

IQNOVATE LTD

ACN 149 731 644

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of IQNovate Ltd (*Company*) will be held at 9am on Tuesday 26th November 2013 at the Grace Hotel, 77 York Street, Sydney CBD, 2000 in the Pinaroo 1 Room on Level 1.

BUSINESS:

A. ACCOUNTS AND REPORTS:

To table the financial report and accounts of the Company and the related reports of the directors and auditors for the year ended 30 June 2013 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. RESOLUTIONS:

Resolution 1 will be proposed as a non binding resolution, Resolutions 2 to 3 will be proposed as ordinary resolutions.

1. Adoption of Remuneration Report

'That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2013 be adopted.'

2. Re-election of Mr Peter Simpson

'That Mr Peter Simpson, a director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified his candidature for the Office, be and is hereby re-elected a director of the Company.'

3. Ratification of Past Issue of Shares

"That, for the purposes of NSX Listing Rule 6.25 and for all other purposes, Shareholders ratify the allotment and issue of 1,908,500 Shares at an issue price of A\$1.00 per Share on the terms and conditions set out in the Explanatory Notes."

By Order of the Board

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke at the bottom.

Spiro Sakiris

Company Secretary

21st October 2013

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 21st October 2013 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

A. ACCOUNTS AND REPORTS:

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2013 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

B. RESOLUTIONS:

1. Resolution 1 – Adoption of Remuneration Report

1.1. Remuneration Report

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and Executives' remuneration. Section 300A of the Corporations Act sets out the information to be included in the Remuneration Report. A copy of the report appears in the Company's Annual Report for the year ended 30 June 2013.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of Shareholders at the Company's Annual General Meeting. The vote on this Resolution 1 is advisory to the Company only and does not bind the Board.

Under Section 250SA of the Corporations Act, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

1.2. Voting Prohibition

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; or
- (e) the vote is cast by the Chair as a proxy and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the company is part of a consolidated entity, for the entity.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1. If the Chair of the meeting is appointed as your proxy, you are expressly authorising the Chair to exercise the proxy on a resolution that is directly connected with the remuneration of a member of the key management personnel.

1.3. Proxy

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed as your proxy by default, you must either:

- (a) mark the bolded second box under Step 1 on the proxy form to direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1; or
- (b) give directions as to how your proxy must vote in the tick box under Step 2 on the proxy form.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-Election of Mr Peter Simpson

Rule 16.1 of the Constitution requires one third of directors (except for the managing director) to retire each year (by rotation). Mr Peter Simpson retires this year in accordance with this rule and is permitted to seek re-election. Personal particulars for Mr Simpson are set out in the Board of Directors' information included in the Company's 2013 Annual Report.

3. Resolution 3 – Ratification of Past Issue of Shares

3.1. General

As announced by the Company on 20 February 2013, the Company completed a placement to sophisticated investors of 1,908,500 Shares at an issue price of A\$1.00 per Share raising A\$1,908,500 before costs.

None of the subscribers to the Placement were related parties of the Company.

Resolution 3 seeks Shareholder ratification pursuant to NSX Listing Rule 6.25 for the issue of those 1,908,500 Shares (**Share Ratification**).

NSX Listing Rule 6.25 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

3.2. Key Information

The following information is provided in relation to the Share Ratification:

- (a) 1,908,500 shares were allotted and issued;
- (b) the Shares were issued at an issue price of A\$1.00 per Share;
- (c) the Shares were issued on the same terms and conditions of existing Shares on issue;
- (d) the Shares were allotted and issued to sophisticated investors, none of whom were related parties of the Company; and
- (e) the funds raised from the Placement (which includes the funds raised as part of the Shares seeking ratification) was applied, or will be applied, towards capital and operating expenditures and general working capital.

3.3. Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the

Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm (AEDT) on Friday 22nd November 2013

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act*.

Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Boardroom Pty Limited will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

In person:	Boardroom Pty Ltd Level 7 , 207 Kent St SYDNEY NSW 2000
By mail (reply paid envelope enclosed);	Boardroom Pty Ltd GPO Box 3993 SYDNEY NSW 2001
By fax:	+61 2 9290 9655

by no later than **9.00am** (AEDT) on **Sunday 24th November 2013**.

Shareholders and their proxies should note that new sections 250BB and 250BC of the Corporations Act apply to voting by proxy. In particular:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member, this subsection does not affect the way that the person can cast any votes they hold as a member.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution and

- (a) the appointed proxy is not the chair of the meeting; or
- (b) at the meeting, a poll is duly demanded on the resolution and either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Iqnovate Limited

ABN: 26 149 731 644

Annual Report

For the Year Ended 30 June 2013

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Iqnovate Ltd

Chairperson's Report

For the Year Ended 30 June 2013

Dear IQNovate Shareholders,

I am pleased to present the 2013 Annual Report and take this opportunity to share with you the progress that IQNovate has made since my last report, as well as a vision of what lies ahead.

On the corporate front IQN has managed to cross list on the US OTC market as well as the EEC GXG market, main board, creating a trading platform in 3 continents, across millions of potential investors, trading almost 24 hrs. A day, this should result in higher levels of liquidity.

On the operational front, the entire management team is now in place, managing to attract top talent from local and global companies.

In terms of growth through mergers & acquisitions we have signed a scouting agreement with an Indian company reviewing potential acquisition targets in India as well as other countries in the APAC region, including Australia.

In terms of share price and market capitalization, IQNovate has managed to maintain its position as a leading NSX stock over the past two years trading steadily at around \$1.20

It is only after our listing with the European bourse, GXG that we consider the IQN infrastructure as fully laid down.

I would like to thank our employees for their passion and hard work without which IQNovate would not have progressed to its current status.

I would also like to thank our investors, large and small, institutional and retail, for funding IQNovate and believing in our mission and vision

I look forward to an exciting 2014 as IQNovate endeavours the value creation journey for our shareholders, as well as society.



George Syrmalis
Chairman and Chief Executive Officer

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

Your directors present their report on the company for the financial year ended 30 June 2013.

Principal Activities and Significant Changes in Nature of Activities

The principal activities of Iqnovate Limited during the financial year were to provide global contract scientific services to the Biopharmaceutical industry.

No significant change in the nature of these activities occurred during the financial year.

Operating Results

The final operating result for the year was a loss of \$748,139 represents an increase from the previous year loss of \$675,459. This result was largely from the increase of expenses attributable to IPO related and listing expenditure and employee benefit expense.

Financial Position

The net assets of the company has increased by \$1,109,823 from 30 June 2012 to \$2,315,056 in 2013. This increase is largely due to:

- Proceeds from share issues of \$1,908,500;
- Payment of issuance cost and overseas listing related expenditures of \$119,896; and
- Payment to employees of \$694,639

Significant Changes in State of Affairs

The following significant changes in the state of affairs of the company occurred during the financial year:

On 3rd October 2012 the company decided to withdraw its application to transfer its listing to the ASX and pursue a global listing strategy. The company subsequently entered into an agreement to create American Depository Receipts (ADR's) to be quoted on the initial tiered OTC Marketplace of the OTC Markets Group Inc in New York, USA and commenced listing process on the main quote of GXG Markets in Europe.

On 11 March 2013 the company completed a private placement of 1,908,500 ordinary shares at \$1ea

On 29th November 2012, the company adopted an updated Constitution and the IQNovate Ltd Benefits Plan

Dividends Paid or Recommended

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

Events after the Reporting Period

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the company, the results of those operations or the

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

state of affairs of the company in future financial years.

Future Developments, Prospects and Business Strategies

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the directors believe, on reasonable grounds, that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

Environmental Issues

The company is not subject to any significant environment regulation.

Corporate Governance

(a) Compensation Arrangements and Remuneration Committee

The maximum aggregate amount payable for Non-Executive Directors' Fees as approved by the shareholders in general meeting has been set at \$300,000 per annum. Notwithstanding this, the directors have set this remuneration for the financial year ended 30 June 2013 at \$70,000. The Constitution provides that aggregate Non-Executive Director's Fees can only change pursuant to a resolution at a general meeting.

The company has established a Remuneration Committee comprising two non-executive Directors with the objective of maintaining and reviewing the company's remuneration policies and practices and reporting to the Board on such matters.

The Board is responsible for reviewing and negotiating the compensation arrangements of senior executives and consultants.

(b) Audit and Risk Management Committee

The Board presently has an Audit and Risk Management Committee comprising of one Executive and two non-executive Directors. The company has adopted an Audit and Risk Management Charter setting out the composition, purpose, powers and scope of the audit and risk management committee as well as reporting requirements to the Board as a whole.

(c) Internal Management Controls

The company's main assets are located in Australia. Control over the operations is exercised by the board and senior management.

The Board also monitors the performance of outside consultants engaged from time to time to complete specific projects and tasks.

(d) Identifying Significant Business Risks

The Board regularly monitors the operational and financial performance of the company's activities. In conjunction with the Audit and Risk Management Committee, it monitors and receives advice on areas of operation and financial risk and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at improving the value of the company's shares; however, the Directors recognise that Biopharmaceutical business is inherently risky.

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013
Corporate Governance (continued)

(e) NSX Corporate Governance

The information below outlines the main corporate governance policies of the company which the directors adopted by formal resolution on 4 August 2011.

Before referring to the specific principles and the steps being taken by the company to comply with those, the following factors should be noted:

- Each of the Directors dedicates considerable time and effort to the affairs of the company. The Directors manage to do so within busy schedules for other work and business commitments and as a consequence, the principal focus of their endeavours (while operating within a sound base for corporate governance) must necessarily be promotion of the company's activities and improving shareholder value;
- The company is committed to adopting corporate governance policies commensurate with its business activities and has adopted a formal Corporate Governance Charter, setting out the roles and responsibilities of the independent committees described above.

It is within the above context that the directors are establishing the appropriate processes to ensure that they are compliant with a number of NSX Guidelines on listing. In the context of those Guidelines, the Directors make the following observations in relation to the company's corporate governance status:

NSX Guidelines	Summary of Iqnovate Limited Position
Principle One – Lay solid foundations for management and oversight	The company has two Executive Director and each subject to contracts regulating their roles with the company, and who report to the board.
Principle Two – Structure Board to Add Value	The company has two independent Directors and a Board with extensive public company experience.
Principle Three – Promote Ethical and Responsible Decision Making	The company has adopted both: - a Corporate Governance Charter and Board Charter – regulating the duties of directors and their deals with the company (and shares) both internally and externally, and - a Corporate Code of Conduct – regulating the Company's external dealings and dealings with Shareholders
Principle Four – Safeguard Integrity in Financial Reporting	The company has established a separately constituted Audit and Risk Management Committee, The Committee comprises of one executive and two non-executive Directors.
Principle Five – Make Timely and Balanced Disclosure	The company has defined, under its Corporate Ethics Policy, an internal protocol for the reporting material information to Shareholders and NSX.
Principle Six – Respect the Rights of Shareholders	The company is committed to all Shareholders and stakeholders having equal and timely access to material information regarding the operations and results of the company. The company will make regular NSX announcements and make this available on its website.

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

Corporate Governance (continued)

(e) *NSX Corporate Governance (continued)*

Principle Seven – Recognise and Manage Risk	The Audit & Risk Management Committee has under its Charter responsibility for overseeing the company's risk management and internal control framework and implementation of the processes to undertake and assess risk management and internal control compliance.
Principle Eight – Encourage Enhanced Performance	The company does not currently have a formally constituted Nominations Committee The Company Secretary, Mr Spiro Sakiris, plays an integral role in monitoring the conduct of activities of the Board, as well as the dispatch of material to Board members.
Principle Nine – Remunerate Fairly and Responsibly	A Remuneration Committee has been established which is charged with making recommendations as to all aspects of executive and non-executive director and management and committee remuneration packages. The Committee comprises two non-executive directors.
Principle Ten – Recognise the Legitimate Interests of Stakeholders	The Company's Corporate Ethics Policy and Corporate Code of Conduct sets out the behaviour required of Directors, employees and contractors as appropriate and including the observance of legal and other compliance obligations that relate to the company's activities from time to time.

Directors

The names of the directors in office at any time during, or since the end of, the year are:

Names	Position
Mr George Symmalis	Chief Executive Officer
Mr Con Tsigounis	Executive Director
Mr William Economos	Non-executive Director
Mr Peter Simpson	Non-executive Director

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Information on Directors

George Symmalis	Chief Executive Officer (Executive)
Qualifications	Trained in Nuclear Medicine-radiation immunology
Experience	Board member since 2011. Mr Symmalis founded and led as CEO and Chairman The Bionuclear Group SA, (1995-2005) incorporating Antisoma SA, Bionuclear Institute of Diagnosis and Therapy SA, Bionuclear Research and Development SA and Vitalcheck SA.
Interest in shares and Options	12,256,250 ordinary shares in Iqnovate Limited
Special Responsibilities	Responsibilities include managing the company's operations and delivering long-term shareholder value.

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

Information on Directors (*continued*)

George Symalis (*continued*)

Directorships held in other listed entities during the three years prior to current year:

None

Con Tsigounis

Director (Executive)

Qualifications

N/A

Experience

Board member since 2011. Mr Tsigounis has over 25 years' experience in business development and company start-ups, investing and developing companies in the wholesale and retail sectors. He also has extensive experience in the provision of real estate services and development.

Interest in shares and Options

12,256,250 ordinary shares in Iqnovate Limited

Special Responsibilities

Responsibilities include overlooking the company's business development strategy.

Directorships held in other listed entities during the three years prior to current year

None

William Economos

Director (Non-executive)

Qualifications

Member of the Institute of Chartered Accountants since February 1973

Experience

Board member since 2011. Mr Economos has over 30 years' experience in business development and accounting. He is the founder of Economos Chartered Accountants, where under his stewardship the firm had expanded into financial services including financial planning and debt funding. William has extensive experience in advising on taxation, compliance, financial and business planning issues to companies in the retail, wholesale, IT and financial services sectors

Interest in shares and Options

70,000 ordinary shares in Iqnovate Limited and options to acquire 100,000 ordinary shares

Special Responsibilities

Mr Economos is a member of Audit and Risk Management Committee

Directorships held in other listed entities during the three years prior to current year

None

Peter Simpson

Director (Non-executive)

Qualifications

M Pharm

Experience

Board member since 2011. Mr Mpharm has extensive experience in the pharmaceutical industry and has been involved in the development of pharmaceutical products for both the Australian and international markets. For 8 (eight) years he was the Research and Development Manager at David Bull Laboratories and oversaw the

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

development and approval of over 80 products in the Australian, UK and US markets

Interest in shares and
Options

None

Special Responsibilities

Mr Simpson is a member of Audit and Risk Management Committee

Directorships held in other
listed entities during the
three years prior to
current year

None

Company Secretary

The following person held the position of company secretary at the end of the financial year:

Mr Spiro Sakiris. Mr Sakiris was appointed as the company secretary on 01 August 2011 and has been a partner at Economos Chartered Accountants since 1990.

Meetings of Directors

During the financial year, 5 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Board of Directors' Meetings	
	Eligible to attend	Number attended
Mr George Syrmalis	5	5
Mr Con Tsigounis	5	5
Mr William Economos FCA	5	5
Mr Peter Simpson Mpharm	5	4

Remuneration Report

The Constitution of the Company provides that the non-executive Directors are entitled to remuneration as determined by the company in general meeting to be apportioned among them in such manner as the directors agree and, in default of agreement, equally. The aggregate maximum remuneration for non-executive directors currently determined by the company is \$300,000 per annum. Notwithstanding this the Directors have set the maximum remuneration for the financial year ended 30 June 2013 at \$70,000.

Directors who also chair the Audit Committee shall be entitled to further director's fee of an additional \$5,000. In addition, non-executive Directors will be entitled to be reimbursed for properly incurred expenses including time costs attending to the business of the company.

At present, the Board of the Company is constituted by two executive Director and two non-executive Directors. The Board has agreed that non-executive Directors shall be paid a total fee of \$35,000 each per annum.

If a non-executive Director performs extra services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, the company may remunerate that Director by payment of a fixed sum

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

determined by the Directors in addition to or instead of the remuneration referred to above. However, no payment can be made if the effect would be to exceed the maximum aggregate amount payable to non-executive Directors. A non-executive Director is entitled to be paid travelling and other expenses properly incurred by them in attending Director's or general meetings of the company or otherwise in connection with the business of the company.

The remuneration of any executive Director may from time to time be fixed by the Directors. The remuneration may be by way of salary or commission or participation in profits but may not be by commission on, or percentage of, operating revenue.

The Directors are to be remunerated at the initial rates and amounts set out in the table below (exclusive of GST).

Director/ Officer	Fees \$	Salary/ Consultants Fees \$	Superannuation \$	Other \$	Total \$
Mr George Syrmalis	-	184,500	16,605	-	201,105
Mr Con Tsigounis	-	157,500	14,175	-	171,675
Mr Peter Simpson	36,697	-	3,303	-	40,000
Mr William Economos	32,110	-	2,890	-	35,000

In addition to the above payments, the company proposes to provide Directors and Officers Liability insurance. Directors who also chair the Audit Committee shall be entitled to further director's fee of additional \$5,000 per annum.

Employment Details of Member of Key Management Personnel

The following table provides employment details of persons who were, during the financial year, members of KMP of the company.

Key Management Personnel	Positions Held as at 30 June 2013 and any Change during the Year	Contract Details (Duration and Termination)
Mr George Syrmalis	Chief Executive Officer (Executive)	12 months with an extended term of 12 months from 1 May 2013. 1 month notice required to terminate. Entitled to 1 month salary.
Mr Con Tsigounis	Director (Executive)	12 months with an extended term of 12 months from 1 May 2013. 1 month notice required to terminate. Entitled to 1 month salary.

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

Remuneration Details for the Year Ended 30 June 2013

The following table of benefits and payments details, in respect to the financial year, the components of remuneration for each member of Key Management Personnel (KMP) of the company.

Key Management Personnel (KMP)	Short-term Benefits		Post-employment Benefits		Long-term Benefits	Total
	Salary, Fees and Leave	Other	Pension and Superannuation	Other	Long Service Leave	
	\$	\$	\$	\$	\$	\$
Mr George Syrmalis	184,500	-	16,605	-	-	201,105
Mr Con Tsigounis	157,500	-	14,175	-	-	171,675
Total KMP	342,000	-	30,780	-	-	372,780

Indemnifying Officers or Auditor

During or since the end of the financial year, the company has entered into agreements to indemnify directors, and paid \$1,474 in insurance premiums for Directors & Officers coverage insurance, which includes cover for these indemnifications.

Options

At the date of this report, the unissued ordinary shares of Iqnovate Limited under options are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
15 December 2011	17 December 2014	\$0.20	402,500
14 June 2011	17 December 2015	\$0.10	4,000,000
			4,402,500

Options holders do not have any rights to participate in any issues of shares or other interests in the company or any other entity.

There have been no unissued shares or interests under option during or since the end of the reporting period.

Proceedings on Behalf of Company

No person has applied for leave of court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

Iqnovate Ltd

Directors' Report

For the Year Ended 30 June 2013

The company was not a party to any such proceedings during the year.

Non-audit Services

The Board of Directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

There were no fees paid or payable to Fortunity for non-audit services provided during the year ended 30 June 2013.

ASIC Class Order 98/100 Rounding of Amounts

The company is an entity to which ASIC Class Order 98/100 applied and, accordingly, amounts in the financial statements and directors' report have been rounded to the nearest dollars.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2013 has been received and can be found on page 10 of the financial report.

Signed in accordance with a resolution of the Board of Directors:



GEORGE SYRMALIS
Director



CON TSIGOUNIS
Director

Dated in Sydney, this 27th day of September 2013

Iqnovate Limited

Auditors Independence Declaration under Section 307C of the *Corporations Act 2001*

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2013 there have been:

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

**Fortunity Assurance
Chartered Accountants**



TR Davidson
Partner

Erina Business Park
155 The Entrance Road
ERINA NSW

Dated in Sydney, this 27th day of September 2013

Iqnovate Limited

Statement of Comprehensive Income

For the Year Ended 30 June 2013

	Note	2013 \$	2012 \$
Revenue			
Other income	2	172,315	40,418
Employee benefit expense		(694,639)	(479,406)
Depreciation expense		(16,014)	(8,233)
IPO related and listing expenditure		(119,896)	(210,204)
Impairment of intangible assets	12	(3,818)	(4,000)
Other expenses	3	(515,170)	(323,435)
Loss before income taxes		(1,177,222)	(984,860)
Income tax benefit	4	429,081	309,401
Loss for the year		(748,141)	(675,459)
Loss attributable to Members of the entity		(748,141)	(675,459)
		<u>(748,141)</u>	<u>(675,459)</u>
Loss per share			
From continuing operations:			
Basic loss per share (cents)	7	(2.06)	(2.10)

Iqnovate Limited

Statement of Financial Position

As at 30 June 2013

	Note	2013 \$	2012 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	1,356,019	652,221
Trade and other receivables	10	13,460	8,079
Other assets	13	18,673	65,672
TOTAL CURRENT ASSETS		1,388,152	725,972
NON-CURRENT ASSETS			
Property, plant and equipment	11	131,459	70,055
Deferred tax assets	17	879,046	496,272
Other assets	12	64,445	60,493
TOTAL NON-CURRENT ASSETS		1,074,950	626,820
TOTAL ASSETS		2,463,102	1,352,892
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	13	115,641	119,690
Provisions	14	30,635	26,030
TOTAL CURRENT LIABILITIES		146,276	145,720
NON-CURRENT LIABILITIES			
Deferred tax liabilities	17	1,770	1,839
TOTAL NON-CURRENT LIABILITIES		1,770	1,839
TOTAL LIABILITIES		148,046	147,559
NET ASSETS		2,315,056	1,205,233
EQUITY			
Issued capital	15	3,857,804	1,999,840
Reserves	16	24,765	24,765
Retained earnings		(1,567,513)	(819,372)
TOTAL EQUITY		2,315,056	1,205,233

Iqnovate Limited

Statement of Changes in Equity

For the Year Ended 30 June 2013

2013	Ordinary Shares \$	Options Reserve \$	Retained Earnings \$	Total \$
Balance at 1 July 2012	1,999,840	24,765	(819,372)	1,205,233
Shares issued during the year	1,908,500	-	-	1,908,500
Loss attributable to members	-	-	(748,141)	(748,141)
Share issue transaction costs	(50,536)	-	-	(50,536)
Balance at 30 June 2013	3,857,804	24,765	1,567,513	2,315,056

2012	Ordinary Shares \$	Options Reserve \$	Retained Earnings \$	Total \$
Balance at 1 July 2011	353,848	-	(143,913)	209,935
Shares issued during the year	1,869,063	-	-	1,869,063
Recognised value of options granted	-	24,765	-	24,765
Loss attributable to members	-	-	(675,459)	(675,459)
Share issue transaction costs	(223,071)	-	-	(223,071)
Balance at 30 June 2012	1,999,840	24,765	(819,372)	1,205,233

Iqnovate Limited

Statement of Cash Flows

For the Year Ended 30 June 2013

	Note	2013 \$	2012 \$
Cash from operating activities:			
Receipts from customer		209,981	-
Payments to suppliers and employees		(1,332,925)	(1,076,546)
Interest and finance charges paid		(42)	-
Net cash provided by (used in) operating activities	20	(1,122,986)	(1,076,546)
Cash flows from investing activities:			
Payment of plant, property and equipment		(77,418)	(38,771)
Payment of other non-current assets		-	(39,395)
Payment of financial assets		-	(51,175)
Net cash provided by (used in) investing activities		(77,418)	(129,341)
Cash flows from financing activities:			
Proceeds from issue of shares		1,908,500	1,519,384
Share issue cost paid		(4,298)	-
Net cash provided by (used in) financing activities		1,904,202	1,519,384
Other activities:			
Net increase (decreases) in cash held		703,798	313,497
Cash at the beginning of the financial year		652,221	338,724
Cash at end of financial year	9	1,356,019	652,221

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

This financial report covers Iqnovate Limited as an individual entity. Iqnovate Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial statements were authorised for issue on 26 September, 2013 by the directors of the company

NOTE 1: Summary of Significant Accounting Policies

Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards (Australian Accounting Interpretations) and the *Corporations Act 2001*. The company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of the financial statements are presented below and have been consistently applied unless otherwise stated.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

(a) Income Tax (continued)

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(b) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the company commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The estimated useful lives used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	10% - 20%
Furniture, Fixtures and Fittings	6.67% - 10%

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

Computer Equipment	20% - 33.33%
Computer Software	25%

(b) Property, Plant and Equipment (*continued*)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

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.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(c) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is the equivalent to the date that the company commits itself to either purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. Fair value represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

- the amount in which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method*; and
- less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

The company does not designate any interest as being subject to the requirements of accounting standards specifically applicable to financial instruments.

(c) Financial Instruments (*continued*)

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

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

(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 and are subsequently measured at amortised cost.

(iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

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

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

(v) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Financial guarantees

Where material, financial guarantees issued, which require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, are recognised as a financial liability at fair value on initial recognition.

The guarantee is subsequently measured at the higher of the best estimate of the obligation and the amount initially recognised less, when appropriate, cumulative amortisation in accordance with AASB 118: Revenue. Where the company gives guarantees in exchange for a fee, revenue is recognised under AASB 118.

The fair value of financial guarantee contracts has been assessed using a probability weighted discounted cash flow approach. The probability has been based on:

- the likelihood of the guaranteed party defaulting in a year period;

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

- the proportion of the exposure that is not expected to be recovered due to the guaranteed party defaulting; and
- the maximum loss exposed if the guaranteed party were to default.

(c) Financial Instruments (*continued*)

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

(d) Impairment of Assets

At each reporting date, the company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(e) Patents and trademarks

Patents and trademarks are recognised at cost of acquisition. Patents and trademarks have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. During the year, the company has assessed that there is no future economic benefits are expected from its use.

(f) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at present value of the estimated future cash outflows to be made for those benefits. These cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

(g) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held-at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

(h) Leases

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(i) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Investment property revenue is recognised on a straight-line basis over a period of lease term so as to reflect a constant periodic rate of return on the net investment.

Revenue recognition relating to the provision of services is determined with reference to the stage of completion of the transaction at the reporting date and where the outcome of the contract can be estimated reliably. Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

All revenue is stated net of the amount of goods and services tax (GST).

(j) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

(k) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

(l) Goods and Services Tax (GST)

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

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

(m) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and based on current trends and economic data, obtained both externally and within the company.

The directors believe that the full amount of receivable is recoverable and accordingly no provision for impairment was made for the year ended 30 June 2013.

(n) New Accounting Standards for Application in Future Periods

The AASB has issued new, revised and amended standards and interpretations that have mandatory application dates for future reporting periods and which the company has not adopted early. A discussion of those future requirements and their impact on the company is as follows:

- AASB 2011-9: Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049] (applicable for annual reporting periods commencing on or after 1 July 2012).

The main change arising from this Standard is the requirement for entities to group items presented in other comprehensive income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently.

- AASB 119: Employee Benefits (September 2011) and AASB 2011-10: Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) [AASB 1, AASB 8, AASB 101, AASB 124, AASB 134, AASB 1049 & AASB 2011-8 and Interpretation 14] (applicable for annual reporting periods commencing on or after 1 January 2013).

These Standards introduce a number of changes to accounting and presentation of defined benefit plans. The company does not have any defined benefit plans and so is not impacted by the amendment.

AASB 119 (September 2011) also includes changes to the accounting for termination benefits that require an entity to recognise an obligation for such benefits at the earlier of:

- (i) for an offer that may be withdrawn – when the employee accepts;
- (ii) for an offer that cannot be withdrawn – when the offer is communicated to affected employee; and

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

(n) New Accounting Standards for Application in Future Periods (*continued*)

(iii) where the termination is associated with a restructuring of activities under AASB 137: Provisions, Contingent liabilities and Contingent Assets, and if earlier than the first two conditions – when the related restructuring costs are recognised.

The company does not anticipate early adoption of any of the above reporting requirements and does not expect these requirements to have any material effect on the company's financial statements.

NOTE 2: Revenue and Other Income

Revenue from continuing operations

	2013	2012
	\$	\$
Provision of services	155,820	28,000
Interest revenue	16,405	12,418
Others	90	-
	172,315	40,418

NOTE 3: Profit for the Year

Profit before income tax includes the following specific expenses:

	2013	2012
	\$	\$
Contributions to employee superannuation plans	53,651	36,604
Other expenses		
Rental expense on operating leases- minimum lease payments	170,138	69,068
Bank charges	2,841	2,151
Auditor remuneration	8,950	6,200
Professional Fees	84,588	45,528
Marketing and promotion expenses	67,985	67,856
Utilities expenses	27,306	20,267
Repair and maintenance expenses	2,848	2,447
Registration and filing fees	1,086	6,685
Dues and subscriptions	23,244	29,756
Printing, postage and stationary	8,331	17,625
Others	117,853	55,852
Total other expenses	515,170	323,435

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 4: Income tax expense

(a) The components of tax expense / (benefit) comprise:

		2013	2012
		\$	\$
Deferred tax	4(b)	(382,843)	(289,735)
Over-provision in respect of prior years		(46,238)	(19,666)
		<u>(429,081)</u>	<u>(309,401)</u>

(b) The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:

	2013	2012
	\$	\$
Prima facie tax benefit on loss from ordinary activities before income tax at 30%	(353,166)	(295,458)
Add:		
Tax effect of:		
- non-deductible depreciation and amortisation	5,950	-
- other non-allowable items	4,254	3,866
- IPO related expenditure	19,832	1,857
	(323,130)	(289,735)
Less:		
Tax effect of:		
- Tax depreciation	(7,093)	-
- Provision for annual leave	(2,009)	-
- Division 40 blackhole expenditure	(50,611)	-
Income tax attributable to entity	<u>(382,843)</u>	<u>(289,735)</u>

The applicable weighted average effective tax rates are as follows: **(33)%** (29)%

The weighted average effective tax rate for 2013 is a result of initial costs incurred on start-up which are expected to be recouped in subsequent financial years.

NOTE 5: Key Management Personnel Compensation

Refer to remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the company's key management personnel (KMP) for the year ended 30 June 2013.

The totals of remuneration paid to key management personnel of the company during the year are as follow:

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 5: Key Management Personnel Compensation (*continued*)

	2013	2012
	\$	\$
Short-term employee benefits	342,000	250,666
Post-employment benefits	30,780	22,560
Other long-term benefits	-	-
	372,780	273,336

Key Management Personnel Shareholdings

The number of ordinary shares in Iqnovate Limited held by each key management person of Iqnovate Limited during the financial year is as follows:

	Balance at beginning of year	Granted as remuneration during the year	Issued on exercise of options during the year	Other changes during the year	Balance at end of year
Mr George Syrmalis	12,256,250	-	-	-	12,256,250
Mr Con Tsigounis	12,256,250	-	-	-	12,256,250
	24,512,500	-	-	-	24,512,500

Other Key Management Personnel Compensation Transactions

There have been no other transactions involving equity instruments other than those described in the tables above.

NOTE 6: Auditors' Remuneration

	2013	2012
	\$	\$
Remuneration of the auditor of the company for:		
- auditing the financial report	8,950	6,200

NOTE 7: Earnings / (loss) per Share

(a) Basic and diluted loss per share

	2013	2012
	Cents	Cents
Basic and diluted loss per share	(2.06)	(2.10)

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 7: Earnings / (loss) per Share (continued)

(b) Reconciliation of loss per share:

	2013	2012
	\$	\$
Loss for the year used to calculate basic loss per share	(748,141)	(675,459)

(c) Weighted average number of shares used as a denominator

	2013	2012
	No.	No.
Weighted average number of shares outstanding during the year used in calculating basic loss per share	36,278,758	32,177,568

NOTE 8: Dividends

No dividends were paid or declared since the start of the financial period. No recommendation for payment of dividends has been made

NOTE 9: Cash and Cash Equivalents

	2013	2012
	\$	\$
Cash on hand	195	52
Cash at bank	1,355,824	652,169
	1,356,019	652,221

Reconciliation of cash

Cash at the end of the financial year as shown in the cash flow statement is reconciled to items in the balance sheet as follows:

	2013	2012
	\$	\$
Cash and cash equivalents	1,356,019	652,221
	1,356,019	652,221

NOTE 10: Trade and other receivables

	2013	2012
	\$	\$
Current		

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

GST receivable	13,460	8,079
	13,460	8,079

(a) Credit risk - Trade and Other Receivables

	Gross amount \$	Past due and impaired \$	< 30 \$	31-60 \$	61-90 \$	> 90 \$	Within initial trade terms \$
2013							
GST receivable	13,460	-	13,460	-	-	-	-
Total	13,460	-	13,460	-	-	-	-
2012							
GST receivable	8,079	-	8,079	-	-	-	-
Total	8,079	-	8,079	-	-	-	-

The company does not have any material credit risk exposure to any single receivable or group receivable. The balances of receivable that remain within the initial trade terms (or detailed in the table above) are considered high credit quality.

NOTE 11: Property, Plant and Equipment

	2013 \$	2012 \$
Plant and equipment - at cost	25,287	24,622
Accumulated depreciation	(6,253)	(2,598)
	19,034	22,024
Furniture, fixture and fittings - at cost	36,899	34,049
Accumulated depreciation	(5,476)	(2,224)
	31,423	31,825
Computer equipment - at cost	16,836	14,845
Accumulated depreciation	(5,745)	(3,127)
	11,091	11,718
Computer software - at cost	5,545	5,545
Accumulated depreciation	(2,443)	(1,057)
	3,102	4,488
Leasehold improvement – at cost	71,912	-
Accumulated depreciation	(5,103)	-

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

	66,809	-
Total property, plant and equipment	131,459	70,055

NOTE 11: Property, Plant and Equipment (continued)

(a) Movements in Carrying Amounts

Movement in the carrying amount for each class of property, plant and equipment between the beginning and the end of the current financial year:

2013	Plant and Equipment \$	Furniture, Fixtures and Fittings \$	Computer Equipment \$	Computer Software \$	Leasehold Improve- ment \$	Total \$
Carrying amount as at 1 July 2012	22,024	31,825	11,718	4,488	-	70,055
Additions	665	2,850	1,991	-	71,912	77,418
Depreciation expense	(3,655)	(3,252)	(2,618)	(1,386)	(5,103)	(16,014)
Carrying amount as at 30 June 2013	19,034	31,423	11,091	3,102	66,809	131,459
2012						
Carrying amount as at 1 July 2011	20,144	16,495	-	2,879	-	39,518
Additions	4,019	17,303	14,845	2,603	-	38,770
Depreciation expense	(2,139)	(1,973)	(3,127)	(994)	-	(8,233)
Carrying amount as at 30 June 2012	22,024	31,825	11,718	4,488	-	70,055

NOTE 12: Other Assets

	2013 \$	2012 \$
Current		
Prepayments	18,673	65,672
	18,673	65,672
Non-Current		
	2013 \$	2012 \$

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

Rental deposit	62,715	58,763
Electricity deposit	1,730	1,730
	64,445	60,493

NOTE 13: Trade and other payables

	2013	2012
	\$	\$
Current		
Trade payables	71,399	52,838
Sundry payables and accrued expenses	44,242	66,852
	115,641	119,690

(a) Financial liabilities at amortised cost classified as trade and other payables

	2013	2012
	\$	\$
Trade and other payables		
- Total Current	115,641	119,690
Financial liabilities as trade and other payables	23 115,641	119,690

NOTE 14: Provisions

	Annual Leave	Total
	\$	\$
Opening balance at 1 July 2012	26,029	26,029
Additional provisions raised during the year	34,143	34,143
Amounts used	(29,537)	(29,537)
Balance at 30 June 2013	30,635	30,635

Analysis of Total Provisions	2013	2012
	\$	\$
Current	30,635	26,030
	30,635	26,030

NOTE 15: Issued Capital

	2013	2012
	\$	\$
37,455,890 (2012: 35,547,390)		
Fully paid ordinary shares	4,280,161	2,371,661
Share issue costs written off against issued capital	(422,357)	(371,821)

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

(a) Ordinary Shares

	3,857,804	1,999,840
	2013	2012
	No.	No.
At the beginning of reporting period	35,547,390	28,750,000
Shares issued during the year		
- 12 December 2011	-	6,048,000
- 24 April 2012	-	640,072
- 1 May 2012	-	109,318
- 20 February 2013	1,908,500	-
At the end of the reporting period	37,455,890	35,547,390

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders meetings, each ordinary share is entitled to one vote when a poll is called; otherwise each shareholder has one vote on a show of hands.

NOTE 16: Reserves

Options Reserve

The option reserve records the value of options granted to Econ Legal Pty Ltd recognised in the financial statements based on the Black Scholes model.

NOTE 17: Tax

NON-CURRENT

	Opening Balance \$	Charged to Income \$	Charged to Equity \$	Closing Balance \$
Deferred tax assets				
Balance 1 July 2011	-	33,222	-	33,222
Provisions	-	7,809	-	7,809
Benefit attributable to tax losses	33,322	266,468	-	299,790
Transaction costs on equity	-	32,936	151,710	184,646
Other	-	4,027	-	4,027
Balance 30 June 2012	33,322	311,240	151,710	496,272

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 17: Tax (continued)

NON-CURRENT

Deferred tax assets (*continued*)

	Opening Balance \$	Charged to Income \$	Charged to Equity \$	Closing Balance \$
Provisions	7,809	1,381	-	9,190
Benefit attributable to tax losses	299,790	383,284	-	683,074
Transaction costs on equity	184,646	-	-	184,646
Other	4,027	(1,891)	-	2,136
Balance 30 June 2013	496,272	382,774	-	879,046

Deferred tax liabilities

	Opening Balance \$	Charged to Income \$	Charged to Equity \$	Closing Balance \$
Property, Plant and Equipment Balance 30 June 2012	-	1,839	-	1,839
	-	1,839	-	1,839
Property, Plant and Equipment Balance 30 June 2013	1,839	(69)	-	1,770
	1,839	(69)	-	1,770

NOTE 18: Capital and Leasing Commitments

Operating Lease Commitments

Non-cancellable operating leases contracted for but not capitalised in the financial statements:

	2013 \$	2012 \$
Payable - minimum lease payments:		
- not later than 12 months	183,637	174,760
- between 12 months and 5 years	97,438	234,225
	281,075	408,985

The property lease is a non-cancellable lease with a three year term, with rent payable monthly in advance. An option exists to renew the lease at the end of the three year term for an additional term of three years.

The company has no contingent liabilities and contingent assets as at reporting date.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 19: Contingent Liabilities and Contingent Assets

The company has no contingent liabilities and contingent assets as at reporting date.

NOTE 20: Cash Flow Information

Reconciliation of Cash Flow from Operations with Profit after Income Tax:

	2013	2012
	\$	\$
Net loss for the year	(748,141)	(675,459)
Non-cash flows in profit		
- Depreciation & amortisation	19,832	12,233
- Recognition of option value	-	6,191
Changes in assets and liabilities		
- (Increase)/decrease in trade and other receivables	46,999	-
- (Increase)/decrease in prepayments	(5,381)	(18,487)
- (Increase)/decrease in deferred tax receivable	(429,081)	(461,111)
- (Increase)/decrease in other assets	(7,770)	-
- Increase/(decrease) in trade payables and accruals	(4,049)	38,457
- Increase/(decrease) in provisions	4,605	991
- Increase/(decrease) in employee benefits	-	20,639
Cash flow from operations	<u>(1,122,986)</u>	<u>(1,076,546)</u>

NOTE 21: Events After the Reporting Period

No matters or circumstances have arisen since the end of the financial year which have significantly affected or may significantly affect the operation of the company, results of those operations, or the state of affairs of the company in the future financial years.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 22: Related Party Transactions

(a) The company's main related parties are as follows:

i) Key management personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, are considered key management personnel.

ii) Entities subject to significant influence by the Company:

An entity that has the power to participate in the financial and operating policy decisions of an entity, but does not have control over those policies, is an entity which holds significant influence.

(a) Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

Beneficial holdings

The direct, indirect and beneficial holding of directors and their director-related entities in the share and share options of the company as at 30 June 2013 was:

	2013 No.	2012 No.
Ordinary shares	24,582,500	24,582,500
Other related parties	2013 \$	2012 \$
Purchase of goods and services:		
Provision of shares services to a former related entity IQX Limited, in which Mr George Syrnalis was formerly CEO	n/a	20,000
Provision of technical services to a former related entity IQX Limited, in which Mr George Syrnalis was formerly CEO	n/a	8,000

NOTE 23: Financial Risk Management

The company's financial instruments consist of deposits with banks, accounts receivable and payable and operating leases.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

	Note	2013 \$	2012 \$
Financial Assets			
Cash and cash equivalents	9	1,356,019	652,221
Trade and other receivables	10	13,460	8,079
		<u>1,369,479</u>	<u>660,300</u>
Financial Liabilities			
Financial liabilities at amortised cost			
- Trade and other payables	13(a)	115,641	119,690
		<u>115,641</u>	<u>119,690</u>

Financial Risk Management Policies

The directors overall risk management strategy is to assist the company in meeting its financial targets, while minimising potential adverse effects on financial performance. Risk management policies which include reviewing the credit risk policies and future cash flows are reviewed and approved by the board.

Specific Financial Risk Exposures and Management

The main risks the company is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

(a) Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The company is also exposed to earnings volatility on floating rate instruments.

Credit risk is managed through maintaining procedures ensuring that counterparties to transactions are of sound credit worthiness and the utilisation of systems for the approval, granting and renewal of credit limits, the regular monitoring of exposures against such limits and the monitoring of the financial stability of counterparties.

- Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating.

Sensitivity Analysis

- The following table illustrates sensitivities to the company's exposures to changes in cash balances. The table indicates the impact on how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable that management considers to be reasonable possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

Sensitivity Analysis (continued)

	Profit \$	Equity \$
Year ended 30 June 2013		
+/- 2% in interest rates	27,120	27,120
Year Ended 30 June 2012		
+/- 2% in interest rates	13,044	13,044

(b) Liquidity risk

Liquidity risk arises from the possibility that the company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The company manages risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financial activities
- obtaining funding from a variety of sources
- maintaining a reputable credit risk profile
- managing credit risk related to financial assets
- investing only in surplus cash with major financial institutions comparing the maturity profile of financial liabilities with the realisation profile of financial assets

The company's policy is to ensure no borrowings should mature in any 12-month period.

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities.

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

Financial liability and financial asset maturity analysis:

	Within 1 Year		1 to 5 Years		Over 5 Years		Total Contractual Cash Flow	
	2013	2012	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment								
Trade and other payables	115,641	119,690	-	-	-	-	115,641	119,690
Total expected outflows	115,641	119,690	-	-	-	-	115,641	119,690

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

NOTE 23: Financial Risk Management (continued)

(b) Liquidity risk (continued)

	Within 1 Year		1 to 5 Years		Over 5 Years		Total Contractual Cash Flow	
	2013	2012	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$	\$	\$
Financial assets - cash flows realisable								
Cash and cash equivalents	1,356,019	652,221	-	-	-	-	1,356,019	652,221
Trade, term and loans receivables	13,460	8,079	-	-	-	-	13,460	8,079
Total anticipated inflows	1,369,479	660,300	-	-	-	-	1,369,479	660,300
Net (outflow)/inflow on financial instruments	1,253,838	540,610	-	-	-	-	1,253,838	540,610

Net Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Fair values derived may be based on information that is estimated or subject to judgment, where changes in assumptions may have a material impact on the amounts estimated. Areas of judgment and the assumptions have been detailed below. Where possible, valuation information used to calculate fair value is extracted from the market, with more reliable information available from markets that are actively traded. In this regard, fair values for listed securities are obtained from quoted market bid prices.

Nil differences between fair values and carrying values of financial instruments with fixed interest rates exist.

	Note	2013		2012	
		Net Carrying Value	Net Fair Value	Net Carrying Value	Net Fair Value
		\$	\$	\$	\$
Financial Assets					
Cash and cash equivalents	(i)	1,356,019	1,356,019	652,221	652,221
Trade and other receivables	(i)	13,460	13,460	8,079	8,079
Total financial assets		1,369,479	1,369,479	660,300	660,300
Financial Liabilities					
Trade and other payables	(i)	115,641	115,641	119,690	119,690

Iqnovate Limited

Notes to the Financial Statements

For the Year Ended 30 June 2013

Total financial liabilities	115,641	115,641	119,690	119,690
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NOTE 23: Financial Risk Management (continued)

Net Fair Values (continued)

The fair values disclosed in the above table have been determined based on the following methodologies:

- (i) Cash and cash equivalents, trade and other receivables and trade and other payables are short-term instruments in nature whose carrying value is equivalent to fair value. Trade and other payables exclude amounts relating to the provision of annual leave, which is not considered a financial instrument.

NOTE 24: Comparatives

Certain comparative figures have been reclassified to conform to the current year's financial statement presentation in accordance with the AASB 101: Presentation of Financial Statements:

	2012
	\$
From trade and other payables to provisions	26,030

NOTE 25: Company Details

(a) Registered office

C/o- Economos Pty Ltd
The Galleries Victoria Podium, Level 1
500 George Street
Sydney, NSW 2000

(b) Principal place of business

Level 3, 222 Clarence St
SYDNEY, NSW 2000

Iqnovate Limited

Directors' Declaration

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 11 to 36, present fairly the company's financial position as at 30 June 2013 and its performance for the year ended on that date in accordance with Australian Accounting Standards (including Australian Accounting Interpretations); and
2. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



GEORGE SYRMALIS
Director



CON TSIGOUNIS
Director

Dated in Sydney, this 27th day of September 2013

Iqnovate Limited

Independent Audit Report to the members of Iqnovate Limited

Report on the Financial Report

We have audited the accompanying financial report of Iqnovate Limited, which comprises the statement of financial position as at 30 June 2013, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended that date a summary of significant accounting policies, other explanatory notes and the directors' declaration.

The Responsibility of the Directors for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the financial reporting requirements of the company's constitution. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

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

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

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

Iqnovate Limited

For the Year Ended 30 June 2013

Independence

In conducting our audit, we have complied with the independence requirements of the Australian professional ethical pronouncements.

Auditor's Opinion

In our opinion, the financial report presents fairly, in all material respects, the financial position of Iqnovate Limited as of 30 June 2013 and of its financial performance and its cash flows for the year then ended in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations)

Fortunity Assurance Chartered Accountants

A handwritten signature in black ink, appearing to read 'TR Davidson', is written over a faint, circular, textured background.

TR Davidson
Partner

Erina Business Park
155 The Entrance Road
ERINA NSW

Dated in Sydney, this 27th day of September 2013

Iqnovate Limited

For the Year Ended 30 June 2013

Additional Reporting Requirements NSXA

Additional Information Required to be Disclosed as per Clause 6.9 of NSXA Listing Rules as per Revision 1st April 2011

- (1) Principle Activities - Refer Directors' Report
- (2) There are no subsidiaries / child entities
- (3) (i) Directors Interests – refer Directors' Report
- (ii) Any rights to subscribe to debt or equity instruments by any of the directors are disclosed in the Director's Report

The Company Secretary has beneficial ownership in 162,400 shares and options to acquire 82,000 ordinary shares

- (4) There have been no forecasts made during the year
- (5) The executive directors continue under their unexpired service contracts as disclosed in the Directors' Report, being 12 months with an extended term of 12 months from 1 May 2013.
- (6) Refer Note 22 in relation to significant contracts with directors, child entities or controlling shareholder interest.
- (7) There are no arrangements where the directors have waived or agreed to waive any emoluments.
- (8) There are no arrangements where a shareholder has waived or agrees to waive any emoluments
- (9) Historical Summary Table

Item	2012	2013
Profit / (Loss)	(\$675,459)	(\$748,141)
Assets	\$1,332,792	\$2,463,102
Liabilities	\$246,559	\$146,276

- (10) As discussed in the Chairperson's Report, the entire management team was put into place during the year attracting top talent from local and global companies. Furthermore, the company undertook preparation for growth through mergers & acquisitions by signing a scouting agreement with an Indian company reviewing potential acquisition targets in India as well as other countries in the APAC region, including Australia

Refer to "Significant Changes in State of Affairs" in the Directors' Report for significant changes in affairs of the company which may influence the data in (9)

Iqnovate Limited

For the Year Ended 30 June 2013

Additional Reporting Requirements NSXA

(11) Refer “Corporate Governance: section of the Directors’ Report.

(12) Top Ten Shareholders as at the date of this report

Name		Number of Shares Held
CON TSIGOUNIS PTY LTD	<Con Tsigounis Family A/C>	12,256,249
BIOTECHNOLOGY HOLDINGS PTY LTD	<Biotechnology Trust A/C>	12,256,249
ANTHONY TSIGOUNIS PTY LTD	<Anthony Tsigounis Family Trust A/C>	1,437,500
TO THE STARS PTY LTD		425,000
TERENCE & CARINA REGO		400,000
MOBERY PTY LTD		375,000
KRONER INTERNATIONAL INC		225,000
SELECT CARTRANS PTY LTD	<Watkins Superfund A/C>	185,000
PERSEFONE ABDALLAH		150,000
NARONG VAN		150,000
A M & A M NOMINEES PTY LTD	<Beal Super Fund A/C>	150,000
A M & A M NOMINEES PTY LTD	<Beal Super Fund A/C>	150,000
MS SUZAN SIDHOM	<Susan Sidhom Trust A/C>	150,000