of \$102,500

Likely developments and expected results of operations.

The Group continues to seek organic growth through gaining new clients and the creation of new funds. Opportunities to acquire complementary businesses will also be pursued.

Environmental regulation

The Consolidated Entity's operations were not subject to any particular and significant environmental regulation during the financial year.

Shares under option

Unissued ordinary shares of VentureAxess Group Limited under option at the date of this report are as follows:

Expiry Date	Issue Price of Shares	Number of Shares Under Option
31 December 2009	\$0.20	17,876,421

Options holders do not have any rights under the options to participate in any share issue of the Company.

Shares issued on the exercise of options

No shares of VentureAxess Group Limited were issued during the year ended 30 June 2008 as a result of the exercise of options over unissued shares in the Company, and no further shares have been issued as a result of the exercise of options since that date.

Insurance of officers

During the financial year VentureAxess Group Limited paid a premium to insure all past, present and future officers and secretaries of the Company against liability for reasonable legal costs incurred in:

- the investigation, defence, reporting, or negotiation for settlement of legal or arbitral proceedings or a claim for compensation; and
- legally compellable attendance at any official investigation, examination or inquiry.

However, the insurance does not cover certain defined exclusions, including liability that arises from a dishonest, fraudulent or malicious act, intentional or wilful breach of statute, contract or duty, and others.

Meetings of directors

The numbers of meetings of the board of directors and of each board committee held during the year, and the number of meetings attended by each Director were as follows:

Director	Board Meetings		Audit Committee Meetings	
	A	B	A	B
G Mullins	7	7	0	0
K Day	7	7	0	0
E Jones	6	7	n/a	n/a
R Green	2	2	n/a	n/a
T Nink	2	2	n/a	n/a

A = Number of meetings attended

B = Number of meetings held during the time the director held office or was a member of the committee during the year

n/a = Not a member of the relevant committee

Directors' Report (continued)

Directors' interests in shares and options

Directors' interests as at the date of this report in shares and options over shares issued by the Company were as follows:

Director	No. of ordinary shares in which relevant interest held	No. of options in which relevant interest held
Geoff Mullins	2,236,442	1,913,023
Karalyn Day	884,350	486,977
Emyr Jones	1,824,708	1,720,000
R Green	-	-
T Nink	-	-

Geoff Mullins, Karalyn Day and Emyr Jones have an interest in 5,700,000 ordinary shares and 3,000,000 share options held by VA Holdings Pty Ltd, a company of which they are directors and have a controlling interest.

Messrs Mullins, Jones and Nink have non-beneficial interests in 11,360,953 ordinary shares and 7,272,487 share options as a result of being directors of Medical Science Australia Limited.

Non-audit services

The directors of VentureAxess Group Limited have considered the position and in accordance with advice received from the Company's Audit Committee, are satisfied that the provision of non-audit services during the year by Northstar Accountants 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 Northstar Accountants 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 Audit Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermines the general principles relating to auditor independence as set out in Professional Statement F-1, including reviewing or auditing the auditors' own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

Remuneration report

The remuneration report is set out under the following headings:

- A. Principles used to determine the nature and amount of remuneration
- B. Details of remuneration
- C. Service agreements

The information provided under headings A-C includes remunerations that are required under AASB 124 Related Party Disclosures. These disclosures have been transferred from the financial report and have been audited.

A. Principles used to determine the nature and amount of remuneration

Geoff Mullins, Karalyn Day and Emyr Jones who were appointed Directors on 1 May 2007 agreed not to draw any Directors Fees from the Company until such time as the Company has sufficient operating activities and funds to make such payments. Following the acquisition of VentureAxess Limited, a company of which Geoff Mullins, Karalyn Day and Emyr Jones were directors and shareholders, they have received no, or below market value remuneration, as executives of the acquired company but have not drawn any fees as Directors of the Company.

The fees and remuneration of key management personnel, the non-executive Directors' fees and Chairman's fee are reviewed by the Directors from time to time to determine that they are appropriate and in line with market expectations. The Chairman is not present at any discussions relating to the determination of his own remuneration.

Non-executive Directors' fees are determined within an aggregate Directors' fee pool limit. The current maximum amount of Non-Executive Directors' fees payable is fixed at \$30,000 per annum. The Constitution provides that this sum can only be increased pursuant to a resolution at a general meeting. With the Company having recently appointed two senior Non-Executive Directors a resolution will be proposed at the next Annual General Meeting to increase the current maximum to a more realistic commercial amount.

The key management personnel and the Directors are not entitled to any retirement benefits or receive any additional benefits except where provided by the superannuation guarantee scheme, which is currently 9%.

Directors' Report (continued)

Remuneration report (continued)

B. Details of remuneration

Amounts of Remuneration

Details of remuneration of the Directors and the key management personnel (as defined in AASB 124 Related Party Disclosures) of VentureAcess Group Limited and its controlled entities are set out in the following tables.

The key management personnel of the Group are the Directors of VentureAcess Group Limited and any executives that report directly to them. There were no such executives during the financial year.

Details of the nature and amount of each element of the emolument of each Director of the company and each of the key management personnel for the consolidated entity receiving the highest emolument for the financial year are as follows:

Specified directors		Salaries & Fees \$	Superannuation \$	Benefits \$	Total \$
Geoff Mullins (Executive Chairman)	2008	9,500	-	2,595	12,095
	2007	-	-	-	-
Karalyn Day (CEO)	2008	9,500	-	7,708	17,208
	2007	-	-	-	-
Emyr Jones (Executive Director)	2008	-	-	-	-
	2007	-	-	-	-
Richard Green (Non-Executive Director)	2008	-	-	-	-
Trevor Nink (Non-Executive Director)	2008	-	-	-	-
Robert Murdoch (resigned 1 May 2007)	2007	27,500	-	-	27,500
Stephen Ioannides (resigned 22 Feb 2007)	2007	8,560	-	-	8,560
Sean Stark (resigned 1 May 2007)	2007	24,200	-	-	24,200
Total remuneration	2008	19,000	-	10,303	29,303
	2007	60,260	-	-	60,260

The remuneration payments to Geoff Mullins and Karalyn Day were made to GKM Pty Ltd a company wholly owned by them, and the payments have been apportioned equally between them. The benefits received by Geoff Mullins and Karalyn Day relate to the provision of motor vehicles, and also in the case of Karalyn Day the cost of life insurance premiums paid by the company on the life of Geoff Mullins (her husband), where she is the beneficiary under the insurance policies. Emyr Jones received no salary or benefits during the year. The Non-Executive Directors did not receive any Directors Fees from the date of their appointment in April 2008 to 30 June 2008.

The Directors remuneration has been determined on the basis of the cost to the entity, which includes the personal element of specific benefits.

C. Service agreements

There are no service agreements in place for the Directors.

Directors' Report (continued)

Directors' interests in shares and options

As at 30 June 2008, and at the date of this report, the interests in the equity instruments of the Company held by Directors and other key management personnel of the Group were as follows:

Directors	Ordinary Shares Fully Paid		Options Listed	
	30 June 2008	30 June 2007	30 June 2008	30 June 2007
Geoff Mullins	2,236,442	-	1,913,023	-
Karalyn Day	884,350	-	486,977	-
Emyr Jones	1,824,708	-	1,720,000	-
Richard Green	-	-	-	-
Trevor Nink	-	-	-	-

Geoff Mullins, Karalyn Day and Emyr Jones have an interest at 30 June 2008 in 5,700,000 ordinary shares and 3,000,000 share options held by VA Holdings Pty Ltd, a company of which they are directors and have a controlling interest (30 June 2007 nil).

Messrs Mullins, Jones and Nink have non-beneficial interests at 30 June 2008 in 11,360,953 ordinary shares and 7,272,487 share options as a result of being directors of Medical Science Australia Limited (30 June 2007 – 10,667,620 ordinary shares, 7,272,487 share options and \$52,000 of Converting Loan Notes).

Audit committee

This committee oversees and appraises the quality of audits conducted by the consolidated entity's external auditors, as well as determining the adequacy of administrative, operating and accounting controls. It is responsible for ensuring that the consolidated entity properly complies with all legislation and policies affecting its daily operations. It maintains open lines of communication between the Board and external advisers and oversees the identification of risk to ensure its proper management.

Members of the Audit Committee during the year were:

Name

G Mullins – appointed 1 May 2007

K Day – appointed 1 May 2007

Directors' interests in contracts

On 4 April 2007 Medical Science Australia Limited (then named VentureAcess Capital Limited - VAC) and the Company (then called Jab Technologies Limited) entered into a Converting Note Agreement whereby VAC would advance \$52,000 to the Company for working capital purposes. The Loan carried interest at the rate of 10% pa, calculated daily, and converts into the Company's ordinary shares at \$0.075 per share, subject to shareholder approval being received. Shareholder approval of the terms of the Converting Note was received on 1 November 2007. G Mullins, E Jones and T Nink are Directors of VentureAcess Capital Limited (now Medical Science Australia Limited).

As noted in Review of Operations above, VentureAcess Group Limited acquired 98.8% of VentureAcess Limited during the year for a consideration of \$2.35 million of which \$2.05 million was satisfied by the issue of ordinary shares and \$0.3 million by the issue of Loan Notes. G Mullins, K Day and Emyr Jones were shareholders and directors of VentureAcess Limited and accordingly had an interest in this acquisition contract.

No other material contracts involving Directors' interests were entered into during the financial year, other than those transactions detailed elsewhere in this report.

Directors' Report (continued)

Tax consolidation

Effective 4 September 2004, for the purposes of income taxation, VentureAxxess Group Limited and its then wholly owned subsidiaries formed a tax consolidated group. VentureAxxess Limited and its subsidiary, VentureAxxess Fund Managers Limited, which were acquired during the year are not yet members of this tax consolidated group. Members of the group have entered into a tax sharing arrangement in order to allocate income tax expense to the wholly owned subsidiaries on a pro-rata basis. In addition, the agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations.

Corporate governance

The Board of Directors is responsible for the Corporate Governance of the consolidated entity. The Board is committed to achieving the highest standards of corporate behaviour and accountability. The company's Corporate Governance Statement is contained in the following section of this report.

Appointment of Auditors

Pitcher Partners resigned as Auditors on 1 October 2007 subject to ASIC consent. Following correspondence with ASIC, Andrew Stanning of Northstar Accountants was appointed Auditors to the Company on 29 October 2007.

Auditors' independence

Section 307C of the *Corporations Act 2001* requires the Company's auditors, Northstar Accountants, to provide the Directors with a written independence declaration in relation to their review of the financial report for the year ended 30 June 2008. The written Auditor's independence declaration is attached to the Directors' Report and forms part of this Directors' Report.

Rounding

The company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the rounding of amounts in the financial report. Amounts in the financial report have been rounded in accordance with that Class Order to the nearest dollar.



Geoff Mullins

Chairman

Sydney, 29 September 2008



**INDEPENDENT AUDIT REPORT
TO THE MEMBERS OF VENTUREAXESS GROUP LIMITED
A.B.N. 42 087 426 953**

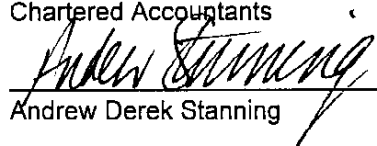
Audit Opinion

In my opinion, the financial report of Ventureaxess Group Limited is in accordance with:

- (a) the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2008 and of its performance for the year ended on that date; and
 - (ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and
- (b) other mandatory professional reporting requirements.

Name of Firm: Northstar Accountants
Chartered Accountants

Name of Director:



Andrew Derek Stanning

Address: Level 2 100 Bay Road Waverton NSW 2060

Dated this day of

29th September, 2008

Statement of Corporate Governance Practices

Corporate Governance Statement

This statement outlines the main corporate governance practices in place under the headings contained in the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations" issued in March 2003 ("the ASX Principles"). (The Company is listed on The National Stock Exchange of Australia, which does not prescribe comparable standards to the ASX Principles. The Company has therefore chosen to have regard to the ASX Principles).

Principle 1 - Lay solid foundations for management and oversight

The Board is responsible to shareholders for the group's overall Corporate Governance. The Board delegates to the Chairman or Chief Executive Officer (CEO) and the executive team the responsibility for the operation and administration of the consolidated entity. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess performance.

The key responsibilities of the Board are to:

- Establish, monitor and modify the corporate, business and tactical level strategies of the Company;
- Ensure compliance with good corporate governance and other requirements of the law;
- Monitor the performance of the Company and its management;
- Undertake a review of risks and further develop systems of internal control;
- Approve decisions concerning capital and major expenditure; and
- Ensure proper disclosure to shareholders and other stakeholders.

Principle 2 - Structure the Board to add value

At the commencement of the current year the Board consisted of three members who were regarded then as non-executive directors. Following the acquisition of VentureAxess Limited those non-executive directors became executive Directors and the Board decided to seek two new non-executive directors, who were appointed in April 2008. The names, skills, experience of the directors in office at the date of this statement and the period of office of each director are set out in the Directors' Report contained in this Financial Report. The directors believe that the Board is of sufficient composition, size and commitment to adequately discharge its responsibilities and duties.

Independence of Directors

At the commencement of the year whilst all three of the Directors were Non-Executive Directors, they were not considered Independent because of their Directorship or involvement with VentureAxess Capital Limited, which held a 72% interest in the Company. As stated in the 2007 Directors Report, due to the size and nature of the Company, the Board did not consider that a majority of Independent Directors was necessary but would seek to appoint at least one Independent Director during the course of the year. On 21 April 2008 Richard Green was appointed as an Independent Non-Executive Director of the Company. On 28 April 2008 Trevor Nink was appointed as a Non-Executive Director of the Company, but since Trevor is a Non-Executive Director of Medical Science Australia Limited (formerly VentureAxess Capital Limited) which owns 38% of the Company, he cannot be regarded as being an Independent Non-Executive Director. The Board believes that the individual directors make quality and independent judgments in the best interests of the Company.

The Board distinguishes between the concept of independence and issues of conflict of interest and material personal interest. The Board's policies and procedures ensure that interests in the matters are disclosed and that the relevant director is excluded from voting in matters relating to conflict of personal and material interest. All directors are also able to obtain independent advice at the expense of the Company.

The composition of the Board will be monitored to ensure that additional independent directors are appointed on a timely basis to fulfil specific skill sets needed by the Board to discharge its responsibilities competently and to meet its obligations.

Chairman of the Board

For the period from 1 May 2007 to 1 November 2007 Geoff Mullins acted as non-executive chairman of the Company. Following the acquisition of VentureAxess Limited on 1 November 2007 Geoff became Executive Chairman of the Company.

Nomination

As VentureAxess Group Limited has a relatively small Board it has not established a formal nomination committee. The whole Board participates in the selection of members of the Board. The Board has adopted a Nomination and Remuneration Policy.

The Nomination and Remuneration Policy delegates to non-executive directors the responsibilities of:

- Assessing the necessary competencies of Board members to add value to the Company;
- Reviewing the Board succession plans;
- Evaluating the Board's performance; and
- Providing recommendations for the appointment and removal of members of the Board and Committees of the Board.

Statement of Corporate Governance Practices (continued)

Corporate Governance Statement (continued)

Principle 3 - Promote ethical and responsible decision making

Code of Conduct

The Company is firmly committed to ethical business practices, a safe workplace and compliance with the law. Fair dealing with the Company's suppliers, advisors, customers, employees and competitors is expected at all levels of the organisation. All directors, executive management and employees are expected to act with integrity to enhance the performance of the Group. The Company has established a Code of Conduct which provides a guide to the Directors and employees as to the practices necessary to maintain confidence in the Company's integrity and ethical practices.

Trading in Company Securities by Directors, Officers and Employees

The Board has established written guidelines set out in its Corporate Ethics and Securities Trading Policy that sets guidelines for trading in the Company's shares. The policy restricts the buying or selling of Company Shares within seven days prior to the release of the half year and annual reports and at any time during which the directors are aware of unpublished price sensitive information.

Principle 4 - Safeguard integrity in financial reporting

Statement to the Board by the Chief Executive Officer and Chief Financial Officer

At any time that the Company employs a Chief Executive Officer and/or a Chief Financial Officer, the Board requires that the Chief Executive Officer and Chief Financial Officer state in writing to the Board that the consolidated financial statements of the Company and its controlled entities present a true and fair view, in all material respects, of the Group's financial condition and operational results and are in accordance with applicable accounting standards.

Audit Committee

The Audit Committee operates under a Charter approved by the Board. It is the Audit Committee's responsibility to ensure that an effective internal control framework exists within the consolidated entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators.

The roles and responsibilities of the Audit Committee are contained in a written charter.

Some meetings of the Committee will be attended (by invitation) by any Chief Executive Officer/Managing Director and/or Chief Financial Officer, and the engagement partner from the Company's external auditors and also any such other senior staff or professional people as are appropriate from time to time. The Company ensures that at least one person present had financial experience and that some members had an understanding of the activity carried out by the Company.

Following the appointment of the new Directors to the Board, and the relocation of the Company's head office from Brisbane to Sydney, the Audit Committee determined that there was a practical need for a change in the external auditor to a Sydney based practice. Accordingly, the Board appointed, with the consent of ASIC, Northstar Accountants as Auditors, subject to the approval of shareholders at the next Annual General Meeting of the Company. The appointment of NorthStar Accountants as Auditors was approved at the Annual General Meeting.

Pending the appointment of additional directors, G Mullins and K Day were appointed to the Audit Committee in May 2007. It is intended to review the membership of the Audit Committee following the recent appointment of non executive directors.

Principle 5 - Make timely and balanced disclosure

The Company has established policies and procedures designed to ensure compliance with the NSX Listing Rule requirements so that announcements are made in a timely manner, are factual, do not omit material information, are balanced and are expressed in a clear and objective manner so as to allow investors to assess the information when making investment decisions. The Chief Executive Officer and Chief Financial Officer are responsible for interpreting and monitoring the Company's disclosure policy and the Company Secretary is responsible for all communications with the NSX.

NSX announcements will also be published in due course on the Company's website. The Company's Statement of Corporate Governance Policy contains procedures relating to the timely and balanced disclosure.

Statement of Corporate Governance Practices (continued)

Corporate Governance Statement (continued)

Principle 6 - Respect the rights of shareholders

The Company aims to keep shareholders informed of the Company's performance and all major developments in an ongoing manner. Jab Technologies Limited regularly communicates to its shareholders in a timely manner through:

- Relevant disclosures made in accordance with NSX Listing Rule disclosure requirements;
- Annual financial reports which are distributed to those that specifically request a copy;
- Making documents that have been released publicly available on the Company's website; and
- Communicating with shareholders electronically through the Company's web based application.

The Company has requested that the external auditor attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Principle 7 - Recognise and manage risk

Oversight of the risk management function

The Company recognises that it is necessary to undertake activities that involve a level of risk in order to achieve high levels of performance. The Board and Audit Committee are responsible for the oversight of the Group's risk management and control framework.

The size of the Company and the comprehensive nature of its reporting systems have led the Board to conclude that a formal internal audit process would not be cost effective nor reduce risk. There is no formal Risk Management Policy, however the Company is focused on the identification and management of risk including:

- Establishing the Company's corporate level and business level goals and monitoring and implementing strategies to achieve these goals;
- Identifying and measuring risks that might impact upon the achievement of the Company's goals and monitoring for trends and emergent factors;
- Reviewing the half-year reports and other reports required to be lodged with the NSX; and
- Establishing separate project teams to identify risk management strategies and monitoring the risk and implementation strategies for each major company project. The project managers report to the Board on a regular basis.

The Board believes that there are adequate controls to ensure that financial reports provide a truthful and factual position for the Company.

Certification of risk management controls

The Chief Executive Officer and Chief Financial Controller are required to make an annual written statement to the Board with respect to risk management and internal controls.

Principle 8 - Encourage enhanced performance

The Board undertakes an annual review of its performance and the performance of key executives. Directors were initially invited to join the Board on the basis of their experience and skills in relation to the Company's activities.

The performance criteria against which Directors' and executives are assessed align with the Company's objectives. The Board has a responsibility to ensure that executive remuneration is fair and reasonable, having regard to the competitive market for executive talent, structured effectively to motivate and retain valued executives, and designed to produce value for shareholders.

Statement of Corporate Governance Practices (continued)

Corporate Governance Statement (continued)

Principle 9 - Remunerate fairly and responsibly

As VentureAxess Group Limited has a relatively small Board it has not established a formal remuneration committee. The whole Board is responsible for recommending and reviewing the remuneration arrangements for the directors, chief executive officer and senior executive team.

The Nomination and Remuneration Policy requires that a majority of non-executive directors must approve changes to the remuneration or contract terms of Directors, the design of new remuneration packages, equity based remuneration packages, performance based remuneration, any cash-based incentive plans and termination payments to Directors.

It is the objective of Jab Technologies Limited to provide maximum stakeholder benefit from the retention of a high quality Board and executive team by remunerating Directors and key executives fairly and appropriately with reference to relevant employment market conditions. The expected outcomes of the remuneration policy are:

- Retention and motivation of key executives;
- Attraction of quality management to the Company; and
- Performance incentives, which allow executives to share the rewards of the success of the Company.

Executive directors are remunerated by means of a fixed based remuneration. The Company is currently reviewing its remuneration policies and practices and considering the introduction of performance based and equity based remuneration. Non-executive directors are entitled to director's fees. Non-executive directors are not entitled to any retiring allowance payable upon their retirement as a director of the Company. The details of the Directors' and Senior Executives' remuneration are set out in the Directors' Report and in note 22 "Key management personnel disclosures" in the Financial Report.

Principle 10 - Recognise the legitimate interests of stakeholders

The Company recognises its legal and other obligations including its responsibility to act in good faith and with integrity whilst dealing with Company affairs. These responsibilities relate to all stakeholders including clients, customers, suppliers, government, financial institutions, shareholders and to the community as whole.

The Company is firmly committed to ethical business practices, a safe workplace and compliance with relevant laws including trade practices and fair dealing laws, consumer protection, privacy, employment law, occupational health and safety, equal employment opportunity, superannuation and environmental laws.

As indicated under Principle 3, the Company has established a Code of Conduct to guide compliance with legal and other obligations.

Income Statement

For the year ended 30 June 2008

	Notes	CONSOLIDATED		PARENT ENTITY	
		2008 \$	2007 \$	2008 \$	2007 \$
Revenues from continuing operations	5	271,470	112,342	48,350	112,342
Finance costs		(9,161)	-	-	-
Expenses from continuing operations	5	(250,395)	(375,800)	(102,457)	(375,800)
Profit (loss) before income tax		11,914	(263,458)	(54,107)	(263,458)
Income tax (expense)/revenue	6	-	41,989	-	41,989
Profit (loss) from continuing operations		11,914	(221,469)	(54,107)	(221,469)
Profit attributable to minority equity interest		(643)			
Profit (loss) attributable to members of VentureAxess Group Limited		11,271	(221,469)	(54,107)	(221,469)
Profit (loss) per share for profit (loss) attributable to the ordinary equity holders of the Company		Cents	Cents		
Basic earnings (loss) per share (cents per share)	25	0.05	(1.49)		
Diluted earnings (loss) per share (cents per share)	25	0.05	(1.49)		

The above income statements should be read in conjunction with the accompanying notes.

Balance Sheet

As at 30 June 2008

	Notes	CONSOLIDATED		PARENT ENTITY	
		2008 \$	2007 \$	2008 \$	2007 \$
Assets					
Current assets					
Cash and cash equivalents	7	27,686	9,428	6,479	9,428
Trade and other receivables	8	563,805	10,091	59,975	10,091
Total current assets		591,491	19,519	66,454	19,519
Non-current assets					
Investment in subsidiaries	9	-	-	2,351,286	-
Goodwill arising on consolidation	20	1,953,170	-	-	-
Property, plant and equipment	10	866	-	-	-
Total non-current assets		1,954,036	-	2,351,286	-
Total assets		2,545,527	19,519	2,417,740	19,519
Liabilities					
Current liabilities					
Trade and other payables	11	194,205	68,201	31,178	68,201
Total current liabilities		194,305	68,201	31,178	68,201
Non-current liabilities					
VA Holdings Pty Ltd	12	68,238		300,000	
Related parties	12	310,831			
VentureAxess Capital Limited		-	173,999	194,222	173,999
Total non-current liabilities		379,069	173,999	494,222	173,999
Total liabilities		573,274	242,200	525,400	242,200
Net assets (liabilities)		1,972,253	(222,681)	1,892,340	(222,681)
Equity					
Contributed equity	13	4,374,166	2,205,038	4,374,166	2,205,038
Accumulated losses	14	(2,416,448)	(2,427,719)	(2,481,826)	(2,427,719)
Minority interest		14,535	-	-	-
Total equity		1,972,253	(222,681)	1,892,340	(222,681)

The above balance sheets should be read in conjunction with the accompanying notes.

Statements of Changes in Equity

For the year ended 30 June 2008

	Notes	CONSOLIDATED		PARENT ENTITY	
		2008 \$	2007 \$	2008 \$	2007 \$
Total equity at the beginning of the year		(222,681)	105,695	(222,681)	105,695
Profit / (loss) for the year	5,6	11,271	(221,469)	(54,107)	(221,469)
		(211,410)	(115,774)	(276,788)	(115,774)
Option holders equity		-	(96,140)	-	(96,140)
Return of Capital relating to Jab Resources Pty Ltd		-	(1)	-	(1)
Transactions with equity holders in their capacity as equity holders: Contributions of equity, net of transaction costs		2,169,128	(10,766)	2,169,128	(10,766)
Total equity (deficiency) at the end of the year		1,957,718	(222,681)	1,892,340	(222,681)
Total recognised income and expense for the year is attributable to: Members of VentureAxess Group Limited		11,271	(221,469)	(54,107)	(221,469)

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

Cash Flow Statements

For the year ended 30 June 2008

	Notes	CONSOLIDATED		PARENT ENTITY	
		2008 \$	2007 \$	2008 \$	2007 \$
Cash flows from operating activities					
Cash receipts from customers (inclusive of goods and services tax)		346,182	64,243	(1,556)	64,243
Receipt of R & D tax concession		-	41,989	-	41,989
Payment to suppliers and employees (inclusive of goods and services tax)		(265,994)	(392,017)	(67,258)	(392,017)
Interest paid		(9,161)	-	-	-
Interest received		726	1,796	23	1,796
Net cash (outflow) from operating activities	22(b)	71,753	(283,989)	(68,791)	(283,989)
Cash flows from investing activities					
Payment (repayment) of security deposit		-	13,085	-	13,085
Proceeds from sale of property, plant and equipment		-	16,739	-	16,739
Net cash (inflow) from investing activities		-	29,824	-	29,824
Cash flows from financing activities					
Proceeds (repayments) from Offer Information Statements		65,842	(83,985)	65,842	(83,985)
Proceeds from issues of shares and other equity securities (net of transaction costs)		-	(10,766)	-	(10,766)
Loan Note – acquisition VentureAxess Limited		(300,000)	-	-	-
Cash received – acquisition VentureAxess Limited		180,663	-	-	-
Proceeds from Loans		-	173,999	-	173,999
Debt forgiveness		-	60,748	-	60,748
Return of capital relating to Jab Resources Pty Ltd		-	(1)	-	(1)
Net cash inflow/(outflow) from financing activities		(53,495)	139,995	65,842	139,995
Net increase (decrease) in cash and cash equivalents		18,258	(114,170)	(2,949)	(114,170)
Cash and cash equivalents at the beginning of the financial year		9,428	123,598	9,428	123,598
Cash and cash equivalents at the end of the year	7	27,686	9,428	6,479	9,428

The above cash flow statements should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

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 all year presented, unless otherwise stated. The financial report includes separate financial statements for VentureAcess Group Limited as in individual entity and the consolidated entity consisting of VentureAcess Group Limited and its subsidiaries.

(a) Basis of preparation of year financial report

This general purpose financial report has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIRFS), other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

Compliance with IFRS

Australian Accounting Standards include AIRFS. Compliance with AIFRS ensures that the consolidated financial statements and notes of VentureAcess Group Limited comply with International Reporting Standards (IFRS). The parent entity financial statements and notes also comply with IFRS except that it has elected to apply the relief provided to parent entities in respect of certain disclosure requirements contained in AASB 132 Financial Instruments: Presentation and Disclosures.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment and investment property.

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 Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

(b) Principles of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of VentureAcess Group Limited ("company" or "parent entity") as at 30 June 2008 and the results of all subsidiaries for the year then ended. VentureAcess Group Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group (refer to note 1(h)).

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

Investments in subsidiaries are accounted for at cost in the individual financial statements of VentureAcess Group Limited.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for in the parent entity financial statements using the cost method and in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from associates are recognised in the parent entity's income statement, while in the consolidated financial statements they reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(iii) Joint Ventures

Joint venture operations

The proportionate interests in the assets, liabilities and expenses of a joint venture operation have been incorporated in the financial statements under the appropriate headings.

Joint venture entities

The interest in a joint venture partnership is accounted for in the consolidated financial statements using the equity method and is carried at cost by the parent entity. Under the equity method, the share of the profits or losses of the partnership is recognised in the income statement, and the share of movements in reserves is recognised in reserves in the balance sheet.

Profits or losses on transactions establishing the joint venture partnership and transactions with the joint venture are eliminated to the extent of the Group's ownership interest until such time as they are realised by the joint venture partnership on consumption or sale, unless they relate to an unrealised loss that provides evidence of the impairment of an asset transferred.

(c) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments. Up to 31 October 2007 the Company only operated in one segment being the information technology industry in Australia. From 1 November 2007 the Company operated in the funds management and corporate advice segment in Australia, and ceased its information technology activities.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is VentureAxess Group Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold or borrowings repaid a proportionate share of such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid.

The following specific recognition criteria must also be met before revenue is recognised:

- provision of fund management and corporate advisory services - revenue is recognised when the economic entity has performed services for the customer and billing for those services has occurred in accordance with contract terms and conditions;
- provision of technology services – revenue is recognised when the economic entity has performed services for the customer and billing for those services has occurred in accordance with contract terms and conditions; and
- interest – interest revenue is recognised on an accrual basis.

(f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(g) Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other long term payables. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(h) Business Combinations

The purchase method of accounting is used to account for all acquisitions of assets (including business combinations) regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (refer to note 1(t)). If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

(i) Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

(j) Cash and cash equivalents

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

(k) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are due for settlement no more than 120 days from the date of recognition for land development and resale debtors, and no more than 30 days for other debtors.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

(l) Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale and stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

An impairment loss is recognised for any initial or subsequent write down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(m) Investments and other financial assets

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

(i) *Financial assets at fair value through profit or loss*

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss on initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. The policy of management is to designate a financial asset if there exists the possibility it will be sold in the short term and the asset is subject to frequent changes in fair value. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the balance sheet date.

(ii) *Loans and receivables*

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in receivables in the balance sheet.

(iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

(iv) *Available-for-sale financial assets*

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Purchases and sales of investments are recognised on trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non monetary securities classified as available-for-sale are recognised in equity in the available-for-sale investments revaluation reserve. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include reference to the fair values of recent arm's length transactions, involving the same instruments or other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of a security below its cost is considered in determining whether the security is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit and loss - is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(n) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the balance sheet date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(o) Property, plant and equipment

Land and buildings (except for investment properties) are shown at fair value, based on periodic, but at least triennial, valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Increases in the carrying amounts arising on revaluation of land and buildings are credited to other reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit and loss. Decreases that reverse previous increases of the same asset are first charged against revaluation reserves directly in equity to the extent of the remaining reserve attributable to the asset; all other decreases are charged to the income statement.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or re-valued amount, net of their residual values, over their estimated useful lives.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Depreciation of plant and equipment has been over individual useful life of 5-10 years.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(i)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement. When re-valued assets are sold, it is Group policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

(p) Intangible assets

Expenditure on research activities, undertaken with the prospect of obtaining new technical knowledge and understanding, is recognised in the income statement as an expense when it is incurred.

(q) Trade and other payables

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

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(r) Provisions

Provisions for legal claims and service warranties are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

(s) Employee benefits

(i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(t) 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, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

(u) Borrowing costs

Borrowing costs are recognised as expenses in the period in which they are incurred except to the extent they are included in the costs of qualifying assets.

(v) Earnings per share

(i) Basic earnings per share

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

(ii) Diluted earnings per share

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

(w) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of good and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the item of expense. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position. Cash flows arising from operating activities are included in the statement of cash flows on a net basis. The GST component of cash flows arising from investing and financing activities which are recoverable from, or payable to the ATO, are classified in operating cash flows.

(x) Financial instrument transaction costs

The Group has taken the exemption available under AASB 1 to apply AASB 132 and AASB 139 from 1 July 2005. The Group has applied previous Australian GAAP (AGAAP) in the comparative information on financial instruments within the scope of AASB 132 and AASB 139. Under previous AGAAP transaction costs were excluded from the amounts disclosed in the financial statements. Under AIFRS such costs are included in the carrying amounts. At the date of transition to AASB 132 and AASB 139 the adjustment to carrying amounts for the Group was immaterial.

Notes to the Financial Statements (continued)

1. Summary of significant accounting policies (continued)

(y) Rounding of amounts

The company is of a kind referred to in Class order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest dollar.

(z) Going concern

This financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activities and realisation of assets and discharge of liabilities in the ordinary course of business.

2. Financial risk management

The Group's activities expose it to a variety of financial risks; market risk (including price risk), credit risk, liquidity risk and cash flow risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The liquidity risk has been outlined in note 1z.

The Group has no significant concentrations of credit risk.

Risk management is carried out under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas.

As the Group has no significant interest-bearing assets, long term borrowings and significant cash assets, the Group's income and operating cash flows are not materially exposed to changes in market interest rates.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

(a) Critical accounting estimates and assumptions

Impairment of Assets

The Group tests annually whether various assets have suffered any impairment, in accordance with the accounting policy stated in note 1.

Income Taxes

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

(b) Critical judgements in applying entity's accounting policies

There were no critical judgements made.

4. Segment reporting

The main service of VentureAxess Group Limited is the provision of funds management and consultancy services. VentureAxess Group Limited and its controlled entities have not presented a segment report as the group operates in a single business and geographical segment.

Notes to the Financial Statements (continued)

5. Profit/(loss) for the year

Note	CONSOLIDATED		PARENT ENTITY	
	2008 \$	2007 \$	2008 \$	2007 \$
Profit/(loss) for the year includes the following revenues and expenses:				
Revenues from continuing operations:				
Consulting fees	77,019	-	44,086	-
Fund Management fees	189,483	-	-	-
Software sales	4,242	33,059	4,242	33,059
Interest received – unrelated parties	726	1,796	23	1,796
Proceeds from sale of fixed assets	-	16,739	-	16,739
Debt forgiveness income	-	60,748	-	60,748
Total revenue from continuing activities	271,470	112,342	48,351	112,342
Expenses from continuing activities				
Audit fees	5,000	12,000	-	12,000
Accounting fees	7,027	28,360	-	28,360
Borrowing Costs	9,161	-	-	-
Employee benefits	-	2,229	-	2,229
Consulting fees	2,049	137,326	19,305	137,326
Directors' fees	29,303	60,260	-	60,260
Depreciation	6,196	15,339	-	15,339
Insurance	11,097	23,478	7,803	23,478
Salaries and wages	47,132	-	-	-
Occupancy expenses	38,022	8,375	847	8375
Directors' options	-	(38,000)	-	(38,000)
Legal fees	2,078	37,823	2,077	37,823
Carrying value of assets sold	-	22,464	-	22,464
General administration expenses	102,491	66,146	-	66,146
Total expenses from continuing activities	259,556	375,800	102,458	375,800
Profit/(loss) for the year before tax and minority interest	11,914	(263,458)	(54,107)	(263,458)

Notes to the Financial Statements (continued)

6. Income tax

	CONSOLIDATED		PARENT ENTITY	
	2008 \$	2007 \$	2008 \$	2007 \$
(a) The components of income tax expense/(revenue):				
Current tax	-	-	-	-
Deferred tax	-	-	-	-
Under (over) provision in prior years	-	(41,989)	-	(41,989)
Total Income tax expense/(revenue)	-	(41,989)	-	(41,989)
(b) The prima facie tax on profit/(loss) differs from the income tax provided in the financial statements as follows:				
Total profit/(loss) before income tax	11,914	(263,458)	(54,107)	(263,458)
At the statutory income tax rate of 30% (2006: 30%)	3,574	(79,037)	(16,232)	(79,037)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income.				
Amortisation of intangible assets	-	-	-	-
Directors' options expense (credit)	-	(11,400)	-	(11,400)
Debt forgiveness income	-	(18,224)	-	(18,224)
Business related capital items	-	-	-	-
Write down of investment	-	-	-	-
	3,574	(108,661)	(16,232)	(108,661)
Net adjustment to deferred tax assets and liabilities for tax losses and temporary differences not recognised	(3,574)	108,661	16,232	108,661
Benefit of research and development tax offset	-	(41,989)	-	(41,989)
Income tax expense/(revenue)	-	(41,989)	-	(41,989)

The income tax benefit in 2007 was from a research and development tax offset received from the Australian Taxation Office.

7. Current assets – Cash and cash equivalents

	CONSOLIDATED		PARENT ENTITY	
	2008 \$	2007 \$	2008 \$	2007 \$
Cash at bank and on hand (Note 22) (a)	27,686	9,428	6,479	9,428

Bank Interest

The bank interest rate for the period for cash at bank was 6% (2007: 5.25%).

Notes to the Financial Statements (continued)

8. Current assets – Trade and other receivables

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Trade debtors – Medical Science Australia Limited	528,124	-	-	-
Sundry Debtors	35,681	-	-	-
Other receivables (including GST receivable)	-	10,091	19,265	10,091
Subsidiaries	-	-	40,710	-
	563,805	10,901	59,975	10,091

Interest rate risk

Information concerning the effective interest rate and credit risk of both current and non-current receivables is set out in note 20.

9. Investment in Subsidiaries

	PARENT ENTITY	
	2008	2007
	\$	\$
At 1 July 2007	-	-
Acquired during the year	2,351,286	-
At 30 June 2008	2,351,286	-

10. Non-current assets – Property, plant and equipment

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Plant and equipment:				
Opening balance	-	118,867	-	118,867
On acquisition of VentureAxess Limited	7,062	-	-	-
Disposals	-	(118,867)	-	(118,867)
Closing value	7,062	-	-	-
Accumulated depreciation				
Opening balance	-	(81,064)	-	(81,064)
Depreciation for the year	(6,196)	(15,339)	-	(15,339)
Disposals	-	(96,403)	-	(96,403)
Closing value	(6,196)	-	-	-
Total property, plant and equipment (net)	866	-	-	-

11. Current liabilities – Payables

Trade payables and accruals	194,205	68,201	31,178	68,201
	194,205	68,201	31,178	68,201

12. Non-current liabilities

Owing to related parties	310,831	-	-	-
VA Holdings Pty Ltd	68,238	-	300,000	-
Medical Science Australia Limited – Converting Loan Note	-	52,000	-	52,000
- other loans	-	121,999	-	121,999
	379,069	173,999	300,000	173,999

The Converting Loan Note with Medical Science Australia Limited (formerly VentureAxess Capital Limited) was entered into on 4 April 2007 and carried interest at 10% per annum calculated on a daily basis. The Loan Note was converted into ordinary shares of the Company at \$0.075 per share, following the approval of the shareholders of the Company at a General Meeting held on 1 November 2007.

Notes to the Financial Statements (continued)

13. Contributed Equity

	PARENT ENTITY 2008		PARENT ENTITY 2007	
	Number of Shares	\$	Number of Shares	\$
Issued and paid up capital				
Ordinary shares fully paid	29,745,679	4,374,166	14,862,911	2,215,805
Movements in shares on issue				
On issue at the beginning of the year	14,862,911	2,205,038	14,862,911	2,215,805
Issued on acquisition of VentureAxxess Limited	13,675,240	2,051,286	-	-
Loan Note conversion	693,333	52,000	-	-
Issued under Offer Information Statement	514,195	65,842	-	-
Distribution of Jab Resources Limited shares	-	-	-	(1)
Issue Costs	-	-	-	(10,766)
On issue at end of the year	29,745,679	4,374,166	14,862,911	2,205,038

Options to acquire issued capital

Each option entitles the holder to purchases one share. The names of all persons who currently hold share options, granted at any time, are entered in the register kept by the Company, pursuant to Section 168 of the Corporations Act 2001, which may be inspected free of charge. Persons entitled to exercise these options have no right, by virtue of the options, to participate in any share issue by the parent entity or any other body corporate.

Movement in the numbers of options to acquire share capital are as follows:

	Exercise Price	Number of Options	
	20 cents	2008	2007
On issue at the beginning of the year		8,865,029	8,865,029
Issued during the year		9,011,392	-
On issue at the end of the year		17,876,421	8,865,029

Expiry Date:

31 December 2009 convertible at 20 cents

14. Accumulated Losses

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Balance at beginning of year	(2,427,719)	(2,206,250)	(2,427,719)	(2,206,250)
Net profit (loss) attributable to members of VentureAxxess Group Limited	11,271	(221,469)	(54,107)	(221,469)
Balance at end of year	(2,416,448)	(2,427,719)	(2,481,826)	(2,427,719)

15. Commitments

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
(a) Lease commitments: Group company as lessee				
Commitments in relation to leases contract for at the reporting date but not recognised as liabilities, payable:				
Within one year	72,507	-	-	-
Later than one year but not later than five years	22,201	-	-	-
Later than five years	-	-	-	-
	94,708	-	-	-

Notes to the Financial Statements (continued)

16. Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate by maturity periods is set out in the following tables:

		Floating interest rate \$	1 year or less \$	Over 1 to 2 years \$	Over 2 to 3 years \$	Over 3 to 4 years \$	Over 4 to 5 years \$	Over 5 years \$	Non interest bearing \$	Total \$
Financial assets										
Trade and other receivables	2008	—	—	—	—	—	—	—	563,805	563,805
	2007	—	—	—	—	—	—	—	10,091	10,091
Other assets	2008	—	—	—	—	—	—	—	-	-
	2007	—	—	—	—	—	—	—	-	-
<hr/>										
Total	2008	—	—	—	—	—	—	—	563,805	563,805
	2007	—	—	—	—	—	—	—	10,091	10,091
Weighted average interest rate		—	—	—	—	—	—	—	—	—
Financial liabilities										
Payables & Loans	2008	—	—	379,069	-	-	-	-	194,205	573,274
	2007	—	—	173,999	—	—	—	—	68,201	242,200
<hr/>										
Total	2008	—	—	379,069	-	-	-	-	194,205	573,274
	2007	—	—	173,999	-	-	-	-	68,201	242,200
<hr/>										
Weighted average interest rate		—	—	10%	—	—	—	—	—	6.6%
Net financial assets (liabilities)	2008	—	—	(379,069)	—	—	—	—	369,600	(9,469)
	2007	—	—	(173,999)	—	—	—	—	(58,110)	(232,109)

Interest is only earned on cash deposits.

Notes to the Financial Statements (continued)

17. Key management personnel disclosures

(a) Directors

The following persons were directors of VentureAcess Group Limited during the financial year:

(i) Non- Executive Chairman to 31 October 2007 and Executive Chairman thereafter

Geoff Mullins

(ii) Non-Executive and Executive directors

Karalyn Day – Non-Executive to 31 October 2007 and CEO thereafter

Emyr Jones – Non-Executive to 31 October 2007 and Executive Director thereafter

(iii) Non Executive directors

Richard Green – appointed 21 April 2008

Trevor Nink – appointed 28 April 2008

(b) Other key management personnel

No other persons had authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the financial year:

(c) Key Management personnel compensation

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Short-term employee benefits	-	-	-	-
Post-employment benefits	-	-	-	-
Share-based payments	-	-	-	-
	-	-	-	-

The Company has taken of the relief provided by ASIC Class Order 06/50 and has transferred the detailed remuneration disclosures to the Directors' Report. The relevant information can be found in sections A-C of the remuneration report on pages 6 and 7.

Notes to the Financial Statements (continued)

17. Key management personnel disclosures (continued)

Option Holdings

The number of options over ordinary shares in the company had during the financial year by each Director of VentureAxess Group Limited and other key management personnel of the Group, including their personally related parties are set out below:-

Name:		Balance at the start of the year (or date of appointment)	Issued during the year as consideration for subsidiary	Sold during the year	Balance at the end of the year	Vested and exercisable at the end of the year
Directors:						
G Mullins	2008	-	1,913,023	-	1,913,023	1,913,023
	2007	-	-	-	-	-
K Day	2008	-	486,977	-	486,977	486,977
	2007	-	-	-	-	-
E Jones	2008	-	1,720,000	-	1,720,000	1,720,000
	2007	-	-	-	-	-
R Green	2008	-	-	-	-	-
T Nink	2008	-	-	-	-	-
R. Murdoch	2007	190,268	-	(190,628)	-	-
S. Stark	2007	40,000	-	(40,000)	-	-
S.Ioannides	2007	-	-	-	-	-

There were no other key management personnel during the year

Share Holdings

The number of shares in the Company held during the financial year by each Director of VentureAxess Group Limited and other key management personnel of the Group, including their personally related parties are set out below. There are no shares granted during the period as compensation.

Name		Balance at the start of the year (or date of appointment)	Acquired/(sold) during the year	Balance at end of the year
Directors:				
G Mullins	2008	-	2,236,442	2,236,442
	2007	-	-	-
K Day	2008	-	884,351	884,351
	2007	-	-	-
E Jones	2008	-	1,824,708	1,824,708
	2007	-	-	-
R Green	2008	-	-	-
T Nink	2008	-	-	-
R Murdoch	2007	1,315,750	(1,315,750)	-
S Stark	2007	145,000	(145,000)	-
S Ioannides	2007	583,751	(583,751)	-

There were no other key management personnel during the year.

Other director transactions

During the year GKM Pty Ltd, a company associated with Mr Geoff Mullins and Ms Karalyn Day, charged \$19,000 to the entity for their services.

In the previous year:

- Murdoch Geosciences Pty Ltd, a company associated with Mr. Robert Murdoch, charged \$27,500 to the entity for his consultancy services.
- Jaz Software Pty Ltd, a company associated with Mr. Stephen Ioannides, invoiced \$8,560 to the entity for his consultancy services.
- Sean Stark, invoiced \$24,200 to the entity for his consultancy services.

18. Remuneration of auditors

During the year the auditors of the parent company and its related practices earned the following remuneration:

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Northstar Accountants	5,000	5,000	-	5,000

Notes to the Financial Statements (continued)

19. Contingent assets and liabilities

(a) Contingent liabilities

The parent entity and Group are not aware of any contingent liabilities that need to be disclosed as at 30 June 2008.

(b) Contingent assets

The parent entity and Group are not aware of any contingent assets that need to be disclosed as at 30 June 2008.

20. Investments in controlled entities as at 30 June 2008

	Country of Incorporation and Principal Country of Operation	Main Business	Percentage Ownership	
			2008 %	2007 %
Controlled entities				
VentureAcess Limited	Australia	Consultants	98.8%	-
VentureAcess Fund Managers Limited (a wholly owned subsidiary of VentureAcess Limited)	Australia	Consultants	98.8%	-
Jab Creative Pty Ltd	Australia	Dormant	100%	100%
RadioCity.com.au Pty Ltd	Australia	Dormant	100%	100%

With effect from 1 November 2007, the parent entity acquired 98.94% of the issued share capital of VentureAcess Limited, a fund manager and corporate advisory service business. The purchase was satisfied by the issue of 13,675,240 ordinary shares at an issue price of \$0.15, the issue of 8,754,286 December 2009 share options and a Loan Note for \$300,000.

The total purchase price was allocated as follows:	\$
Cash and bank deposits	180,663
Receivables	45,167
Receivables with related parties	583,985
Property, plant and equipment	7,062
Trade creditors	(122,244)
Trade creditors with related parties	(282,625)
Minority interest	(13,892)
Goodwill on consolidation	1,953,170
	<u>2,351,286</u>

The financial years of all controlled entities are the same as that of the parent. All controlled entities operate solely in their place of incorporation.

21. Employee benefits

	CONSOLIDATED		PARENT ENTITY	
	2008 \$	2007 \$	2008 \$	2007 \$
Employee benefit and related on-cost liabilities				
Included in trade creditors	43,171	1,286	-	1,286
Included in accruals	-	-	-	-
Provision for employee benefits – current	-	-	-	-
Provision for employee benefits – non-current	-	-	-	-
Aggregate employee benefit and related party on-costs liabilities	<u>43,171</u>	<u>1,286</u>	<u>-</u>	<u>1,286</u>

. The average number of employees during the year was 4 (2007 –02).

Notes to the Financial Statements (continued)

22. Reconciliation of Profit from ordinary activities after income tax to net cash flow (used in) operating activities

(a) Reconciliation of cash

For the purpose of the Statements of Cash Flows, cash includes cash on hand and in banks and deposits at call, net of bank overdrafts. Cash at the end of the year as shown in the Statements of Cash Flows is reconciled to the related items in the Statement of Financial position as follows:

	CONSOLIDATED		PARENT ENTITY	
	2008	2007	2008	2007
	\$	\$	\$	\$
Cash at bank and on hand (Note 7)	27,686	9,428	6,479	9,428
	27,686	9,428	6,479	9,428

The bank interest rate for the period for cash at bank was 5.25% (2006: 5.25%).

(b) Reconciliation of net cash absorbed by operating activities to operating loss after Income tax:

Net profit (loss)	11,914	(221,469)	(54,107)	(221,469)
Adjustments for non-cash income and expense items				
Depreciation and amortisation of non current assets	6,196	15,339	-	15,339
Debt forgiveness	-	(60,748)	-	(60,748)
Loss on sale of non current assets	-	5,725	-	5,725
Directors options	-	(38,000)	-	(38,000)
Changes in assets and liabilities:				
(Increase)/decrease in assets:				
Decrease/(increase) in trade and other receivables	75,438	31,184	(49,884)	31,184
(Decrease)/increase in liabilities:				
(Decrease)/increase in creditors and accruals	(21,795)	(12,229)	35,200	(12,229)
(Decrease)/increase in employee entitlements		(3,791)	-	(3,791)
Net operating cash flows	71,753	(283,989)	(120,791)	(283,989)

23. Franking amount

The balance in the franking account at year end for parent account and economic entity was nil.

24. Events occurring after the balance sheet date

As referred to in the Directors' Report, the Company on 7 July 2008 announced that it intended making an off market offer to acquire Medical Science Australia Limited – see page 5.

Notes to the Financial Statements (continued)

25. Earnings per share

	CONSOLIDATED	
	2008	2007
Basic earnings /(loss) per share (cents per share)	0.05	(1.49)
Diluted earnings/ (loss) per share (cents per share)	0.05	(1.49)
Earnings used in calculating of basic/ (loss) earnings per share	\$11,271	\$(221,469)
Earnings used in calculating of diluted earnings/ (loss) per share	\$11,271	\$(221,469)
	CONSOLIDATED	
	2008 Number	2007 Number
Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used in the dominator in calculating basic earnings /(loss) per share	24,546,085	14,862,911
Weighted average number of ordinary shares used in the dominator in calculating diluted earnings/ (loss) per share	24,546,085	14,862,911

At the end of the year, the economic entity had 17,876,421 (2007 - 8,865,029) options on issue with an exercise price of 20 cents expiring 31 December 2009. The options have not been included in the diluted weighted earning/ (loss) per share calculation as VentureAxess Group Limited's share price has been trading well below the exercise price of 20 cents per share.

26. Related party transactions

(a) Parent entity

There is no ultimate parent entity at 30 June 2008 (2007 – Medical Science Australia Limited (formerly VentureAxess Capital Limited)).

(b) Subsidiary

Interests in subsidiaries are set out in note 20.

(c) Key management personnel

Disclosures relating to key management personnel are set out in note 17.

(d) Transactions with related parties

The following transactions occurred with related parties:

On 4 April 2007 Medical Science Australia Limited (then named VentureAxess Capital Limited - VAC) and the Company (then called Jab Technologies Limited) entered into a Converting Note Agreement whereby VAC would advance \$52,000 to the Company for working capital purposes. The Loan carried interest at the rate of 10% pa, calculated daily, and converts into the Company's ordinary shares at \$0.075 per share, subject to shareholder approval being received. Shareholder approval of the terms of the Converting Note was received on 1 November 2007 and the Converting Note was converted into 693,333 ordinary shares. G Mullins, E Jones and T Nink are Directors of VentureAxess Capital Limited (now Medical Science Australia Limited).

As noted in Review of Operations in the Directors' Report, VentureAxess Group Limited acquired 98.8% of VentureAxess Limited during the year for a consideration of \$2.35 million of which \$2.05 million was satisfied by the issue of ordinary shares and \$0.3 million by the issue of Loan Notes. G Mullins, K Day and Emyr Jones were shareholders and directors of VentureAxess Limited and accordingly had an interest in this acquisition contract.

There were no loans to or from related parties at the end of the financial year other than as set out in Note 12.

Notes to the Financial Statements (continued)

In the Directors' opinion:

- a) the financial statements and notes set out in pages 15 to 36 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 Company's and consolidated entity's financial position as at 30 June 2008 and of their performance, as represented by the results of their operations, changes in equity and their cash flows, for the financial year ended on that date; and
- b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- c) the audited remuneration disclosures set out on pages 6 to 8 of the Directors' Report comply with Accounting Standards AASB 124 *Related Party Disclosures* and the Corporations Regulations 2001.

This declaration is made in accordance with a resolution of Directors.

A handwritten signature in black ink, appearing to read 'Geoff Mullins', with a stylized flourish at the end.

Geoff Mullins
Chairman

Sydney, 29 September 2008



**INDEPENDENT AUDIT REPORT
TO THE MEMBERS OF VENTUREAXESS GROUP LIMITED
A.B.N. 42 087 426 953**

Scope

The Financial Report and Directors' Responsibility

The financial report comprises the statement of financial position, statement of financial performance, statement of cash flows, accompanying notes to the financial statements, and the directors' declaration for Ventureaxess Group Limited (the company), for the year ended 30 June 2008.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Audit Approach

I conducted an independent audit in order to express an opinion to the members of the company. My audit was conducted in accordance with Australian Auditing Standards, in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

I performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001, including compliance with Accounting Standards and other mandatory financial reporting requirements in Australia, a view which is consistent with my understanding of the company's financial position, and of its performance as represented by the results of its operations and cash flows.

I formed my audit opinion on the basis of these procedures, which included:

examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and

assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the directors.

While I considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, my audit was not designed to provide assurance on internal controls.

Independence

In conducting my audit, I followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

Northstar Accountants Pty Ltd

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Chartered Accountants

A member of the Northstar Group. Liability Limited by a scheme approved under professional standards legislation.

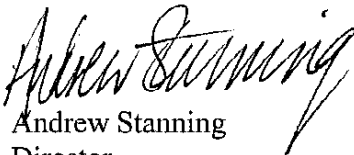


**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF VENTUREXESS GROUP LIMITED**

I declare to the best of my knowledge and belief, during the year ended 30 June 2008 there have been:

- (i) No contraventions of the auditor independence requirements as set action the Corporations Act 2001 in relation to the audit, and
- (ii) No contraventions of any applicable code of professional conduct in relation to audit.

Northstar Accountants Pty Ltd


Andrew Stanning
Director

Sydney, 29 September 2008

Northstar Accountants Pty Ltd

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Shareholder Information as at 22 September 2008

Shares and options in VentureAcess Group Limited are quoted on the National Stock Exchange (NSX Codes "VAX" & "VAXO")

The 20 largest holders of each class of equity securities in the company as at 26 September 2008 are:

Name	SHARES		OPTIONS	
	Number	%	Number	%
Medical Science Australia Limited	11,360,953	36.93	7,272,487	40.66
VA Holdings Pty Ltd	5,700,000	18.53	3,000,000	16.77
Mr Geoff Mullins	2,236,442	7.27	1,913,023	10.69
ANZ Nominees <cash income a/c>	2,211,375	7.19	1,195,698	6.68
Mr Emyr Jones <Jones Family PSF>	1,491,375	4.85	720,000	4.03
Laurie Kobler <Kobler Super Fund a/c>	1,200,000	3.90	600,000	3.35
Ms Karalyn Day	884,350	2.87	486,977	2.72
William Osborne & Nongkran Osborne	800,000	2.60	400,000	2.24
JW & SL Martin Pty Ltd	500,000	1.63		
Organic Recyclers Environmental Services Pty Ltd	500,000	1.63		
Mr Emyr Jones	333,333	1.08	1,000,000	5.59
Ms Anne Tan Sok Lan	261,905	0.85	214,286	1.20
Eastlion Investment Limited	240,000	0.78	120,000	0.67
Dr Wendy Relf	216,667	0.70	108,334	0.61
Mr Peng Yong Joseph Tan	100,000	0.32	50,000	0.28
Ms Jennifer Mary Mitchell	100,000	0.32	50,000	0.28
Mr Ian Edward Harvie	66,660	0.22	33,330	0.19
Mr James Justin King <The King Family a/c>	51,375	0.17		
Mr Ianaki Semerdziev	50,000	0.16	25,000	0.14
Findlay & Co Stockbrokers (Underwriters) Pty Ltd	50,000	0.16		
	28,354,435	92.16		
Mr Craig Williams			100,000	0.56
Mr Jerzy Dondzilo			25,715	0.14
Citicorp Nominees Pty Limited			25,000	0.14
Mr David Patrick Cook & Mrs Linda Jane Cook <DP Cook Super Fund>			20,831	0.12
			17,360,681	97.06
Other ordinary shareholders	2,412,079	7.84		
Other option holders			526,159	2.94
	30,766,514	100.00	17,886,840	100.00

The listed options are exercisable at 20 cents each on or before 31 December 2009.