

SON

STACPOOLE INVESTMENTS LTD

A.C.N. 150 351 483

FINANCIAL REPORT

FOR THE

PERIOD ENDED 30 JUNE, 2013

Stacpoole Investments Ltd
Director's Report

Your directors present this report on the company for the financial year ended 30th June, 2013

Directors

The names of the directors of Stacpoole Investments Ltd during the financial period and up to the date of this report are:

Name of Director	Appointed	Qualifications, experience and special responsibilities
Ernest Charles Smith	11/04/2011	The director is a Chartered Accountant with 27 years experience in the taxation and business advisory fields. He has interests in businesses that operate in the automotive trade and has been involved in property development in Vanuatu and the USA for the past six years.
Adam Paul Smith	11/04/2011	The director is a qualified accountant and insurance underwriter with 16 years experience in these fields. He has been responsible for property development in the residential and commercial real estate market in Vanuatu and USA for the past six years.
Brendan Selby Scorer	5/10/2011	The director is a corporate services adviser with 39 years experience in capital management, business structuring and securities advice. Brendan has acted as Sponsoring Broker, Nominated Advisor for companies both in Australia and overseas who have listed on the Stock Exchange. Brendan was a Director of the National Stock Exchange of Australia from 1980 to 2002 and is currently the responsible manager of FS Capital Ltd.

Directors Meetings

During the twelve month period seven directors meeting was held which were attended by all directors.

Operating Result

The company recorded an operating loss of \$344,815 for the year ended 30th June, 2013

Review of Operations

A review of the operations of the company during the financial year and the results of those operations are as follows:

The company was engaged in the preparation of a prospectus for listing on the NSX.
The third and fourth supplementary prospectuses were prepared and lodged.
The company was listed on the Nation Stock Exchange on the 8th March, 2013.
The company has commenced its operations in the USA and has identified suitable properties for purchase and renovation.

Significant Changed in the State of Affairs

No significant changes in the company's state of affairs occurred during the financial year.

Principal Activities

As noted above, the principal activities for the year was the preparation of the third and fourth supplementary prospectuses and the raising of capital to enable listing on the NSX. The listing was completed on the 8th March, 2013.

Principal activities for future financial years will be real estate development.

Stacpoole Investments Ltd
Director's Report

After Balance Date Events

The company has commenced its operations in the USA and has identified suitable properties for purchase and renovation. One property has been purchased and renovations have commenced on that property. It is expected that it will be placed on the market for sale before the end of the calendar year.

Principal Registered Office

The principal registered office is 380 Collins Street, Melbourne.

Future Developments

The likely developments of the company and the expected results of those operations in future years are:

The company will be engaging in the acquisition of properties in the State of California, in the United States of America. The Managing Director, Adam Smith, has taken up residence in the United States of America and is supervising the acquisition, renovation and sale of properties.

Environmental Issues

The company's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a State or Territory.

Dividends

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

Shares Under Option

Unissued ordinary shares of Stacpoole Investments Ltd under option at the date of this report are as follows:

Date Options Granted	Expiry Date	Issue Price of Shares	Number under Option
30th November 2011	31st October 2014	\$0.20	1,950,000

No option holder has any right under the options to participate in any other share issue of the company or any other entity in the financial year.

Indemnifying Officer or Auditor

No indemnities have been given or agreed to be given or insurance premium paid or agreed to be paid, during or since the end of the financial year, to any person who is or has been an officer or auditor of the company.

**Stacpoole Investments Ltd
Director's Report**

Proceedings on Behalf of the Company

No person has applied for leave of Court under section 237 of the Corporations Act 2001 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 part of those proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 307C of the Corporations Act 2001.

Top Ten Shareholders as at 30th June 2013

Name	Number of Shares
C & S Refrigeration & Air Conditioning Super Fund	1,500,000
Adam Paul Smith	753,600
Corallee Mackie	100,000
Stephen Mackie	100,000
Michael Mackie	100,000
Hannah Rose Mackie	100,000
Ernest Charles Smith	69,100
Arafura Trading Company Pty Ltd	60,000
Gove Pizza Shop Pty Ltd	60,000
Kununurra Panel Beating Works Pty Ltd	60,000
Kununurra Panel Beating Works (Holdings) Pty Ltd	60,000
Mt Isa Tyre Service Pty Ltd	60,000
Nhulunbuy Tyre Service Pty Ltd	60,000
O'Loughlin Engineering Pty Ltd	60,000
Smith Superannuation Fund	60,000
E & P Smith Unit Trust	60,000

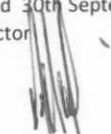
Auditors Independence Declaration

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001 has been included at page 5.

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


Ernest Charles Smith
Director

Dated 30th September, 2013
Director


Brendan Scorer
Director

Dated 30th September, 2013

Stacpoole Investments Ltd
Directors' Declaration
For The Financial Year Ended 30th June, 2013

The directors of the company declare that:

- 1 the financial statements and notes as set out on pages 6 to 24 are in accordance with the Corporations Act 2001 and:
 - (a) comply with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
 - (b) give a true and fair view of the company's financial position as at 30th June 2013 and of its performance for the year ended on that date: 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.


Ernest Charles Smith
Director

Dated: 30th September, 2013


Brendan Scorer
Director

Dated : 30th September, 2013

STACPOOLE INVESTMENTS LTD

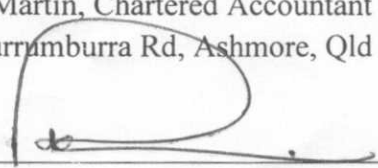
Auditor's Independence Declaration

UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 To THE DIRECTORS OF: STACPOOLE INVESTMENTS LTD

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

Robert L Martin & Assoc
Robert L Martin, Chartered Accountant
14/115 Currumburra Rd, Ashmore, Qld 4214



Ashmore Qld 4214

Stacpoole Investments Ltd
Statement of Comprehensive Income
For The Financial Year Ended 30th June, 2013

	Note	30/06/2013	30/06/2012
		\$	\$
Revenue from continuing operations		4,413	-
Expenses relating to continuing operations			
Share Based Payments Expense		-	(112,125)
Administrative Expenses		(1,143)	-
Audit Fees		(32,050)	(32,500)
Bank Fees		(230)	(65)
Company Filing Fees		(3,055)	-
Consulting Fees		(21,822)	(17,700)
Directors Fees		(15,000)	(52,233)
Employee Expenses		(12,111)	(75,000)
Listing Expenses		(244,506)	(3,526)
Taxation Advice		-	(13,160)
Travel Expenses		(19,311)	(6,700)
Expenses for period		<u>(349,228)</u>	<u>(200,884)</u>
Loss for period		<u>(344,815)</u>	<u>(313,009)</u>
Other comprehensive income			
Other comprehensive income for the period, net of tax		<u>-</u>	<u>-</u>
Total comprehensive loss for the period		<u><u>(344,815)</u></u>	<u><u>(313,009)</u></u>

The accompanying notes form part of these financial statements.

Stacpoole Investments Ltd
Statement of Changes in Equity
For The Financial Year Ended 30th June, 2013

	Contributed Equity \$	Accumulated Losses \$	Reserves	Total Equity \$
Balance at 30 June 2012	88,770	(414,279)	112,125.00	(213,384)
Total Comprehensive Loss for the financial year.	-	(344,815)		(344,815)
Shares issued for the financial year	600,000			600,000
Transactions with owners in their capacity as owners				
Balance at 30 June 2013	688,770	(759,094)	112,125	41,801

The accompanying notes form part of these financial statements.

Stacpoole Investments Ltd
Balance Sheet
As At 30th June 2013

	Note	30/06/2013	30/06/2012 \$
ASSETS			
Current Assets			
Cash and Cash Equivalents	3	319,745	7,535
Trade and Other Receivables	4	53,283	201,944
TOTAL CURRENT ASSETS		<u>373,028</u>	<u>209,479</u>
TOTAL ASSETS		<u>373,028</u>	<u>209,479</u>
LIABILITIES			
Current Liabilities			
Trade and other payables	5	1,375	173,453
Borrowings	6	329,852	249,410
TOTAL CURRENT LIABILITIES		<u>331,227</u>	<u>422,863</u>
TOTAL LIABILITIES		<u>331,227</u>	<u>422,863</u>
Net Assets		<u>41,801</u>	<u>(213,384)</u>
Equity			
Contributed Equity	8	688,770	88,770
Other Reserves	9	112,125	112,125
Accumulated Losses	10	(759,094)	(414,279)
TOTAL EQUITY		<u>41,801</u>	<u>(213,384)</u>

The accompanying notes form part of these financial statements.

Stacpoole Investments Ltd
Statement of Cash Flows
For the Financial Year Ended 30th June 2013

	Note	30/06/2013 \$	30/06/2012 \$
Cash Flow From Operating Activities			
Payments to Suppliers and employees (Inclusive of Goods and Services Tax)		(368,233)	(6,815)
Proceeds from loans from directors		80,443	6,850
Net cash (outflow) from operating activities		(287,790)	35
Proceeds from issue of shares		600,000	-
Net cash inflow from financing activities		600,000	-
Net increase in cash and cash equivalents		312,210	35
Cash and cash equivalents at beginning of period		7,535	7,500
Cash and cash equivalents at end of period	3	319,745	7,535

The accompanying notes form part of these financial statements.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Note 1 - Summary of Significant Accounting Policies

(A) Basis for Preparation

These general purpose financial statements for the twelve months ended 30th June, 2013, have been prepared in accordance with Accounting Standards AASB 134 "Interim Financial Reporting" and other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act 2001.

The financial report covers Stacpoole Investments Ltd as an individual entity. Stacpoole Investments Ltd is a company limited by shares, incorporated and domiciled in Australia.

The financial statements also comply with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The following is a summary of the material accounting policies adopted by the economic entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

The financial report was authorised for issue by the Board of Directors on the 30th September, 2013

Reporting Basis and Conventions

The financial report has been prepared on an accrual basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the air value basis of accounting has been applied.

The financial statements have been prepared for the twelve months ended 30th June, 2013.

(B) Going Concern

The financial report has been prepared on a going concern basis, which assumes continuity of normal business activities, realization of assets and settlement of liabilities in the ordinary course of business. The continuation of the company as a going concern is contingent on the following:

- continuing support of its existing directors and shareholders;
- ability to implement the company's business plan and achieve expected financial outcomes; and
- the company has examined it's financial position at the 30 June 2013 and based on cash flow forecasts for the year ended 30th June 2014 the directors considered the entity will be able to meet its debts as and when they fall due and payable. As a result of the company being successful in realizing its aim to raise the minimum capital the directors expect the company will continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities and commitments in the normal course of business.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

- The directors believe that they will be successful in achieving the outcomes outlined above and have access to adequate alternate working capital facilities and, accordingly have prepared the financial report on a going concern basis.

Income Tax

The charge for income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using then tax rates that have been enacted or are substantially enacted by the balance sheet.

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

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

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amounts of Benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Inventories

Inventories are measured at the lower of cost and net realizable value. The cost includes direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenses.

Land and Buildings Held for Resale

Land and buildings held for development and resale is valued at the lower of cost and net realizable value. Cost includes the cost of acquisition, development, foreign currency movements, borrowing costs and holding costs until completion of development. Borrowing costs, foreign currency movements and holding charges incurred after development are expensed. Profits are brought to account on the signing of an unconditional contract of sale.

Property, Plant and Equipment

Property, plant and equipment is measured on the cost basis less depreciation and impairment losses.

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

The cost of fixed assets constructed within Stacpoole Investments Ltd includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the assets' carrying amount recognized as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with then item will flow to the company 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 occurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalized leased assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to Stacpoole Investments Ltd commencing from the time the assets is held ready for use. Leasehold improvements are depreciated over the shorter of either unexpired period of the lease or the estimated useful; lives of the improvements.

The depreciation rates used for each class of depreciable asset are:

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Class of Asset	Depreciation Rate %
Buildings	2.5%
Leasehold Improvements	10%
Plant and equipment	10%
Other plant and equipment	10%
Motor vehicles	15%
Other	10%

The asset residual values and useful lives are reviewed, and adjusted if appropriate, at each balanced sheet date.

An asset carrying amount is written down immediately it is recoverable if the assets carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with the carrying amount. These gains or losses are included in the income statement.

Leases

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset, but not legal ownership, are transferred to Stacpoole Investments Ltd are classified as finance leases.

Finance leases are capitalised recording as asset and a liability equal to the present value of the minimum lease payments, including and guaranteed residual value. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that Stacpoole Investments Ltd will obtain ownership of the asset or over the term of the lease.

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

Lease incentives under operating expenses are recognised as a liability and amortized on a straight line basis over the life of the lease term.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Financial Instruments

a) Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

b) Financial assets at fair value through profit and loss

A financial asset is classified in this category of acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB139, Recognition and measurement of Financial Instruments. Derivatives are also categorized as held for trading unless they are designated as hedges. Realised and unrealised gains and losses arising from changes in fair value of these assets are included in the period they arise.

c) Loans and receivables

Loans and receivables are non- derivative financial assets with fixed or determinable payments that are not quoted in an active market are stated at amortised cost using the effective interest rate method.

Held-to-maturity investments

These investments have fixed maturities, and it is the company's intention to hold these investments to maturity. Any held-to-maturity investments are stated at amortised cost using the effective rate method.

d) Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising for changes in fair value are taken direct to equity.

e) Financial Liabilities

Non derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

f) Derivative Instruments

Derivative instruments are measured at fair value. Gains and losses arising from changes in fair value are taken to the income statement unless they are designated hedges.

f) Fair value

Stacpoole Investments Limited

Notes to the Financial Statements

for the Financial Year ended 30 June 2013

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine that fair for all unlisted securities, including recent arm's length transactions, having reference to similar instruments and option pricing methods.

g) Impairment

At each reporting date, the directors assess whether there is objective evidence that financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the income statement.

Impairment of Assets

At each reporting date, the directors assess whether there is objective evidence that financial instruments has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the income statement.

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, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs.

Foreign Currency Transactions and Balances

a) Functional and presentation currency

The functional currency of Stacpoole Investments Ltd is measured using the currency of the primary economic environment in which it operates. The consolidated financial statements are presented in Australian dollars which is the company's functional and presentation currency.

b) Transactions and Balances

Foreign currency transactions are translated into functional currency using exchange rates prevailing at the date of transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising in the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise the exchange difference is recognised in the income statement.

C) Group Companies

Stacpoole Investments Limited

Notes to the Financial Statements

for the Financial Year ended 30 June 2013

The financial results and position of foreign operations, whose functional currency is different from Stacpoole Investments Ltd presentation currency, are translated as follows:

- Assets and liabilities are translated at year end exchange rates prevailing at the reporting date;
- Income and expenses are translated at the average exchange rates for the period;
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the company's foreign currency transaction reserve in the balance sheet. These differences are recognised in the income statement in the period in which the operation is disposed.

Employee Benefits

Provision is made for the liability entitlements arising from services rendered by employees to balance date. Employee entitlements expected to be settled within one year have been measured at the amount expected to be paid when the liability is settled, plus related on-costs. Employee entitlements payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those entitlements.

Provisions

Provisions are recognised when Stacpoole Investments Ltd has a legal or constructive obligation, as a result of past events, for which it is probable that the outflow of economic benefit will result and that the outflow can be measured reliably.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and financial institutions, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short term borrowings in current liabilities on the balance sheet.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Revenue

Revenue from the sale of goods is recognised upon the delivery of the goods to customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend revenue is recognised when the right to receive the dividend has been established. Dividends received from associated and joint venture entities are accounted for in accordance with the equity method of accounting.

Revenue for the rendering of service is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of Goods and Services Tax (GST).

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the period in which they are incurred.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of the acquisition of the asset or as part of an item of the expense. Receivables and payables in the Balance Sheet are shown inclusive of GST. Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Share-based payments – Options

The fair value of options granted to directors as a part of their compensation benefits is recognized as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted, which includes any market performance conditions as the impact of non-vesting conditions but it excludes the impact of any service and non-market performance vesting conditions.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Critical Accounting Estimates and Judgments

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

The directors have assessed that there are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year.

Note 2 - Financial Risk Management

Risk management is carried out by the board under policies to be developed by the board of directors. The board of directors is in the process of developing those policies and risks. They identify, evaluate and hedge financial risks. The board will provide written principles for overall interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity.

The company's expected activities will expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the company. The company expects to use derivative financial instruments such as foreign exchange contracts and interest rate swaps to hedge certain risk exposures. Derivatives will be exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The methods will include sensitivity analysis in the case of interest rates, foreign exchange rates and other prime risks, aging analysis for credit risks and beta analysis of respect of investment portfolios to determine the market rate.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

The company holds the following financial instruments at the end of the period:

	30/6/2013	30/6/2012
	\$	\$
Finance Assets		
Cash and cash equivalents	<u>319,745</u>	<u>7,535</u>
	<u>319,745</u>	<u>7,535</u>
Finance Liabilities		
Trade and other payables	1,375	173,453
Borrowings – Loans from related parties	<u>329,853</u>	<u>249,410</u>
	<u>331,228</u>	<u>422,863</u>

(a) Market risk

The company operates international and is exposed to foreign exchange risk arising for the various currency exposures, primarily with respect to the US dollar.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entities functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

Management has set up a policy of requiring the company to manage foreign exchange risk against their functional currency. The company is required to hedge foreign exchange risk exposure arising from future commercial transactions and recognise assets and liabilities using forward contracts.

The company's policy is to hedge between 75% and 100% of anticipated cash flow in US dollars for the subsequent 6 months.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

The company had no borrowings at the end of the period that were subject to interest rate risk. The company policy is to maintain 100% of its borrowings in relation to individual property transactions at fixed rates of interest.

(a) Credit Risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions only independently rated parties with a minimum rating of "A" are accepted.

(b) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

At the end of the reporting period the company held cash of \$319,745 in cash reserves. Aside from the amount of \$1,375 wages deductions, all other accounts payable are owed to the directors and payment is deferred until 8th March 2015.

Note 3 - Cash and Cash Equivalents

	30/6/2013	30/6/2012
	\$	\$
Cash on Hand	23,000	7,500
Cash Held In Trust	267,208	-
Cash at Bank	<u>29,537</u>	<u>35</u>
Total Cash and Cash Equivalents	<u>319,745</u>	<u>7,535</u>

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Note 4 - Trade and Other Receivables

GST Receivables	53,285	5,719
Prepayments – Equity raising costs	-	<u>196,225</u>
Total Trade and Other Receivables	<u>53,285</u>	<u>201,944</u>

Note 5 - Trade and Other Payables

Trade Creditors	<u>1,375</u>	<u>173,453</u>
Total Trades and other payables	<u>1,375</u>	<u>173,453</u>

Note 6 – Borrowings

Loans from Related Parties	<u>329,852</u>	<u>249,410</u>
Total Borrowings	<u>329,852</u>	<u>249,410</u>

*Further information relating to amounts owing to related parties is set out in note 12

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Note 7 - Reconciliation of profit after income tax to net cash outflow from operating activities

	30/6/2013	30/6/2012
	\$	\$
Loss for the period	(344,815)	(313,009)
Change in operating assets and liabilities		
Non-cash employee benefits expenses – share based options	-	112,125
Decrease in prepayments	196,225	(170,187)
(Increase) in GST Receivable	(47,564)	(5,719)
(Decrease) in trade creditors	(172,079)	152,145
Increase in Borrowings	80,443	143,410
Increase in contributed equity (Directors share of expenses)	-	81,270
Net cash inflow (outflow) from operating activities	<u>(287,790)</u>	<u>35</u>

Note 8 - Contributed Equity

(A) Share Capital

Ordinary shares fully paid	<u>688,770</u>	<u>88,770</u>
Total Share Capital	<u>688,770</u>	<u>88,770</u>

(B) Ordinary Shares

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

At 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.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

(C) Movement in Ordinary share capital

Date Issued	Details	Number of shares	Issue Price (\$)	\$
11/4/2011	Shares Issued	15,000	0.50	7,500
15/01/2012	Shares Issued	812,700	0.10	81,270
8/3/2013	Shares Issued	<u>3,000,000</u>	0.20	<u>600,000</u>
		<u>3,827,700</u>		<u>688,770</u>

Capital Risk Management

The company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain optimal capital structure to reduce the cost of capital.

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

Note 9 - Other Reserves and Accumulated Losses

(A) - Other Reserves	30/6/2013	30/6/2012
Share-based payments	<u>112,125</u>	<u>112,125</u>
Total other reserves	<u>112,125</u>	<u>112,125</u>

Movements:

Share based payments

Balance 1 July 2012	112,125
Share-based payment expenses	—
Balance at 30th June 2013	<u>112,125</u>

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

(B) Accumulated Losses	30/6/2013	30/6/2012
Accumulated Losses	<u>(759,094)</u>	<u>(414,279)</u>
Total Accumulated Losses	<u>(759,094)</u>	<u>(414,279)</u>

Movements:

Balance 1 July 2012	(414,279)
Loss for the year	<u>(344,815)</u>
Balance at 30th June 2013	<u>(759,094)</u>

Note 10 - Contingencies

Contingent Liabilities

There are no contingent liabilities as at the end of the financial year nor have any arisen subsequently up to the date of this report.

Note 11- Commitments

There are no capital or lease commitments as at the end of the financial year nor have any arisen subsequently up to the date of this report.

Stacpoole Investments Limited
Notes to the Financial Statements
for the Financial Year ended 30 June 2013

Note 12-Related Parties

(a) Key Management Personnel compensation	30/6/2013	30/6/2012
	\$	\$
Short-term employee benefits	12,111	-
FS Capital Ltd a company associated with Mr. B S Scorer	5,045	-
Fees paid to Mr. B S Scorer as advisor to Board	13,635	-
Directors fees	15,000	7,232
Share based payments	-	<u>112,125</u>
Total key management personnel compensation	<u>45,791</u>	<u>119,358</u>

The number of shares in the company held during the period 30th June 2013, by each director of Stacpoole Investments Ltd is as follows.

Name of Director	Number of Shares	Issued Value of Shares
Ernest Charles Smith	5,000	2,500
Adam Paul Smith	817,700	83,770

Loans from related parties' balances of \$329,853 are owed to the directors at 30th June, 2013. These balances relate to expenses paid at arm's length and incurred in the ordinary course of business, during the period to 30th June, 2013

(b) Transactions with other related parties

There were no transactions with other related parties for the financial year.

Note 13 - Events occurring after reporting date

Since the end of the financial year the company has commenced its operations in the USA and has purchased one property for renovation. That property has had extensive renovations carried out and is expected to be placed on the market for sale before the end of the calendar year. Other properties have been identified as suitable for the companies' purposes but additional capital is required before the company can proceed with those purchases.

STACPOOLE INVESTMENTS LIMITED

Independent Auditor's Report

Report on the Financial Report

We have audited the accompanying financial report of STACPOOLE INVESTMENTS LIMITED, which comprises the Directors' Declaration, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, Statement of Cash Flows, Statement of Changes In Equity, a summary of significant accounting policies and other explanatory notes for the financial year ended 30 June 2013.

The Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In note 1, the directors also state, in accordance with Accounting Standard AASB 101: Presentation of Financial Statements, that the financial statements comply with International Financial Reporting Standards (IFRS).

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity'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.

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001. We confirm that the independence declaration required by the Corporations Act 2001, provided to the directors of STACPOOLE INVESTMENTS LIMITED on 30 June 2013 would be in the same terms if provided to the directors as at the date of this auditor's report.

STACPOOLE INVESTMENTS LIMITED

Independent Auditor's Report

Auditor's Opinion

In our opinion:

- a. the financial report of STACPOOLE INVESTMENTS LIMITED is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Regulations 2001;
- b. The financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Signed on : 6 October 2013



Robert L Martin, Chartered Accountant, Reg. Coy. Auditor

Robert L Martin & Assoc

14/115 Currumburra Rd, Ashmore, Qld 4214