

Arcadia Worldwide Limited
ARBN 600 964 752

AWL

• Important
• Information

• This is an important document
• that should be read in
• its entirety. If you do not
• understand any component of
• this Information Memorandum
• you should consult your
• professional advisors.
•

INFORMATION
MEMORANDUM





Important Notice

Issue of this document

This document has been prepared by Arcadia Worldwide Limited (the "Company") in connection with its application to the NSX for admission of its ordinary shares to listing. The Company does not seek to raise capital in connection with its proposed NSX listing, and is therefore proposing a compliance listing only.

This document is dated 19 November 2014. A copy of this document was lodged with the NSX on 19 November 2014. Neither the NSX nor any of its officers takes any responsibility for the content of this document.

Purpose of this document

This document has been prepared solely for information purposes and to assist investors in evaluating the Company. Neither the Company nor any other person (not limited to any person named in this document) has independently verified any of the information or data contained in this document.

This document is not a prospectus or a disclosure document within Chapter 6D of the Corporations Act.

Investment decisions

This document is not, and should not be construed as, a recommendation or advice by the Company, or by any other person (not limited to any person named in this document) to invest in the Company now or at any time in the future. Any prospective investor should conduct his or her own investigations and analysis of the Company, its financial condition, the assets and liabilities of the business and its affairs generally including without limitation the contents of this document.

This document does not take into consideration the individual investment objectives, financial situation or particular needs of any particular person. Any prospective investor should take into account his or her own situation and consider seeking independent advice from suitably qualified professional sources before deciding whether or not to invest in the Company.

Application has been made for listing of the Company's securities offered by this disclosure document to the National Stock Exchange of Australia Limited.

The fact that the National Stock Exchange of Australia may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities.

The National Stock Exchange of Australia Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

No liability for costs

Neither the Company nor any other person (not limited to any person named in this document) accepts any responsibility for any costs incurred by any person in relation to that person's evaluation of the Company pursuant to this document or otherwise.

Forward-looking statements

This document contains forward-looking statements. Those forward-looking statements reflect views held only as at the date of this document. Any such statement is subject to inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement, and such deviations are both normal and to be expected.

Neither the Company, nor any of its officers or any person involved in the preparation of this document makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfillment of any forward-looking statement or any events or results expressed or implied in any forward-looking statement. Any intending investor in the Company is cautioned not to place undue reliance on any such statement.

Exclusion of Liability

Nothing in this document is a promise or representation as to the future. Any prospective investor must make his or her own investigations and inquiries about the assumptions, uncertainties and contingencies which may affect the Company. Neither the Company nor any other person (not limited to persons named in this document) has authorized the making of any statement not expressly contained in this document.

Currency of information

All information in this document is, unless otherwise specifically stated, current only as at the date of issue of this document and then only to the extent that relevant information is available at the time of compilation of this document.

The publication of this document does not create any implication that there will be, or has been, no change in the business or affairs of the Company as at the date of issue of this document. The Company may in its absolute discretion, update or supplement this document but is under no obligation to do so.

Miscellaneous

All financial information presented in this Information Memorandum is stated in United States dollars (USD) unless otherwise indicated.

References in this document to “we”, “us” and “our” are to the Company and our wholly owned subsidiary, Arcadia Adult Day Health Care Center, LLC (“AADHCC LLC”). Any expression of a belief, assessment or intention is the belief, assessment or intention of the Board of Directors of the Company as of the date of this Information Memorandum.

Miscellaneous

All financial information presented in this Information Memorandum is stated in United States dollars (USD) unless otherwise indicated.

References in this document to “we”, “us” and “our” are to the Company and our wholly owned subsidiary, Arcadia Adult Day Health Care Center, LLC (“AADHCC LLC”). Any expression of a belief, assessment or intention is the belief, assessment or intention of the Board of Directors of the Company as of the date of this Information Memorandum.

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Investors Summary

Investment Proposition

Arcadia Worldwide Limited (“AWL” or the “Company”) is undertaking a compliance listing of 20,654,454 issued fully paid ordinary shares (the “Shares”), currently held by Shareholders of the Company on the National Stock Exchange of Australia Limited.

Arcadia Worldwide Limited is a company registered in New Brunswick, Canada. It is registered as a Foreign Company in Australia. ARBN 600 964 752. ISIN CA03922T1057. The Company was originally founded as P3 Worldwide Inc. on 4 March 2013. Effective 14 March 2014 the Company changed its name to Arcadia Worldwide, Limited. Pursuant to an Equity Interest Purchase Agreement dated 25 April 2014, AWL purchased 100% of the outstanding membership interests of Arcadia Adult Day Health Care Center, LLC, a California limited liability company. The Company was formed for the sole purpose of acquiring Arcadia Adult Day Health Care Center, LLC and has no other material assets or liabilities other than Arcadia Adult Day Health Care Center, LLC. Please note references in this document to “we”, “us”, “our” and “AWL” are to the Company and our wholly owned subsidiary, Arcadia Adult Day Health Care Center, LLC.

Company Background

The Company, through its wholly owned subsidiary, is a licensed community-based day health program center that provides services to older persons and adults with chronic medical, cognitive, or mental health conditions and/or disabilities that are at risk of needing institutional care. The Company has a multidisciplinary team of health professionals who conduct a comprehensive assessment of each potential participant to determine and plan services needed to meet the individual’s specific health and social needs. Services provided at the center include, but are not limited to, the following: professional nursing services; physical, occupational and speech therapies; mental health services; therapeutic activities; social services; personal care; hot meals and nutritional counseling; and transportation to and from the participant’s residence. Nearly all of the Company’s participants are beneficiaries of California’s Medi-Cal insurance, a California state sponsored insurance program.

Investors Summary - continued

Industry

About Adult Day Health Care

Adult day service centers provide a coordinated program of professional and compassionate services for adults in a community-based group setting. Services are designed to provide social and some health services to adults who need supervised care in a safe place outside the home during the day. They also afford caregivers respite from the demanding responsibilities of caregiving. Adult day centers generally operate during normal business hours five days a week. Oversight regulation of adult day service centers are done on a state by state basis.

- There are more than 4,600 adult day services centers across the U.S. — a 35% increase since 2002.
- More than 260,000 participants and family caregivers are serviced — an increase of over 100,000, or 63%, since 2002.

Source: The National Adult Day Services Association



Investors Summary - continued

California Community-Based Adult Day Service Centers

Community-Based Adult Services (“CBAS”), formerly known as the Adult Day Health Care Program (“ADHC”), are licensed community-based day health programs that provide services to older persons and adults with chronic medical, cognitive, or mental health conditions and/or disabilities that are at risk of needing institutional care. The majority of CBAS participants are Medi-Cal beneficiaries. Effective 1 April 2012, CBAS began under California’s “Bridge to Reform” 1115 Medicaid waiver. Former ADHC participants who meet the more stringent CBAS eligibility standards began receiving CBAS services in approved CBAS centers. There are 245 licensed CBAS centers in the State of California. In addition to meeting Medi-Cal program and waiver requirements, CBAS providers must maintain a CBAS license. The purpose is to delay or prevent institutionalization and maintain individuals in their homes and communities for as long as possible.

Individuals also may pay “out-of-pocket” for services in licensed CBAS centers. Third party payers such as long-term care insurance companies, Regional Medical Centers or the Veterans Administration also may pay for services in licensed CBAS centers.

Under an interagency agreement, the CBAS Program is administered between the Department of Health Care Services (“DHCS”), the California Department of Public Health (“CDPH”), and the California Department of Aging (“CDA”). CDPH licenses CBAS centers and CDA certifies them for participation in the Medi-Cal Program.

The primary objectives of the program are to:

- Restore or maintain optimal capacity for self-care to frail elderly persons or adults with disabilities; and
- Delay or prevent inappropriate or personally undesirable institutionalization.

The Program stresses partnership with the participant, the family and/or caregiver, the primary care physician, and the community in working toward maintaining personal independence.

Each center has a multidisciplinary team of health professionals who conduct a comprehensive assessment of each potential participant to determine and plan services needed to meet the individual’s specific health and social needs. Services provided at the center include, but are not limited to, the following: professional nursing services; physical, occupational and speech therapies; mental health services; therapeutic activities; social services; personal care; hot meals and nutritional counseling; and transportation to and from the participant’s residence.

Source: California Department of Aging

Business Overview

Arcadia Worldwide, Limited was originally founded as P3 Worldwide Inc. on 4 March 2013 in New Brunswick, Canada. Effective 14 March 2014 the name was changed to Arcadia Worldwide, Limited. Pursuant to an Equity Interest Purchase Agreement dated 25 April 2014, AWL purchased 100% of the outstanding membership interests of Arcadia Adult Day Health Care Center, LLC, a California limited liability company. The Company was formed for the sole purpose of acquiring Arcadia Adult Day Health Care Center, LLC and has no other material assets or liabilities other than Arcadia Adult Day Health Care Center, LLC.

The Company owns and operates the Arcadia Adult Day Health Care Center (the “Center”) which is licensed by the State of California Department of Public Health and overseen by the California Department of Aging. In business since October 1999, the primary purpose of the Center is to give optimal capacity for self-care which keeps people active in their homes and communities longer. Also, to prevent individuals from being institutionalized in more costly long term care such as a nursing home or acute care.

Participants and Process

We serve the senior and disabled populations who are needy physically or mentally. The participants are seen for 5 hours a day. Transportation is provided to and from their homes. A meal program is prepared by our nutritionist for any special menu needs such as low fat or diabetic. Our food program is overseen by the California Department of Education. Nearly all of our participants are Medicare and Medi-Cal recipients. A multidisciplinary team consisting of the staff physician, registered nurses, physical therapist, occupational therapist, nutritionist and social workers serve the patients.

Once accepted as eligible for Community Based Adult Services, an initial assessment is completed to determine specific needs for each individual. With this data, an Individual Plan of Care (“IPC”) is developed by the multidisciplinary team. Additionally, a Treatment Authorization Request (“TAR”) is prepared and sent to the Medi-Cal field office for review along with a determination of the number of days needed for treatment. Upon acceptance, the participant then starts their treatment at the Center. Additional services are provided by social workers, psychologist, program aides and an activity director. Quarterly reassessments are performed on each participant to track needs and progress. An administrator onsite oversees the operations of the staff and requirements of the facility who answer to various state departments. They recruit and train and employees as well as develop a plan and procedures for the facility. The program director follows the needs of the participants and evaluates changes or adjustments that are needed as well as supervising the day to day operations and employees.



Business Overview - continued

Services Provided

- Adult Day Care
- Medical Screening and Monitoring
- Nursing Care
- Physical Therapy (Registered Nurses)
- Qualified Massage Therapy & Dietician's
- Referral Services (Social Workers)
- Treatments & Prophylactic Procedures
- Rehabilitation Services (Patients with Cardiovascular Disease)
- Breakfast & Lunch (All Diets Included)
- Consultative Services including Psychological, Nutritional, Social and Pharmaceutical Counseling
- Senior Resource Information and Referrals
- Family Education Programs and Support Groups
- Social Activities, Lectures, Concerts, Field-trips & Movies
- Transportation
- Wheel Chair Accessible

The Facility

The Company's facility is located at 860 North Highland Ave, Los Angeles, California USA. At approximately 10,000 square feet it is one of the largest facilities in California and is licensed to treat up to 200 patients per day. In a single-story building easily accessible to older persons with mobility problems. The participant area has a lounge, dining room and activity room, treatment and counseling rooms, medical examination room, and a "quiet time" room. There is a separate area that assures privacy for participants who become ill or need to rest. We also have a spacious outdoor recreational area and garden. It is a fresh, friendly and attractive setting where the frail, disabled and elderly can spend a pleasant, active satisfying day.



Business Overview - continued

Acquisition Strategy

There are currently 245 licensed CBAS centers in the State of California. The recent regulatory changes put into effect 1 April 2012 have forced former ADHC participants to meet the more stringent CBAS eligibility standards. As one of the largest licensed CBAS centers in California this has presented the Company with the opportunity to potentially acquire other CBAS facilities that have a license to service only between 60 and 120 patients per day as increased operating expenses have effected operating margins.

Employees

The Company presently has 40 employees, which include but are not limited to, staff physician, medical professionals, administrator and program directors, social workers, nutritionist and program aides.

Working Capital

As of the date of this Information Memorandum, working capital is sufficient to cover the Company's current requirements. The Company has no intentions to raise additional funds for at least three months after listing on the NSX.

Purpose of Listing and Application for Compliance Listing on NSX

The Company is submitting an application to list its Shares on the NSX by way of a Compliance Listing. No new capital was raised or is going to be raised or available to the Company as a result of the listing. The listing of the Shares on the NSX may have favorable consequences for the Company's Shareholders who may wish to trade their shares on the NSX.

The Directors believe that the listing of the Company's Shares will assist to raise the profile of the Company thereby enabling a wider range of investors to hold the Company's shares. In addition, in the opinion of the Directors, a listing should:

- Enable the Company to raise further capital in connection with its intention to acquire and/or develop other CBAS facilities.
- Provide the Company to use as currency to acquire other CBAS facilities.
- In order to expand its market share through the development and acquisition of additional CBAS facilities the Company will require significant capital which the Company is unable to generate based on its current operations. Accordingly, it is intended that the Company will seek to raise additional capital through the issuance of new Shares in the future and prepare the relevant and necessary documents as required by law or the Listing Rules.

Business Overview - continued

Capitalization of the Company

The Company has 20,654,454 Shares on issue as at the date of this Information Memorandum. All of the Shares have been issued to the current Shareholders as fully paid shares.

There is no public market for the Shares of the Company in Australia, the United States, the United Kingdom or any other jurisdiction as at the date of this Information Memorandum. Investment in the Shares involves risks. See “Risk Factors” in Chapter 3 for more information on the risk related to investing in the Company.

The Company does not have any outstanding convertible debt securities.

The Company does not have any outstanding options to purchase Shares.

Listing

This Information Memorandum is prepared in connection with the application for Compliance Listing of Arcadia Worldwide, Limited. It is the Company’s intention to apply for the Shares to be listed on the National Stock Exchange of Australia. If successful, the Company intends to file for a dual listing on the Frankfurt Stock Exchange.

No new Shares are being offered pursuant to this Information Memorandum.

Nominated Advisor

F S Capital, Ltd. has been appointed to act as the Company’s Nominated Advisor as required under the NSX Listing Rules. F S Capital’s main role is to advise the Company and its directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company in its Compliance Listing on the NSX.



Business Overview - continued

Litigation

As of the date of this Information Memorandum, the Directors are not aware of any claims or threats of legal action existing in respect to the Company which would have a material adverse effect on the financial performance of the Company.

Share Rights

The rights attaching to the Shares are detailed in the Constitution of the Company.

Transferability of the Shares

The Shares are freely transferable.

Escrowed Shares

72.5% of the Shares are currently held by 7 Shareholders that include certain of the Company's Directors, substantial Shareholders and other Advisers. In order to provide potential investors with a certain degree of comfort regarding the longer term expectations of the Company's Shareholders, those Shareholders (the "Escrowed Shareholders") have agreed to the following Restriction provisions pursuant to a Restricted Share Agreement (the "Restricted Share Agreement").

To the extent not inconsistent with applicable law, each Escrowed Shareholder will agree not to effect any public or private sale or distribution of their Shares of the Company for a period of 12 months from the date that the Company is admitted to trading on the NSX and 24 months from the NSX quota on date in the case of the Company's Directors who are Escrowed Shareholders.

The Restriction will not apply to the extent that an offer is received, from a person or persons not affiliated with any of the Escrowed Shareholders, for the entire issued share capital of the Company and the Board recommends acceptance of that offer and such offer becomes binding and unconditional on all the Company's Shareholders (including the Escrowed Shareholders).



Business Overview - continued

Management



Dr. Jeff Vallandingham

Chief Executive Officer

Dr. Jeff Vallandingham's education began at Marshall University, where he received his Bachelor of Arts in Exercise Physiology/Sports Medicine in 1985. He then earned his DC (Doctor of Chiropractic) at the Life Chiropractic College in 1989, and his QME (Qualified Medical Evaluator) for the state of California in 1999. He started his career in 1990 as an Associate Doctor at New Life Chiropractic, and then began his own practice, Vallandingham Chiropractic, in 1994, also becoming owner and clinic director of El Camino Medical Center in 1995. Here he supervised doctors, physical therapists, radiologists, and clinic staff, attended to patients, and provided supervision over medical-legal reports and issues. Between 2004 and 2008, Dr. Vallandingham, was also a co-owner or owner and clinic director for several other practices, including New Life Medical Center, Beach Cities Surgery Center, and El Camino Injury and Rehab. Currently, Dr. Vallandingham is the President and CEO of Arcadia Worldwide, Limited, in addition he serves as President and Program Director for Arcadia Adult Health Care Center, LLC, where he is in charge of administering and managing a multidisciplinary team of chiropractors, medical doctors, nurses, medical assistants, massage therapists, acupuncturists, physical therapists and supporting staff members.

Business Overview - continued

Management



Joel Locker

Director

Joel earned his B.A. from the A.B. Freeman School of Business at Tulane University in 1997 with a Concentration in Finance. After a short stint with the St. Louis Rams, Joel began his career on Wall Street in 1998 at Fidelity working on the trading desk. He was promoted to Senior Trader in 2000 and specialized in Risk Arbitrage for Fidelity. After specializing in Risk Arbitrage, Joel began trading Relative Value strategies and discovered incredible success with the public homebuilders. Joel officially began his Homebuilder Analyst career in 2004 by covering 16 public homebuilders. Joel earned his Chartered Financial Analyst designation in 2006 to add merit to his growing success as an analyst with his negative outlook on housing prior to the downturn. Joel posted 24% annualized returns trading the homebuilders discretionary for an Institutional Fund from 2005 to 2012. Joel is ranked the #1 Homebuilder Analyst out of 20 in 2014 according to Bloomberg. He has worked for FBN Securities as their Senior Housing Analyst since 2006.

Business Overview - continued

Management



Edoardo Ciulli

Director

Mr. Ciulli has vast international and domestic experience in the areas of operations and marketing. Upon graduating with a Master's Degree at the University of Architecture and Civil Engineering in Italy, he received a B.S. Degree in Manufacturing Engineer at UCSD. He became the co-owner of C & R Industrial Electric where he was instrumental in strategic planning and operational initiatives. Under his guidance, the 32 year-old company expanded territories and build branch facilities for several Fortune 500 companies and other established European businesses. With a life-long passion for staying in top shape, which includes earning the 1998 title of European Bodybuilding Champion, Mr. Ciulli used his operational experience and his nutritional knowledge in the growth and expansion of several well respected companies in the health supplement industry. Mr. Ciulli was director and partner at BodHD and California NutriSciences, voted number one weight loss product of 2009.

Risk of Investing

Changes in the laws, regulations, policies, or other industry standards affecting our business may negatively impact our business.

We are governed by the California Department of Public Health and the California Department of Aging. Any material adverse changes in their laws, regulations, policies or industry standards could negatively impact our business.

Reliance of Medi-Cal for Payment

Nearly all of our participants are beneficiaries of California's Medi-Cal insurance, a California state sponsored insurance program. Any material adverse change in reimbursement policy and eligibility could negatively impact our business.

Volatility of the value of the Shares

Prior to this Compliance Listing, there has been no public market for our Shares. There can be no assurance that an active market for our Shares will develop or, if developed, that such market will be sustained.

Investors should also be aware that the value of the Shares may be volatile and may go down as well as up and investors may therefore not recover any or all of their original investment, especially having regard to the Company's plan to seek a future listing, as the market in Shares may have limited liquidity.

In addition, the price at which investors may dispose of their Shares may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. Investors may realize less than the original amount invested.

Ordinary Shareholder Tax Risk

Investors should take their own tax advice as to the consequences of owning Shares as well as receiving returns from it. In particular investors should be aware that ownership of Shares can be treated in different ways in different jurisdictions.

Risk of Investing - continued

Raising Further Funds

The Company intends to raise additional funds in the future to take advantage of acquisition and expansion opportunities. Any equity offerings to new investors could result in dilution for existing investors.

No Guarantee as to Future Performance

There can be no assurance that the Company will be able to achieve prior results.

Acquisition Dilution

The Company intends to acquire other CBAS facilities using Shares as a form of currency. Any acquisitions could result in dilution for existing investors.

No Guarantee as to Future Acquisitions

The Company intends to acquire other CBAS facilities. However, there can be no assurance that the Company will be successful in acquiring any other CBAS facilities.

Health Care Facility Lease

The Company currently leases its adult day health care facility pursuant to a month to month agreement. The Company intends to enter into a multi-year extension of the lease. However, there can be no assurance that the Company will be successful in obtaining the lease extension.

Financial Summary

As the Company acquired Arcadia Adult Day Health Care Center, LLC on 25 April 2014, it has no substantial operating or trading history. The financial data of AADHCC LLC is considered relevant.

Set out below is the summary of the following financial information:

- Audited Financial Statements of AADHCC LLC for the financial years ending 31 December 2013 and 2012; and
- Reviewed financial information of the Company on a consolidated basis for the six months period ending 30 June 2014.

Complete audited financial statements for AADHCC LLC and reviewed financial statements for the Company are available upon request.

Financial Summary - continued

BALANCE SHEET

ASSETS	Year Ended December 31,	
	<u>2013*</u>	<u>2012*</u>
<i>Noncurrent assets</i>		
Intangible assets	\$ 2,535,000	\$ 2,638,000
Property and equipment	\$ 17,564	\$ 17,273
Total noncurrent assets	\$ 2,552,564	\$ 2,655,273
<i>Current assets</i>		
Cash and cash equivalents	\$ 29,490	\$ 2,601
Trade receivables	\$ 100,688	\$ 110,129
Total current assets	\$ 130,178	\$ 112,730
Total assets	\$ 2,682,741	\$ 2,768,003

MEMBER'S EQUITY & LIABILITIES

<i>Members' equity</i>		
Members' capital	\$ 1,341,105	\$ 1,414,275
Total members' equity	\$ 1,341,105	\$ 1,414,275
<i>Noncurrent liabilities</i>		
Notes payable	\$ 1,008,466	\$ 1,047,364
Due to members	\$ 55,584	\$ 68,975
Total noncurrent liabilities	\$ 1,064,050	\$ 1,116,339
<i>Current liabilities</i>		
Accounts payable	\$ 35,752	\$ 9,100
Notes payable	\$ 241,834	\$ 228,289
Total current liabilities	\$ 277,586	\$ 237,389
Total liabilities	\$ 1,341,636	\$ 1,353,728
Total members' equity and liabilities	\$ 2,682,741	\$ 2,768,003

Financial Summary - continued

INCOME STATEMENT

Revenue	\$ 2,187,324	\$ 2,904,761
Operating expenses:		
Selling and distribution costs	(1,576,358)	(2,079,798)
Administrative expenses	<u>(495,309)</u>	<u>(526,142)</u>
Total operating expenses	\$ (2,071,667)	(2,605,940)
Net operating income	\$ 115,658	\$ 298,821
Finance costs		
Interest expense	\$ (89,515)	(56,138)
Bank charges	\$ (2,418)	(2,517)
Total finance costs	<u>\$ (91,933)</u>	<u>(58,655)</u>
Net and comprehensive income	\$ 23,725	\$ 240,166

*All figures are in U.S. Dollars and reflect the operating results of Arcadia Adult Day Health Care Center LLC, our wholly-owned subsidiary.

Financial Summary - continued

EXTRACT FROM THE REVIEW ENGAGEMENT REPORT FOR THE PERIOD ENDING 30 JUNE 2014

ARCADIA WORLDWIDE, LIMITED

BALANCE SHEET

	June 30, 2014	December 31, 2013
Assets		
Current Assets		
Cash	\$ 35,606	\$ 29,490
Accounts receivable	\$ 80,522	\$100,688
Due from Shareholder	\$148,951	-
Total Current Assets	\$265,079	\$130,178
Long term		
Property, plant and equipment	\$ 12,210	\$ 14,150
Intangibles	\$2,498,500	\$2,545,000
Total Assets	\$2,775,789	\$2,689,328
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 27,656	\$ 35,752
Current portion of long term liabilities	\$240,000	\$241,834
Due to shareholder	-	\$ 62,171
Long term debt		
Notes payable	\$926,984	\$1,008,466
Shareholders' Equity		
Common shares	\$1	-
Members capital	-	\$1,341,105
Retained earnings	\$1,581,148	-
Total Liabilities	\$1,581,149	\$1,341,150
Total Liabilities and Shareholders' Equity	\$2,775,789	\$2,689,328

Financial Summary - continued

EXTRACT FROM THE REVIEW ENGAGEMENT REPORT FOR THE PERIOD ENDING 30 JUNE 2014

ARCADIA WORLDWIDE, LIMITED

INCOME STATEMENT

	Six months ended	
	June 30, 2014	June 30, 2013
Revenue		
Revenue	\$1,220,247	\$1,149,500
Operating expenses		
Administrative expenses	\$ 731,983	\$ 982,436
Selling and distribution costs	\$ 174,481	\$ 10,177
Interest and bank charges	\$ 25,299	\$ 9,510
Amortization	\$ 48,440	\$ 50,000
Total Operating Expenses	\$980,203	\$1,052,123
Net and comprehensive income	\$240,044	\$ 97,377

Glossary

“Arcadia Adult Day Health Care Center, LLC” or “AADHCC LLC” means the wholly owned subsidiary of the Company;

“Board of Directors” or “Directors” means the directors of the Company as at the date of this Information Memorandum;

“Community-Based Adult Services” or “CBAS”, formerly Adult Day Health Care Program or (ADHC), means services offered to eligible older adults and/or adults with disabilities to restore or maintain their optimal capacity for self-care and delay or prevent inappropriate or personally undesirable institutionalization.

“Company” or “AWL” means Arcadia Worldwide, Limited (ARBN 600 964 752) a company incorporated under the Laws of the Province of New Brunswick, Canada and registered as a foreign company under the Corporations Act;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Equity Interest Purchase Agreement” means the Equity Interest Purchase Agreement dated 25 April 2014 whereby the Company acquired 100% of the membership interests of AADHCC LLC;

“Information Memorandum” means this document and the documents incorporated by reference herein;

“Listing” means the listing of the Shares of the Company on the NSX;

“Listing Rules” means the listing rules of the NSX;

“NSX” or the “Exchange” means the National Stock Exchange of Australia Ltd.

“Shares” means the 20,654,454 fully-paid ordinary Shares of the Company, having the rights as set forth in the Constitution of the Company;

“Shareholder” means the holder(s) of Shares of the Company.

Corporate Directory

Company's Registered Office

96 Norwood Avenue
Moncton, New Brunswick E1C6L9
Canada

Company's Principal Office

860 North Highland Ave.
Los Angeles, California USA 90038

Board of Directors

Dr. Jeffrey Vallandingham
Joel Locker
Edoardo Ciulli

Secretary

Joel Locker
433 Bridoon Terrace
Encinitas, California USA 92024

Australian Legal Adviser

Matthews Folbigg
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Nominated Advisor

F S Capital Ltd
P. O. Box 759
The Junction
NSW 2291 Australia
Phone: +61 2 8599 2904

Corporate Directory - continued

Corporate Advisor

EU Capital Advisors, LLC
8001 Irvine Center Drive, Suite 1160
Irvine, California USA 92618
Phone: +1 949 236 6650
ARBN: 602 799 360

Auditor

Gregory Scott International
875 North Michigan Avenue, Suite 3100
Chicago, Illinois USA 60611
Phone: +1 312 752 5426

Management Accounts Review

Diamond & Company
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Toronto, ON Canada M2J 4Z8
Telephone +1 416 494 4899

Share Registrar

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