oliver's
REAL FOOD LIMITED

ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2017


OPENED
THREE
NEW STORES
CHINDERAH NSW
FERRY PARK NSW
BALLARAT VIC
SAME
STORE
SALES
+5.2%

BOUGHT BACK **SEVEN** FRANCHISE OWNED STORES

RAISED **$15 MILLION** ON IPO

REVENUE INCREASED **21.2%** TO $20.7M FROM $17.2M

LAUNCHED OLIVER'S COCONUT WATER & ORGANIC EDAMAME

Contents

CHAIRMAN AND CEO LETTER

Dear Shareholder

The Directors of Oliver's Real Food Limited ("Olivers", the "Company", or "OLI") are pleased to present the first annual report since the company's initial public offering on the Australian Securities Exchange on 21 June 2017.

The 2017 financial year ("FY2017") was one that positioned our business for a healthy outlook, including the achievement of numerous key milestones that shape our organisation:

- Opening 3 new stores at Chinderah, Ferry Park and Ballarat;
- Buyback of 7 franchises, with one more completed after the close of the year, to fulfill the strategy for 100% company owned structure;
- Delivering close to $21 million in revenue, being 21% higher than the prior year and on a trajectory to achieve $42m in FY18;
- Completing sizing and site identification survey to confirm $1bn east coast highway food market and Oliver's market share is approximately 3% of this total;
- Significant investment in the Oliver's proprietary technology platform known as OliVerse, making considerable progress towards delivery of a single-point platform and internal capabilities that provide operating efficiency via daily purchasing & inventory data to stores, distribution centres and kitchens;
- Renewal of the Australian Certified Organic (ACO) Standard, allowing the Company to label certain processes and products as 'Certified Organic'. This is a core part of the Company's branding. Qualifying for this certificate requires rigorous adherence to the ACO rules not only by Oliver's but also by its suppliers;
- The successful launch of a new and innovative range of plant-based vegan and vegetarian offerings from the IKU company, in addition to the introduction of organic edamame beans and Australia's first organic coconut water offering;
- Completion of the assignment of the global registered and unregistered intellectual property rights to Oliver's Real Food Limited;
- Buy the remaining 24% interest in Retail Technology Services Pty Ltd to enable Oliver's Real Food Limited to control design, development and delivery of technology for the brand and its related entities;
- Strengthening our leadership team with the appointment of key executives holding prior C suite experience, the build out of the Board to deepen financial expertise and broaden exposure to retail operations; and
- Successfully listing on the Australian stock exchange, after raising $15m, in a difficult market environment.

STRONGLY POSITIONED TO ACHIEVE FY18 PROSPECTUS FORECAST

We have already changed the way hundreds of thousands of people eat when they are travelling, and many people tell us that we have "changed their lives" (and their health) for the better. But this positive impact is just the beginning for Oliver's.

The Board believes that Oliver's is well positioned for substantial growth, leveraging our first mover advantage in providing organic healthy fast food free of artificial additives on Australia's major highways.

Mark Richardson
Chairman

Importantly, the distribution and product strategies that have been used to grow the business over many years will be enhanced and the expansion efforts will be accelerated from the capital raised on 21 June 2017.

As a newly listed entity, the Board and Management of Oliver's Real Food Limited are focused on maximising FY18 potential of the business and creating sustained growth. This will be delivered via:

- Continued roll out of new stores across Australia, having plans to operate 33 stores by end FY18 expected to deliver $42m annualised revenue;
- New store acquisitions which are consistent with the growth plans detailed in the Oliver's Prospectus. We are pleased to announce that we have strong momentum in place, and since 30 June 2017 we have secured strategic locations in Maryborough and Euroa. More acquisition announcements will follow shortly.
- Completion of buyback for the remaining interest in The Delicious and Nutritious Food Company Pty Ltd, producer of the Red Dragon Organics range of specialist organic beverages being distributed through 500+ retailers and cafes;
- Internal efficiency programmes that were established in FY17, delivering Cost of Goods and Staff Cost saving targets, after two months of trading in FY18;
- Expanding the capability of our operational management teams including our store managers, regional managers and executive team who all support store performance, customer advocacy, brand momentum and shareholder returns;
- Investing in the Oliver's Marketplace online sales platform to enable Oliver's Real Food Shop to deliver a richer online sales experience across a broader range of products to a wider market with digital advertising plans for FY18;
- Continued expansion of our product offerings across various channels, with Oliver's Nespresso compatible compostable organic coffee capsules proving an example of recent success in product extension to new markets online and Red Dragon's organic lemon, lime and bitters growing its reach and overall sales.

Given the progress being made in FY18 to date, the Directors feel Oliver's Real Food Limited is well positioned to achieve its FY18 Prospectus forecast.

We would like to thank our committed and passionate staff across Australia, who work tirelessly on a daily basis to deliver the solid growth and operational improvements across the business. Thank you also to the Board and the various advisors that successfully guided Oliver's Real Food Limited through its listing on the Australian stock exchange on 21 June 2017.

Thank you for your confidence and continued support in these early stages of our thriving listed organisation. Your Directors believe Oliver's is well positioned to deliver healthy returns for the many OLI shareholders in the year ahead.

Mark Richardson
Chairman

Jason Gunn
Chief Executive Officer

OUR COMPANY

Oliver's Real Food is the world's first certified organic fast food chain with stores at locations along the arterial highways of Australia's eastern seaboard.

We provide our customers with premium quality, "real food" that is fresh, natural, and free from artificial additives, 7 days a week.

OUR MISSION

To make Real Food available conveniently on the highways of Australia.

To educate and empower individuals to live happier and healthier lives, through good food choices, and

To increase consciousness for positive personal, social & environmental impacts from our food choices.

Oliver's plans to operate 33 stores by end of FY18 and over 60 stores within the next few years

1. WYONG NTH - AUG 2005	12. GUNDAGAI - JUN 2015	23. MARYBOROUGH - SEP 2017
2. WYONG STH - APR 2006	13. GOULBURN - JUL 2015	24. EUROA - FY18
3. HEXHAM - APR 2009	14. PENLINK OUT - SEP 2015	25. PORT MACQUARIE - FY18
4. OFFICER OUT - DEC 2013	15. COFFS HARBOUR - DEC 2015	26. BULAHDELAH - FY18
5. OFFICER IN - JAN 2014	16. PENLINK IN - JAN 2016	27. HALFWAY CREEK - FY18
6. EASTLINK OUT - MAR 2014	17. LITHGOW - MAY 2016	28. LITTLE RIVER OUT - FY18
7. GEELONG STH - JUN 2014	18. CHINDERAH - DEC 2016	29. SUTTON FOREST - FY18
8. GEELONG NTH - JUL 2014	19. FERRY PARK - MAY 2016	30. BATHURST - FY18
9. WALLAN NTH - DEC 2014	20. BALLARAT - JUN 2017	31. HATTON VALE - FY18
10. WALLAN STH - DEC 2014	21. ARATULA - JUL 2017	32. COONALPYN - FY18
11. EASTLINK IN - FEB 2015	22. HORSHAM - AUG 2017	33. DUBBO - FY18

Note: Circumstances may change and the Company may not necessarily open future sites in the order presented above and may substitute other locations for those listed above, at the sole discretion of the Board

OLIVER'S REAL FOOD LIMITED ABN 33 166 495 441 AND CONTROLLED ENTITIES, DIRECTORS' REPORT

Your Directors present their report on the consolidated entity (referred to herein as the Group) consisting of Oliver's Real Food Limited (Oliver's) and its controlled entities for the financial year ended 30 June 2017. The information in the preceding Operating and Financial Review forms part of this Directors Report for the financial year ended 30 June 2017 and is to be read in conjunction with the following information:-

GENERAL INFORMATION

DIRECTORS

The following persons were directors of Oliver's Real Food Ltd during or since the end of the financial year up to the date of this report:

- Mark Anthony Richardson – appointed 26 November 2016
- Jason Antony Gunn
- Katherine Hatzis
- John Flower Diddams – appointed 11 August 2016
- Peter Rodwell – appointed 26 November 2016

Particulars of each Director's experience and qualifications are set out later in this report.

PRINCIPAL ACTIVITIES

During the financial year the principal continuing activities of the consolidated entity consisted of management and franchising of Quick Service Restaurants ("QSR") in Australia under the branding of "Oliver's Real Food"

DIVIDENDS PAID OR RECOMMENDED

No dividend was declared or paid during the reporting period.

REVIEW OF OPERATIONS

At the end of the reporting period, the Group operated 20 Oliver's stores in Australia – 19 Corporate stores and 1 franchised store. Key statutory financial metrics in respect of the current period and the prior financial period are summarised in the following table:

	2017	2016	Change
Revenue from ordinary activities ($m)	20.7	17.1	21.2%
Raw materials and consumables used ($m)	(6.8)	(6.6)	2.6%
Gross profit ($m)	13.9	10.5	32.9%
Gross margin	67.2%	61.3%	5.9%
Earnings before interest, taxes, depreciation and amortisation (EBITDA) ($m)	(2.3)	1.8	(230.4%)
Net (loss) / profit after tax attributable to members ($m)	(2.9)	0.6	(559.8%)
Earnings per share – basic (cents)	(0.03)	0.01	(400.0%)
Net Assets ($m)	23.8	3.1	664.9%
Net Tangible Assets ($m)	17.1	2.1	732.6%
Cash and cash equivalent ($m)	6.3	0.8	657.0%

The Group's revenues increased by 21.2% to $20.7 million mainly due to like-for-like sales growth, new store openings and the buyback of certain franchised stores.

This increase in revenues combined with strong business controls flowed through to increased gross profit for the financial period of $13.9 million with gross margin increased from 61.3% to 67.2%.

EBITDA, NPAT and EPS were impacted by significant items. These included $0.7 million of costs associated with the IPO and $0.1 million on loss from disposal of fixed assets. Further, additional corporate overheads were incurred for the IPO and for the anticipated growth in FY2018,

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

On 21 June 2017, Oliver's successfully listed its shares on ASX having raised $15,000,000 (before costs) by initial public offering.

On 1 December 2016, the company acquired all the equity issued by Revilo's Pty Limited for total consideration of $455,416 (including 1,833,330 shares at $0.19 each). Revilo's Pty Limited is the holding company of its wholly-owned subsidiaries: a) Coffs Harbour Franchise Pty Ltd which is the franchisee of the Oliver's franchised store; and b) Slacks Creek Pty Ltd which is the franchisee of the Oliver's Slacks Creek store.

On 1 May 2017, the company acquired a further 24% of the outstanding shares in Retail Technology Services Pty Ltd for a share consideration at a fair value of $103,625 (i.e. 500,000 ordinary shares at $0.20725 each). This brings the Parent entity interest in Retail Technology Services Pty Ltd to 100%.

During the year, the Group acquired four businesses with the intention to convert the existing businesses into Oliver's branded stores as well as bought back 6 franchised stores, the details of which are included in note 14 of the Financial Report.

In June 2017, the Group acquired the global intellectual property of 'Oliver's' for a share consideration of $500,000, settled by way of the issue of 2.5m shares, from Taonga Nui Holdings Limited, a company associated with two directors of the company, details of which are included in note 28 of the Financial Report.

In the opinion of the Directors, there were no other significant changes in state of affairs of the Group that occurred during the financial year under review.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL PERIOD

On 7 July 2017, the company acquired the remaining 25% equity interest in The Delicious & Nutritious Co Pty Ltd (the owner of the intellectual property and the business known as Red Dragon), which the company already held 75% equity interest.

On 13 July 2017, the Group opened a new store at Aratula on the Cunningham Highway in Queensland.

On 1 August 2017, the company acquired the remaining Oliver's franchised store from the franchisee at Eastlink Outbound in Victoria.

On 10 August 2017, the company entered into a contract to acquire a QSR business located at Euroa in Victoria, which is expected to be completed during September 2017. This site is scheduled to be developed into an Oliver's Real Food Restaurant during 2017.

On 17 August 2017, the Group opened a new store at Horsham in Victoria.

On 1 September 2017, the company acquired the land and buildings as well as a QSR business located at Maryborough in Queensland. This site is scheduled to be developed into an Oliver's Real Food Restaurant during 2017.

No other material events occurred subsequent to the financial year under review.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information about likely developments in the operations of the Group and the expected results of those operations in future financial years have not been included in this financial report as disclosure of the information would be likely to result in unreasonable prejudice to the Group. However, the Group will continue to pursue the increase in profitability of its Oliver's stores network during the next financial year.

Please also refer to the Prospectus for other likely developments of the Group during FY2018.

ENVIRONMENTAL REGULATION

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

INDEMNITY AND INSURANCE OF OFFICERS

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNIFYING AUDITOR

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

PROCEEDINGS ON BEHALF OF THE 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.

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

NON-AUDIT SERVICES

Details of the amounts paid or payable to RSM Australia for non-audit services provided during the year by the auditor are outlined in Note 7 to the financial statements.

The Directors are of the opinion that the services, as disclosed in Note 7 to the financial statements, do not compromise the external auditor's independence, based on advice received from the Audit and Risk Committee, for the following reasons:

- all non-audit services have been reviewed and approved 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.

The following fees were paid or payable to RSM Australia for non-audit services provided during the year ended 30 June 2017:

	$
Taxation Services	13,970
Due diligence investigations	283,250
Others	46,872
	344,092

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2017 has been received and can be found on page 29 of the Financial Report.

OPTIONS

At the date of this report, the unissued ordinary shares of Oliver's Real Food Ltd under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Options
11/8/2016	14/10/2019	$0.0133	1,125,000
21/4/2017	20/4/2021	$0.30	2,250,000
21/4/2017	6/4/2021	$0.30	2,000,000
3/5/2017	26/5/2021	$0.30	3,700,000
			9,075,000

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

Other than as set out above, there have been no options granted over unissued shares or interests of any controlled entity within the Group during or since the end of the reporting period.

Further details are set out in Note 26 of the Financial Report.

For details of options issued to directors and executives as remuneration, refer to the Remuneration Report.

ASIC CORPORATIONS (ROUNDING IN FINANCIAL/DIRECTORS' REPORTS) INSTRUMENT 2016/191

The company is an entity to which ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 applies and, accordingly, amounts in the directors' report have been rounded to the nearest thousand dollars.

OLIVER'S REAL FOOD LIMITED BOARD OF DIRECTORS

Mark Richardson
Chairman and Independent Non-executive Director

Jason Gunn
Executive Director & Chief Executive Officer

Katherine Hatzis
Non-executive Director

John Diddams
Independent Non-executive Director

Peter Rodwell
Independent Non-executive Director

Emma Lawler
Company Secretary

INFORMATION RELATING TO DIRECTORS AND COMPANY SECRETARY

Mark Anthony Richardson	*Chairman and Independent Non-Executive Director*
Qualifications	Mark has a BSc (Hons) in Chemical Engineering and an MBA from Stanford Graduate School of Business. He is a member of Australian Institute of Company Directors.
Experience	Mark co-founded Wolseley Private Equity in 1999. Wolseley has invested over $400 million of equity in Australian and New Zealand companies in Food Distribution, Day Hospitals, Logistics and Transport, Printing and Communication, Travel, Business Process Outsourcing, Franchising, Infrastructure Engineering and Childcare Centres ranging from $25 million to $400 million in scale. Prior to Wolseley Mark spent 11 years at Bain & Company where he was a Partner responsible for client work in a variety of sectors. Mark specialises in strategy development and implementation, organisational effectiveness and CEO mentoring. He started his career working for Shell International and Esso Exploration as an offshore exploration engineer in the South Atlantic, North Sea and Holland.
Interest in Shares	1,233,333 ordinary shares
Interest in Options	750,000 options over ordinary shares
Special Responsibilities	Independent Non-Executive Chairman Audit and Rick Committee Member Remuneration and Nomination Committee Chair
Directorships held in other listed entities during the three years prior to the current year	None
Jason Antony Gunn	*Executive Director & Chief Executive Officer*
Qualifications	Jason is a graduate of the Australian Institute of Company Directors.
Experience	Jason successfully anticipated the health food trend within the fast food market and leads the organisation with his passion and commitment to healthy nutrient dense food and sustainable business practices. His passion has resulted in Oliver's status as the Australia's first Certified Organic fast food chain. A self-described 'serial entrepreneur', Jason has led the creation of a series of successful businesses. Before launching Oliver's, he created Info-Link Building Information System Australia. Info-Link was successfully franchised internationally and sold to Reed Business Information Pty Ltd in 1997.
Interest in Shares	45,262,500 ordinary shares
Interest in Options	1,000,000 options over ordinary shares
Special Responsibilities	Executive Director Founder & Chief Executive Officer
Directorships held in other listed entities during the three years prior to the current year	None

Katherine Hatzis	*Non-Executive Director*
Qualifications	Kathy has a BCom (Economics/Marketing), is a CPM and a graduate of the Australian Institute of Company Directors.
Experience	Kathy is a founder of Oliver's and board member since inception in 2003, committed to the acceleration of the Oliver's nutritional movement and its positive social impact. She has 25 years experience in strategic planning, mergers and joint venture operations, brand, customer marketing, retail store merchandising and digital media from senior roles held at Optus, St.George, Westpac, ANZ, and Citibank. Until recently, she was Deputy Chair of the Australian Marketing Institute (Marketing's peak professional body). Kathy has a BCom in Economics and Marketing, is a CPM and a Graduate of the Australian Institute of Company Directors.
Interest in Shares	23,987,500 ordinary shares
Interest in Options	500,000 options over ordinary shares
Special Responsibilities	Non-Executive Director Audit and Rick Committee Member Remuneration and Nomination Committee Member
Directorships held in other listed entities during the three years prior to the current year	None

John Flower Diddams	*Independent Non-Executive Director*
Qualifications	John has a B.Com from UNSW, is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors.
Experience	John has over 35 years of senior management experience as CFO, CEO and for the past 20 years as a professional non-executive director and has extensive knowledge and practical experience in the application of Australian Corporations Law, ASX Listing Rules, international accounting standards, and corporate governance principals. John has managed the process to raise capital and seek ASX listing for a number of diverse enterprises, including IPO's for offerings such as oil and gas interests, food and retail, biotech, the internet and medical products. He is also a Non-Executive Director and Deputy Chair of House With No Steps, a "not for profit" organisation that supports 3,000 people in eastern Australia to make the most of their abilities.
Interest in Shares	2,275,000 ordinary shares
Interest in Options	1,625,000 options over ordinary shares
Special Responsibilities	Independent Non-Executive Director Audit and Rick Committee Chair Remuneration and Nomination Committee Member
Directorships held in other listed entities during the three years prior to the current year	Skydive The Beach Group Limited (ASX:SKB) Volpara Health Technologies Limited (ASX:VHT) Indoor Skydive Australia Group Ltd (Resigned 30/10/2014) Martin Aircraft Company Limited (Resigned 3/3/2016)

Peter Rodwell	*Independent Non-Executive Director*
Experience	Peter has over forty years' experience in the Restaurant category. From 2003-2015, he was McDonald's Division al President for Australia, Asia, Pacific, Middle east and Africa, creating, growing and regenerating businesses in developing and mature markets, with specialities in pricing, product development, store management, franchising and frontline staff engagement. Most recently he has been consulting to the industry across a range of companies and operational improvement programmes.
Interest in Shares	900,000 ordinary shares
Interest in Options	500,000 options over ordinary shares
Special Responsibilities	Independent Non-Executive Director
Directorships held in other listed entities during the three years prior to the current year	None

COMPANY SECRETARY

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

Emma Lawler — Emma was appointed as Company Secretary on 21 April 2017. Emma has two decades of experience as a company secretary and governance professional. Emma holds a Bachelor of Business and a Graduate Diploma in Applied Corporate Governance and is a Fellow of the Governance Institute of Australia.

MEETINGS OF DIRECTORS

During the financial year, 14 meetings of directors (including committees of directors) were held.

Attendances by each director during the year were as follows:

	Directors' Meetings		Audit & Risk Committee		Remuneration & Nomination Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Mark Anthony Richardson*	10	9	0	0	0	0
Jason Antony Gunn	14	13	0	0	0	0
Katherine Hatzis	14	14	0	0	0	0
John Flower Diddams**	13	12	0	0	0	0
Peter Rodwell***	10	8	0	0	0	0

* Mark Richardson was appointed on 26/11/2016
** John Diddams was appointed on 11/8/2016
***Peter Rodwell was appointed on 26/11/2016

Note: Oliver's listed on the ASX on 21 June 2017, as such the Audit & Risk and Remuneration & Nomination Committees which took effect on date of listing did not meet in the period from 21 – 30 June 2017

REMUNERATION REPORT (AUDITED)

This Remuneration Report (Report), which has been audited, describes the Key Management Personnel (KMP) remuneration arrangements for the period ended 30 June 2017 (FY17) for Oliver's, in accordance with the Corporations Act 2001 and its regulations.

The remuneration report contains the following sections:

- Who this report covers
- Overview of the remuneration framework
- Governance
- Linking reward and performance
- Share based remuneration
- Key terms of the Oliver's Incentive Plan
- Non-Executive Director remuneration framework
- Contractual arrangements with executive KMP
- Details of remuneration for KMPs
- Directors and executive KMP shareholdings in Oliver's
- Other statutory disclosures

WHO THIS REPORT COVERS

This report covers Non-Executive Directors and executive KMP (collectively KMP) and includes:

Non-Executive Directors	
Mark Richardson – appointed 26 November 2016	Chairman and Independent Non-Executive Director
Katherine Hatzis	Non-Executive Director
John Diddams – appointed 11 August 2016	Independent Non-Executive Director
Peter Rodwell – appointed 26 November 2016	Independent Non-Executive Director
Executive Key Management Personnel	
Jason Gunn	Director and Chief Executive Officer
Alan Lee – appointed 24 November 2016	Chief Financial Officer

OVERVIEW OF OLIVER'S REMUNERATION FRAMEWORK

Oliver's remuneration strategy and policies aim to attract and retain talented people to run and manage Oliver's and to align their interests with that of Shareholders. The Board is committed to having a remuneration strategy and policy that rewards, and retains appropriately experienced and skilled employees and executives throughout all levels of the company.

In the case of all senior employees, this will be realised by providing a fixed remuneration component together with specific 'at risk' performance based short-term incentives and, where appropriate for selected executives, long-term equity incentives subject to market competitive service and performance conditions.

The Board has committed to regularly reviewing all Board and key executive management remuneration and incentive arrangements (at least biennially) to ensure they remain competitive, in line with market expectations and guidelines and remain appropriate for Oliver's as it changes and grows.

GOVERNANCE

When Oliver's listed on the ASX, it established a Remuneration and Nomination Committee (RNC) whose role is to assist the Board with its remuneration responsibilities, to ensure that Oliver's:

- has coherent and appropriate remuneration policies and practices which enable Oliver's to attract and retain Directors and executives who will create value for Shareholders;
- fairly and responsibly remunerates Directors and executives having regard to Oliver's performance, the performance of the executives and the general market environment; and
- has policies and procedures that are effective to attract, motivate and retain appropriately skilled and diverse people that meet Oliver's needs and that are consistent with Oliver's strategic goals and human resource objectives.

The members of the RNC comprise Mark Richardson (Chair), Kathy Hatzis and John Diddams, each of whom are Non- executive Directors and all have appropriate qualifications and experience to enable the RNC to fulfil its role.

EXTERNAL REMUNERATION CONSULTANTS

The Terms of Reference for the RNC requires that any remuneration consultants engaged be appointed by the RNC. During FY2017 Oliver's engaged the services of Ian Crichton, Principal, Crichton & Associates Pty Limited as external remuneration consultants, however whilst these services did not include a remuneration recommendation in relation to any of Oliver's key management personnel, they did include a benchmarking analysis.

Any advice that may be received from remuneration consultants will be carefully considered by the RNC to ensure it is given free of undue influence by Oliver's executives.

STRUCTURE OF REMUNERATION

The remuneration framework for KMP includes both fixed and performance-based pay.

Fixed Remuneration

Fixed remuneration is set using a combination of historical levels and sector comparisons. Fixed remuneration includes base pay, statutory contributions for superannuation and non-monetary benefits.

Superannuation is provided up to the statutory maximum allowed. Other benefits may include phone allowance, 'packaged' motor vehicle, supplementary superannuation and other items determined on total employment cost basis.

Fixed remuneration will be reviewed annually and any increases approved by the RNC and the Board based on market movements, promotion or above average performance appraisal scores.

In addition to fixed remuneration, each of the executive KMP are entitled to additional Short Term Incentives (STI) and Long Term Incentives (LTI), as outlined below, subject to achieving pre-determined milestones.

Short Term Incentive

Oliver's short-term incentive plan is designed to reward employees and executives for performance against a pre-determined scorecard of measures linked to Oliver's short-term business performance for the relevant 12 month performance period (individual and team performance are also considered for selected roles).

The specific performance measures may vary from year to year depending on Oliver's evolving business and financial objectives. The measures are selected on the basis that they will lead to improved and sustainable financial performance and shareholder returns.

In FY17, there was no STI paid to executive KMP.

Long Term Incentive

Oliver's will consider offers under LTI to selected executives on an annual basis that will be designed to provide both retention and incentive impact if the executive remains employed with Oliver's for a minimum term and Oliver's meets performance vesting conditions set.

An initial grant of LTI made prior to the IPO was awarded as Options under the Oliver's Employee Incentive Plan (OEIP). These Options are subject to the OEIP rules and other regulatory requirements, including the ASX Listing Rules.

The CEO and CFO received a pre-IPO grant of 1,000,000 and 400,000 Options respectively. No further offers have been made to the CEO and CFO under the OEIP at this stage.

A summary of the terms of OEIP and details of the pre-IPO Grant Options are set out in this Report and were detailed in the Prospectus.

Any proposed future grants of Options to the CEO will be submitted to shareholders for approval.

Proportions of fixed and variable remuneration

The Board and RNC consider annually the fixed remuneration and proportion of variable remuneration that is dependent on performance ("at risk") for each executive KMP. The relative proportions of fixed versus variable pay received by executive KMP during the current financial period and proposed for the next financial period are as follows:

	Fixed Remuneration		At Risk – STI (on target)		At Risk – LTI (on target)	
	Proposed FY18	FY17	Proposed FY18	FY17	Proposed FY18	FY17
Jason Gunn	$340,000	$220,000	$119,000	0%	$0	0%
Alan Lee	$250,000	$123,000	$62,000	0%	$0	0%

Assessment Of Performance

Performance of executive KMPs will be assessed against the agreed non-financial and financial targets on a regular basis. Based on this assessment, the Chairman will make a recommendation to the RNC for Board approval of the amount of STI and LTI to award (as applicable) to each KMP.

HOW REWARD IS LINKED TO PERFORMANCE

Performance indicators

As Oliver's only listed on the ASX on 21 June 2017, statutory disclosures relating to dividend payments, dividend payout ratio, and increase / (decrease) in share price are not applicable. Key financial metrics over the last three years are shown below:

	Revenue $m	EBITDA $m	Net Profit After tax $m
2017	20.7	(2.3)	(2.9)
2016	17.1	1.8	0.6
2015	12.7	1.6	0.9

Performance and Impact On Remuneration

It should be noted that there is no direct link between remuneration and performance in FY17. There were no STI payments made in FY17 to executive KMP and the only LTI award made was for pre-IPO grants of options.

The Board will report on the link between pay and performance in future reports.

SHARE BASED REMUNERATION

Oliver's operates an LTI plan for eligible senior executives (the Oliver Employee Incentive Plan (OEIP)) as a means of encouraging employees to share in the ownership of the Company and promote its long-term success as a common goal. The Board will make offers to persons to participate in the OEIP based on their contribution to the Company. Under the terms of the OEIP the Board may make awards of Options, performance rights, service rights, deferred share awards, exempt share awards, cash rights or stock appreciation rights. No offer of an award may be made to the extent it breaches the Constitution, the Listing Rules, the Corporations Act or any other applicable law.

Grants of 3,700,000 Options were made to twenty senior executives (including the CEO and CFO) pre-IPO as disclosed in the Prospectus and in the remuneration tables at the end of this Report. No grants of Options have been made since listing on the ASX on 21 June 2017.

The key terms of the OEIP and details of the pre-IPO Award to KMP are as follows:

All capitalised terms have the meaning as defined within the OEIP.

Purpose	The purpose of the OEIP is to encourage Employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all Employees.
Eligibility	Participants in the OEIP must be persons who are in full-time or part-time employment of a Group Company and includes a director of a Group Company.
Form of Equity	The Company may offer an Award which includes an Option, a Performance Right, a Service Right, a Deferred Share Award, an Exempt Share Award, a Cash Right, or a Stock Appreciation Right, in accordance with the terms of the OEIP. The Company may offer or issue Options, which are rights to be issued a Share upon payment of the Exercise Price and satisfaction of specified Vesting Conditions. These terms apply unless the Offer specifies otherwise: → Options are Restricted Awards until they are exercised or expire. → An Offer may specify a Restriction Period for Shares issued on the exercise of Options. → Options are subject to adjustment. **FY17 Pre-IPO Award** To date, only Options have been granted under the OEIP.

Terms of the Award	A grant of Awards under the OEIP are subject to the terms and conditions of the OEIP Rules, the Offer documentation, the Company's Constitution, the ASX Listing Rules, the Corporations Act or any other applicable law.
	
	FY17 Pre-IPO Award – Executive KMP
	→ Exercise Price $0.30
	→ Vest in three equal tranches (1 July 2019, 1 July 2020, 30 June 2020)
	→ Expiry date: 26 February 2021
	→ Option purchase price – $0.0001
	→ Vesting conditions – options will only vest if the following performance conditions are met:
	  → Tranche 1 – continuous employment at vesting date (service condition)
	  → Tranche 2 – Achieve Prospectus earnings forecast in FY18
	  → Tranche 3 – TSR absolute CAGR over the first 3 years of listing on the ASX:
	    → TSR CAGR < 7.5%: 0% vesting
	    → TSR CAGR 7.5%: 25% vesting. Straight line interpolation between 7.5% and 10%
	    → TSR CAGR 10.0%: 50% vesting. Straight line interpolation between 10% and 12.5%
	    → TSR CAGR > 12.5%: 100% vesting
	
	FY17 Pre-IPO Award – Non- executive Directors
	→ Exercise Price $0.30
	→ Vest in 2 equal tranches (21 June 2018 and 21 June 2019)
	→ Expiry date: 20 April 2021
	→ Option purchase price – $0.0001
	→ Vesting conditions – options will only vest if the Non-executive Director is in continuous service as a Non-executive Director from Grant Date to Vesting Date.

Vesting and Exercise	The Awards held by a Participant will vest in and become exercisable by that Participant upon the satisfaction of any Vesting Conditions specified in the Offer and in accordance with the OEIP. Vesting Conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award). The vesting of an Award on the satisfaction of any Vesting Conditions will not automatically trigger the exercise of the Award unless specified in the Offer. A Participant is, subject to the OEIP, entitled to exercise an Award on or after the Vesting Date. Any exercise must be for a minimum number or multiple of Shares (if any) specified in the terms of the Offer. If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by a Participant, make a cash payment to the Participant equivalent to the Fair Market Value as at the date of exercise of the Award (less any unpaid Exercise Price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the Participant upon exercise of the Award. If a Participant dies or becomes disabled before the end of the Restriction Period or prior to the Vesting Date, the Board will determine, in its sole and absolute discretion, the manner in which all unvested or restricted Awards will be dealt with.
Adjustments – Reorganisation of Capital, Bonus and New Issues	With respect to Options, Performance Rights, Service Rights and other Awards where the Participant may be entitled to acquire Shares in the future on exercise of the Award: → A Participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue. → If, prior to the exercise of an Award, the Company makes a pro-rata bonus issue to the holders of its Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date. → If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.
Restriction Period	Restriction Period means the period during which Awards, or Shares issued on exercise of Awards, must not be sold or disposed of, being the period specified in the OEIP, and as specified in the Offer.

Change of Control	Change of Control means, in relation to the Company, either: → any person, either alone or together with any associate (as defined in the Corporations Act), who did not have a relevant interest (as defined in the Corporations Act) in more than 50% of the issued Shares in the Company, acquires a relevant interest in more than 50% of the issued Shares in the Company other than listing on a recognised stock exchange before 31 December 2017; or → the Board concludes that there has been a change in the Control of the Company. On the occurrence of a Change of Control, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with. If a takeover bid is made to acquire all the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.
Non-transerable Awards	A Participant must not sell, transfer, mortgage, pledge, charge, grant security over or otherwise dispose of any Restricted Awards, or agree to do any of those things, during the Restriction Period. The Company may implement any procedures it considers appropriate to ensure that Restricted Awards are not disposed of during the Restriction Period, including applying a holding lock in respect of Shares. The Board may at any time in its discretion waive or shorten the Restriction Period applicable to an Award.
No Hedging	Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.

Share Issues	Shares issued under the OEIP will upon allotment: → be credited as fully paid; → rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment; and → be subject to any restrictions imposed under the OEIP, and → otherwise rank equally with the existing issued Shares at the time of allotment. As soon as practicable after the date of the allotment of Shares, the Company will, unless the Board otherwise resolves, apply for official quotation of such Shares on the ASX. The Company may, in its discretion, either issue new Shares or cause existing Shares to be acquired for transfer to the Participant, or a combination of both alternatives, to satisfy the Company's obligations under the OEIP. If the Company determines to cause the transfer of Shares to a Participant, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the OEIP. The Company may appoint a trustee on terms and conditions which it considers appropriate to acquire and hold Shares, options, or other securities of the Company either on behalf of Participants or for the purposes of the OEIP.
Administration of the OEIP and Amendment	The OEIP will be administered by the Board, or a committee of the Board, which will have an absolute discretion. The Board may only exercise its powers in accordance with the Listing Rules. An Offer of Awards must not be made if the total of: → the number of Shares which are the subject of the Offer of Awards; and → underlying Shares issued or that may be issued as a result of any Offers of Award, or similar offer of Shares under a predecessor or other employee incentive plan, made at any time during the previous 3 year period in reliance on relief granted by ASIC (however obtained), would exceed 5% of the number of Shares on issue at the time of the Offer. Under no circumstances will Awards be granted under the OEIP if it is an issue of securities that, combined with all other employee share scheme interests outstanding, would exceed 15% of the Company's then outstanding issued capital.

NON-EXECUTIVE DIRECTOR REMUNERATION

Non-executive Directors enter into service agreements through a letter of appointment which are not subject to a fixed term. Non-executive Director Remuneration will be market competitive and will not contain performance-based components. Non-executive Directors will receive fees (and statutory superannuation entitlements) commensurate with their role.

All Non-executive Directors received a pre-IPO equity interest in Oliver's in part as compensation for the significant time commitment expended by them in the pre-IPO period and to ensure levels of compensation were awarded commensurate with their skills. Full details of these interests are included in the remuneration tables at the end of this Report. A minimum shareholding policy guideline has been adopted to further assist in aligning Non-executive Director's interests with all Shareholders. The shareholding level of directors is detailed in the tables later in this Report.

The total amount of fees paid to all Non-executive Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by Oliver's in general meeting. This amount has been fixed at $500,000 per annum.

For FY17 and FY18, the annual base Non-executive Director fees currently agreed to be paid by Oliver's is $120,000 to the Chairperson (including all committee fees), $60,000 for each other Non-executive Director and an additional $20,000 to the respective chairs and $10,000 for other members of the Audit and Risk Committee and the RNC. These amounts comprise fees to be paid in cash and are inclusive of any superannuation payments required to be made. The CEO is not remunerated separately for acting as a Director.

Based on the fees to be paid in FY18, the full year of Non-executive Director fees will be $350,000 which is 70% of the total fee pool approved and disclosed in the Prospectus of $500,000.

The total amount of fees paid in FY17 is shown in the remuneration tables at the end of this Report.

Non-executive Directors do not receive fees that are contingent on performance, shares in return for their services, retirements benefits, other than statutory superannuation or termination benefits.

There is no intent to seek to increase the Non-executive Director fee pool at the 2017 AGM and there were no increases to Non-executive Directors' fees since listing on the ASX on 21 June 2017.

Special arrangements for FY17

In addition to ongoing Director's fees, Mr Diddams was paid $50,000 for his advisory services in connection with the IPO, including chairing the Due Diligence Committee established for the Offer.

Each Non-Executive Director was offered and accepted 'pre-IPO' Options which were subject to Oliver's listing on ASX before 31 December 2017 and subject to the Director remaining employed as a Non- Executive Director for the predetermined service period following the IPO which is vesting of 50% 12 months after IPO (vest on 21 June 2018) and the remainder vest on 21 June 2019 (subject to the Director remaining a Director at that date).

Details of the pre-IPO Options granted are included in the remuneration tables at the end of the Report.

CONTRACTUAL ARRANGEMENTS WITH EXECUTIVE KMPs

Remuneration and other conditions of employment are set out in the executive KMPs employment contracts. The key elements of these employment contracts are summarised below:

Name	**Jason Gunn**
Title	Chief Executive Officer
Terms of Agreement	No fixed term – subject to termination provisions detailed below
Details	Annual remuneration including cash salary, superannuation and non-cash benefits – $340,000 Incentives – eligible to participate in short term incentive and equity remuneration plans
Termination	Termination – 6 months notice in writing. The Company may terminate employment without payment in lieu of notice in circumstances involving serious or wilful misconduct. All payments on termination will be subject to the termination benefits cap under the Corporations Act 2001 in the absence of shareholder approval. Post-employment – 6 months restraint provisions

Name	**Alan Lee**
Title	Chief Financial Officer
Terms of Agreement	No fixed term – subject to termination provisions detailed below
Details	Annual remuneration including cash salary, superannuation and non-cash benefits – $250,000 Incentives – eligible to participate in short term incentive and equity remuneration plans
Termination	Termination – 3 months notice in writing. The Company may terminate employment without payment in lieu of notice in circumstances involving serious or wilful misconduct. All payments on termination will be subject to the termination benefits cap under the Corporations Act 2001 in the absence of shareholder approval. Post-employment – 3 months restraint provisions

KMP REMUNERATION FOR THE YEAR ENDED 30 JUNE 2017

(Note: No comparatives are available as Oliver's listed on the ASX on 21 June 2017)

2017	Fixed Remuneration				At Risk – STI (on target)		
Name	Cash salary and fees	Superannuation	Non-monetary benefits	Long service leave and annual leave	Short term incentive	Fair value of LTI award (options)	Total
Executive Director							
Jason Gunn Chief Executive Officer	$220,000					$3,090	**$223,090**
Non- Executive Directors							
Mark Richardson Chairman	$67,110					$4,398	**$71,508**
Katherine Hatzis	$43,764					$2,932	**$46,696**
John Diddams	$105,000					$13,508	**$118,508**
Peter Rodwell	$35,833					$2,932	**$38,765**
Other Executive KMP							
Alan Lee Chief Financial Officer	$123,000					$1,236	**$124,236**
	$594,707					**$28,096**	**$622,803**

Note 1: The fair value of options granted as remuneration and as shown in the above table has been determined in accordance with Australian accounting standards and will be recognised as an expense over the relevant vesting period to the extent that conditions necessary for vesting are satisfied.

KMP SHAREHOLDING

The table below provides the number of ordinary shares in Oliver's Real Food Limited held by each KMP during each period including their related parties:

As at 30 June 2017	Balance at Listing Date or Appointment	Shares received during the period on exercise of Options	Additional shares issued	Balance at the end of the period
Mark Richardson, Chairman	1,233,333	-	-	**1,233,333**
Jason Gunn, CEO	45,262,500	-	-	**45,262,500**
Katherine Hatzis, Director	23,987,500	-	-	**23,987, 500**
John Diddams, Director	400,000	1,875,000	-	**2,275,000**
Peter Rodwell, Director	900,000	-	-	**900,000**
Alan Lee, CFO	-	-	-	**-**

This concludes the remuneration report, which has been audited.

LOANS TO DIRECTORS AND EXECUTIVES

No loans were made to directors and executives of Oliver's Real Food Limited including their close family and entities related to them during the year.

OPTIONS OUTSTANDING

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Opening balance	Granted during the year	Exercised during the year	Closing balance	Date of expiry	Total Exercisable
Mark Richardson	-	750,000	-	750,000	20/4/2021	-
Jason Gunn	-	1,000,000	-	1,000,000	26/2/2021	-
Katherine Hatzis	-	500,000	-	500,000	20/4/2021	-
John Diddams	-	3,000,000	(1,875,000)	1,125,000	14/10/2019	-
John Diddams	-	500,000	-	500,000	20/4/2021	-
Peter Rodwell	-	500,000	-	500,000	20/4/2021	-
Alan Lee	-	400,000	-	400,000	26/2/2021	-

SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were 1,875,000 ordinary shares of Oliver's Real Food Limited issued on the exercise of options during the year ended 30 June 2017 and up to the date of this report.

END OF REMUNERATION REPORT

The Directors' Report, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors.

Mark Richardson
Chairman

Jason Gunn
Chief Executive Officer

Dated: 21 September 2017

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Oliver's Real Food Limited for the year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

D Talbot

David Talbot
Partner

Sydney, NSW
Dated: 21 September 2017

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017

		Consolidated Group	
		2017	2016
	Note	$	$
Continuing operations			
Revenue	3	20,755,626	17,133,682
Other income	3	398,054	2,773,970
Raw materials and consumables used		(6,805,372)	(6,632,611)
Employee benefits expense		(8,721,549)	(6,508,678)
Administration expense		(4,772,140)	(2,901,375)
Occupancy expense		(3,033,433)	(1,962,624)
Depreciation and amortisation expense		(923,836)	(568,210)
Finance costs		(419,149)	(285,935)
Other expenses		(97,913)	(143,362)
(Loss) / Profit before income tax	4	**(3,619,712)**	**904,857**
Tax (benefit) / expense	5	750,863	(280,518)
Net (Loss) / Profit for the year	4	**(2,868,849)**	**624,339**
Total other comprehensive income for the year		-	-
Total comprehensive (loss) / income for the year		**(2,868,849)**	**624,339**
Net (loss) / profit attributable to:			
Members of the parent entity		(2,815,208)	662,421
Non-controlling interest		(53,641)	(38,082)
		(2,868,849)	**624,339**
Total comprehensive (loss) / income attributable to:			
Members of the parent entity		(2,815,208)	662,421
Non-controlling interest		(53,641)	(38,082)
		(2,868,849)	624,339
Earnings per share			
Basic earnings per share (cents	8	(0.03)	0.01
Diluted earnings per share (cents)	8	(0.03)	0.01

The accompanying notes form part of these financial statements.

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017

		Consolidated Group	
		2017	2016
	Note	$	$
Assets			
Current assets			
Cash and cash equivalents	9	6,344,096	838,598
Trade and other receivables	10	1,273,212	856,323
Inventories	11	1,340,481	947,888
Other assets	15	153,248	140,708
Total current assets		**9,111,037**	**2,783,517**
Non-current assets			
Trade and other receivables	10	-	62,500
Property, plant and equipment	13	10,737,090	4,006,704
Deferred tax assets	19	571,982	144,029
Intangible assets	14	6,676,844	1,055,007
Other non-current assets	15	428,610	367,581
Total non-current assets		**18,414,526**	**5,635,821**
Total assets		**27,525,563**	**8,419,338**
Liabilities			
Current liabilities			
Trade and other payables	16	2,233,286	1,823,837
Borrowings	17	252,723	1,446,176
Other financial liabilities	18	308,756	58,663
Current tax liabilities	19	-	331,986
Provisions	20	235,515	131,858
Total current liabilities		**3,030,280**	**3,792,520**
Non-current liabilities			
Borrowings	17	109,876	907,886
Other financial liabilities	18	158,569	307,684
Deferred tax liabilities	19	61,247	47,195
Provisions	20	345,201	250,100
Total non-current liabilities		**674,893**	**1,512,865**
Total liabilities		**3,705,173**	**5,305,385**
Net assets		**23,820,390**	**3,113,953**
Equity			
Issued capital	21	25,215,628	1,795,438
Reserves	30	121,883	-
Retained earnings		(1,681,237)	1,200,003
Parent interest		23,656,274	2,995,441
Non-controlling interest	31	164,116	118,512
Total equity		**23,820,390**	**3,113,953**

The accompanying notes form part of these financial statements.

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2017

		Share Capital		Reserves			
		Ordinary	Retained Earnings	Option Reserve	Subtotal	Non-controlling Interests	Total
	Note	$	$	$	$	$	$
Consolidated Group Balance at 1 July 2015		1,008,900	537,582		1,546,482	(3,507)	**1,542,975**
Comprehensive income							
Profit for the Year			662,421		662,421	(38,082)	**624,339**
Total comprehensive income for the year		-	662,421	-	662,421	(38,082)	**624,339**
Transactions with owners, in their capacity as owners, and other transfers							
Shares issued during the year		786,538			786,538		**786,538**
Total transactions with owners and other transfers		786,538	-	-	786,538	-	**786,538**
Other							
Non-controlling interest arising on acquisition						160,101	**160,101**
Total Other		-	-	-	-	160,101	**160,101**
Balance at 30 June 2016		1,795,438	1,200,003	-	2,995,441	118,512	**3,113,953**
Balance at 1 July 2016		1,795,438	1,200,003	-	2,995,441	118,512	**3,113,953**
Comprehensive income							
Profit for the Year			(2,815,208)		(2,815,208)	(53,641)	**(2,868,849)**
Total comprehensive income for the year		-	(2,815,208)	-	(2,815,208)	(53,641)	**(2,868,849)**
Transactions with owners, in their capacity as owners, and other transfers							
Shares issued during the year		24,681,558			24,681,558		**24,681,558**
Transaction costs		(1,261,368)			(1,261,368)		**(1,261,368)**
Payment of share options				174,440	174,440		**174,440**
Transfer from option reserve on exercise of option			136,838	(136,838)	-		**-**
Option expense recognised in the year				84,281	84,281		**84,281**
Total transactions with owners and other transfers		23,420,190	136,838	121,883	23,678,911	-	**23,678,911**
Other							
Acquisition of non-controlling interest			(202,870)		(202,870)	99,245	**(103,625)**
Total Other		-	(202,870)	-	(202,870)	99,245	**(103,625)**
Balance at 30 June 2017		**25,215,628**	**(1,681,237)**	**121,883**	**23,656,274**	**164,116**	**23,820,390**

The accompanying notes form part of these financial statements.

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2017

		Consolidated Group	
		2017	2016
	Note	$	$
Cash flows from operating activities			
Receipts from customers		20,506,383	18,587,137
Interest received		6,567	7,289
Other income		50,401	57,733
Payments to suppliers and employees		(22,701,339)	(19,705,416)
Finance costs		(419,149)	(276,585)
Income tax paid		(77,376)	(48,504)
Net cash provided by (used in) operating activities	25a	(2,634,513)	(1,378,346)
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		-	5,817,179
Payment for purchase of business, net of cash acquired		(8,107,395)	(658,804)
Purchase of property, plant and equipment		(4,065,116)	(3,306,855)
Net cash provided by (used in) investing activities		(12,172,511)	1,851,520
Cash flows from investing activities			
Proceeds from issue of shares		23,555,000	786,538
Proceeds from borrowings		1,831,712	1,085,574
Cost of issuance of shares		(1,261,368)	-
Proceeds from exercise of options		24,000	-
Proceeds from issue of options		174,440	-
Repayment of borrowings		(4,011,262)	(2,030,073)
Net cash provided by (used in) financing activities		20,312,522	(157,961)
Net increase in cash held		5,505,498	315,213
Cash and cash equivalents at beginning of financial year		838,598	523,385
Cash and cash equivalents at end of financial year	9	6,344,096	838,598

The accompanying notes form part of these financial statements.

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

These consolidated financial statements and notes represent those of Oliver's Real Food Ltd and Controlled Entities (the "consolidated group" or "group"). The separate financial statements of the parent entity, Oliver's Real Food Limited have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 21 September 2017 by the directors of the company.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Except for cash flow information, the financial statements have been prepared on an accruals 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) Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the Oliver's Real Food Ltd) and all of the subsidiaries (including any structured entities). Subsidiaries are entities the Parent controls. The Parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 12.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Inter-company transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

(b) Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

(c) Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

(i) the consideration transferred;
(ii) any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
(iii) the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value remeasurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), so the excess is recognised immediately in profit or loss as a bargain purchase gain

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's operating segments expected to benefit from the synergies of the combination. Operating segments, to which goodwill, has been allocated are tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the operating segments is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units. Otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount. Hence the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior financial years. A reversal of an impairment loss is recognised immediately in profit or loss.

(d) 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 profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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 outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

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 and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the entity in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

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 tax 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: (i) a legally enforceable right of set-off exists; and (ii) 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.

(e) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable accounting standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(f) Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale

(g) *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.

Property

Land and buildings are shown at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Class of fixed Asset	Depreciation Rate
Buildings	40 years
Leasehold improvements	3–15 years
Plant and equipment	3–7 years
Plant and equipment under lease	2–5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

(h) *Leases*

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset (but not the legal ownership) are transferred to entities in the consolidated group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. 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 the shorter of their estimated useful lives or the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

(i) Impairment of Assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(j) Intangible Assets Other than Goodwill

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the de-recognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Brands & IP

Brands & IP are not amortised. Instead, brands are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on Brands and IP are taken to profit or loss and are not subsequently reversed.

As both the Brands & IP are an important element for the Oliver's business, i.e. they are crucial for the operation of the Oliver's business, the Directors are of the opinion that both Brands and IP have an indefinite life.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

(k) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional currency.

(l) Employee Benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages and salaries. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages and salaries are recognised as part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees.

Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Any remeasurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

Equity-settled compensation

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black–Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(m) Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

(n) *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are reported within borrowings in current liabilities on the statement of financial position.

(o) *Revenue and Other Income*

Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods

Sale of goods revenue is recognised at the point of sale, which is where the customer has taken delivery of the goods, the risks and rewards are transferred to the customer and there is a valid sales contract. Amounts disclosed as revenue are net of sales returns and trade discounts.

Franchise fee revenue

Revenue from franchise operations includes initial franchise, documentation and training fees generated from sales of franchises to franchisees. These are recognised directly in the accounting period in which the franchise is sold.

Ongoing franchise fees consist of franchise fees and royalty fees. These ongoing fees are recognised in the accounting period in which they are generated.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

(p) *Trade and Other Receivables*

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

(q) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(r) 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 profit or loss in the period in which they are incurred.

(s) 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 (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(t) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statement is presented.

(u) Rounding of Amounts

The parent entity has applied the relief available to it under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Accordingly, amounts in the financial statements have been rounded to the nearest dollar.

(v) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements 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 externally and within the Group.

(i) Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

(ii) Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtor's financial position.

(iii) Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

(iv) Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

(v) Business combinations

As discussed above, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

(vi) Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

(vii) Recovery of deferred tax assets

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

(viii) Employee benefits provision

As discussed above, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

(ix) Lease make good provision

A provision has been made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates.

The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in profit or loss.

(w) New Accounting Standards for Application in Future Periods

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

→ ***AASB 9:*** Financial Instruments and associated Amending Standards (applicable to annual reporting periods beginning on or after 1 January 2018).

The Standard will be applicable retrospectively (subject to the provisions on hedge accounting outlined below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, upfront accounting for expected credit loss, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of the Standard, the application of such accounting would be largely prospective.

Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments, including hedging activity, it is impracticable at this stage to provide a reasonable estimate of such impact.

→ ***AASB 15:*** Revenue from Contracts with Customers (applicable to annual reporting periods beginning on or after 1 January deferred by AASB 2015–8: Amendments to Australian Accounting Standards – Effective Date of AASB 15).

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Apart from a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers. The core principle of the Standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step process:

→ identify the contract(s) with a customer;

→ identify the performance obligations in the contract(s);

→ determine the transaction price;

→ allocate the transaction price to the performance obligations in the contract(s); and

→ recognise revenue when (or as) the performance obligations are satisfied.

The transitional provisions of this Standard permit an entity to either: restate the contracts that existed in each prior period presented per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors (subject to certain practical expedients in AASB 15); or recognise the cumulative effect application to incomplete contracts on the date of initial application. There are also enhanced disclosure requirements regarding revenue.

Although the directors anticipate that the adoption of AASB 15 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

- ***AASB 16:*** Leases (applicable to annual reporting periods beginning on or after 1 January 2019).

  When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

  The main changes introduced by the new Standard are as follows:

  - recognition of a right-of-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
  - depreciation of right-of-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
  - inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
  - application of a practical expedient to permit a lessee to elect not to separate non-lease components and instead account for all components as a lease; and
  - inclusion of additional disclosure requirements.

  The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect application as an adjustment to opening equity on the date of initial application.

  Although the directors anticipate that the adoption of AASB 16 will impact the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

NOTE 2: PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	2017 $	2016 $
STATEMENT OF FINANCIAL POSITION		
Assets		
Current Assets	23,428,400	4,609,574
Non-current Assets	1,367,652	276,512
Total Assets	**24,796,052**	**4,886,086**
Liabilities		
Current Liabilities	136,127	3,353,671
Non-current Liabilities	503,769	443,198
Total Liabilities	**639,896**	**3,796,869**
Equity		
Issued Capital	25,215,628	1,795,438
Retained Earnings	(1,181,355)	(706,221)
Option Reserve	121,883	-
Total Equity	**24,156,156**	**1,089,217**
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME		
Total Profit	**(611,972)**	**(532,436)**
Total Comprehensive Income	**(611,972)**	**(532,436)**

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2017 and 30 June 2016

Contractual commitments

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2017 and 30 June 2016

NOTE 3: REVENUE AND OTHER INCOME

(a). Revenue from continuing operations

	Note	Consolidated Group 2017 $	2016 $
a. Revenue from continuing operations			
Sales Revenue			
Revenue from sale of goods		19,893,812	15,910,162
Franchise and royalty revenue		854,247	866,146
Initial franchise and training fees		1,000	350,085
		20,749,059	**17,126,393**
Other Revenue			
Interest received		6,567	7,289
Total Revenue		**20,755,626**	**17,133,682**
Other Income			
Gain on disposal of property, plant and equipment		14,037	2,704,335
Other income		203,648	69,635
Gain in bargain purchase		180,369	-
Total Other Income		**398,054**	**2,773,970**

NOTE 4: PROFIT FOR THE YEAR

Profit before tax from continuing operations includes the following specific expenses:

	Note	Consolidated Group 2017 $	2016 $
Expenses			
Cost of sales		6,805,372	6,632,611
Finance costs		419,149	285,935
Employee benefit expense		8,721,549	6,508,678
Bad and doubtful debts			
– trade receivables		79,610	-
Rental expense on operating leases		3,033,433	1,962,624
Depreciation		874,051	540,721
Amortisation		49,785	27,489
Share-based payment expenses		84.281	-
Loss on disposal of property, plant and equipment		97,913	143,362

NOTE 5: TAX EXPENSE

	Note	Consolidated Group 2017 $	2016 $
a. The components of tax (benefit)/expense income comprise:			
Current tax		(673,905)	255,517
Deferred tax		(226,958)	25,001
Recoupment of prior year tax losses			
Under provision in respect of prior years		150,000	
		(750,863)	**280,518**
b. The prima facie tax on profit from ordinary activities before income tax is reconciled to income tax as follows:			
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2016:30%)			
– consolidated group		(1,085,914)	271,457
Add:			
Tax effect of:			
– non-deductable depreciation and amortisation		14,936	9,061
– non-allowable items		-	-
– write-downs to recoverable amounts		-	-
– share options expensed during year		25,163	-
– under-provision for income tax in prior years		150,000	-
– Costs for raising capital		199,063	-
		(696,752)	**280,518**
Less:			
Tax effect of:			
– Gain on bargain purchase		(54,111)	-
Income tax attribute to entity		**(750,863)**	**280,518**

NOTE 6: KEY MANAGEMENT PERSONNEL COMPENSATION

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2017.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

	2017 $	2016 $
Short term employee benefits	594,707	328,394
Post-employment benefits	-	-
Share-based payments	28,096	-
Total KMP compensation	**622,803**	**328,394**

Short-term employee benefits

These amounts include fees and benefits paid to the non-executive chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other key management personnel.

Post-employment benefits

These amounts are the current year's superannuation contributions made during the year.

Share-based payments

These amounts represent the expense related to the participation of KMP in equity-settled benefit schemes as measured by the fair value of the options, rights and shares granted on grant date.

Further information in relation to KMP remuneration can be found in the Remuneration Report.

NOTE 7: AUDITOR'S REMUNERATION

	Consolidated Group	
	2017 $	2016 $
Remuneration of the auditor for:		
– auditing or reviewing the financial statements	129,805	75,000
– taxation services	13,970	-
– due diligence services	283,250	-
– others	46,872	-
	473,897	**75,000**

NOTE 8: EARNINGS PER SHARE

	Consolidated Group	
	2017	2016
	$	$
a. Reconciliation of earnings to profit or loss:		
(Loss)/Profit	(2,868,849)	624,339
Profit attributable to non-controlling equity interest	53,641	38,082
Redeemable and convertible preference share dividends		
Earnings used to calculate basic EPS	(2,815,208)	662,421
Earnings used in the caluclation of dilutive EPS	(2,815,208)	662,421
b. Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	98,733,200	78,067,494
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	98,733,200	78,067,494
EPS		
– Basic (cents per share)	(0.03)	0.01
– Diluted (cents per share)	(0.03)	0.01

NOTE 9: CASH AND CASH EQUIVALENTS

		Consolidated Group	
		2017	2016
	Note	$	$
Cash at bank and on hand		6,256,466	353,505
Short-term bank deposits		87,630	485,093
	29	**6,344,096**	**838,598**
Reconciliation of cash			
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:			
Cash and cash equivalents		6,344,096	838,598
		6,344,096	**838,598**

NOTE 10: TRADE AND OTHER RECEIVABLES

	Note	Consolidated Group 2017 $	2016 $
Current			
Trade receivables		975,340	587,787
Provision for impairment		-	-
		975,340	587,787
Other receivables		297,872	181,036
Amounts receivable from related parties			
– associates		-	87,500
Total current trade and other receivables		**1,273,212**	**856,323**
Non-current			
Other receivables		-	62,500
Total non-current trade and other receivables		**-**	**62,500**

Credit risk

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter parties other than those receivables specifically provided for and mentioned within Note 10. The class of assets described as Trade and Other Receivables is considered to be the main source of credit risk related to the Group.

Past due but not impaired

Customers with balances past due but without provision for impairment of receivables amount to $633,416 as at 30 June 2017 ($239,935 as at 30 June 2016).

The consolidated entity did not consider a credit risk on the aggregate balances after reviewing the credit terms of customers based on recent collection practices.

The ageing of the past due but not impaired receivables are as follows:

	Consolidated Group 2017 $	2016 $
0 to 3 months	598,534	127,539
3 to 6 months	6,925	112,396
Over 6 months overdue	27,957	-
	633,416	**239,935**

NOTE 11: INVENTORIES

		Consolidated Group	
		2017	2016
	Note	$	$
Current			
At cost:			
Raw materials and stores		1,294,623	865,767
Finished goods		45,858	82,121
		1,340,481	**947,888**

NOTE 12: INTERESTS IN SUBSIDIARIES

(a) Information about Principal Subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares or ordinary units which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's principal place of business is also its country of incorporation.

		Ownership interest held by the Group	
		2017	2016
Name of subsidiary	Principal place of business	%	%
Coffs Harbour Franchise Pty Ltd	Australia	100%	-
Coonalpyn Properties Pty Ltd	Australia	100%	100%
Farm Gate Market Direct Pty Ltd	Australia	100%	100%
Fresh Food Services NSW Pty Ltd	Australia	100%	100%
Fresh Food Services QLD Pty Ltd	Australia	100%	100%
Fresh Food Services VIC Pty Ltd	Australia	100%	100%
Gundagai Properties Pty Ltd	Australia	100%	100%
Oliver's Albury North Pty Ltd	Australia	100%	100%
Oliver's Aratula Pty Ltd	Australia	100%	-
Oliver's Ballarat Pty Ltd	Australia	100%	-
Oliver's Boggabilla Pty Ltd	Australia	100%	-
Oliver's Bulahdelah Pty Ltd	Australia	100%	-
Oliver's Chinderah Franchise Pty Ltd	Australia	100%	-
Oliver's Chinderah Pty Ltd	Australia	100%	100%
Oliver's Coffs Pty Ltd	Australia	100%	100%
Oliver's Coonalpyn Pty Ltd	Australia	100%	100%
Oliver's Corporate Pty Ltd	Australia	100%	100%
Oliver's Dubbo West Pty Ltd	Australia	100%	100%
Oliver's East-Link Inbound Pty Ltd	Australia	100%	100%
Oliver's East-Link Outbound Pty Ltd	Australia	100%	100%
Oliver's Euroa Pty Ltd	Australia	100%	-
Oliver's Ferry Park Pty Limited	Australia	100%	-
Oliver's Franchising Pty Ltd	Australia	100%	100%
Oliver's Geelong Northbound Pty Ltd	Australia	100%	100%
Oliver's Geelong Southbound Pty Ltd	Australia	100%	100%
Oliver's Gundagai Pty Ltd	Australia	100%	100%
Oliver's Haigslea Pty Ltd	Australia	100%	100%
Oliver's Halfway Creek Pty Ltd	Australia	100%	-
Oliver's Hexham Pty Ltd	Australia	100%	100%
Oliver's Holbrook Pty Ltd	Australia	100%	-

NOTE 12: INTERESTS IN SUBSIDIARIES

(a) Information about Principal Subsidiaries

Oliver's Horsham Pty Ltd	Australia	100%	-
Oliver's Lithgow Pty Ltd	Australia	100%	100%
Oliver's Maitland Road Pty Ltd	Australia	100%	-
Oliver's Maryborough Pty Ltd	Australia	100%	-
Oliver's Merino Pty Ltd	Australia	100%	100%
Oliver's National Marketing Fund Pty Ltd	Australia	100%	100%
Oliver's Officer Inbound Pty Ltd	Australia	100%	100%
Oliver's Officer Outbound Pty Ltd	Australia	100%	100%
Oliver's Organic Farming Pty Ltd	Australia	100%	100%
Oliver's Penn-Link Inbound Pty Ltd	Australia	100%	100%
Oliver's Penn-Link Outbound Pty Ltd	Australia	100%	100%
Oliver's Port Macquarie Pty Ltd	Australia	100%	-
Oliver's Roma Street Pty Ltd	Australia	100%	100%
Oliver's Slacks Creek Pty Ltd	Australia	100%	100%
Oliver's Sutton Forest Pty Ltd	Australia	100%	100%
Oliver's Wallan Northbound Pty Ltd	Australia	100%	100%
Oliver's Wallan Southbound Pty Ltd	Australia	100%	100%
Oliver's Westgate Pty Ltd	Australia	100%	100%
Oliver's Wyong Northbound Pty Ltd	Australia	100%	-
Oliver's Wyong Southbound Pty Ltd	Australia	100%	-
Retail Technology Services Pty Ltd	Australia	100%	76%
Revilo's Pty Ltd	Australia	100%	-
Silver Dog Pty Ltd	Australia	100%	100%
Slacks Creek Pty Ltd	Australia	100%	-
The Delicious & Nutritious Food Co Pty Ltd	Australia	75%	75%

Subsidiary financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.

(b) Acquisition of Controlled Entities

On 1 December 2016, the company acquired all the equity issued by Revilo's Pty Limited for total consideration of $455,416 (including 1,833,330 shares at $0.19 each). Revilo's Pty Limited is the holding company of its wholly-owned subsidiaries: a) Coffs Harbour Franchise Pty Ltd which is the franchisee of the Oliver's franchised store; and b) Slacks Creek Pty Ltd which is the franchisee of the Oliver's Slacks Creek store.

NOTE 12: INTERESTS IN SUBSIDIARIES (CONTINUED)

(b) Acquisition of Controlled Entities

	Note	Fair Value $
Purchase consideration		
– Cash		107,083
– ordinary shares (i)		348,333
		455,416
Less:		
Property, plant and equipment		612,761
Other Net Assets		23,024
Identifiable assets acquired and liabilities assumed		**635,785**
Gain on Bargain Purchase (ii)		**(180,369)**

(i) The consideration paid to acquire Revilo's Pty Ltd includes 1,833,333 ordinary shares at $0.19 each issued to the vendors. The fair value of the shares has been determined based on the price of the shares at the date of acquisition prepared by an independent valuer.

(ii) The values identified in relation to the acquisition of Revilo's are provisional as at 30 June 2017 as the re-acquired rights intangible asset fair value has yet to be finalised.

For a further understanding of the provisional basis, refer to the business combination accounting policy which states the following:

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

(iii) The Gain on Bargain Purchase arose due to the difference in the issue price ($0.30 each) and the fair value ($0.19 each) for the scrip consideration (1,833,333 ordinary shares). It has been included as income in the Statement of Comprehensive Income and will not be assessable for tax purposes.

(iv) The acquired entities' contribution of gross revenue ($0.64 million) and earnings before interest, tax, depreciation and amortisation (EBITDA) loss ($0.02 million) for the period from 1 December 2016 to 30 June 2017. There is not adequate information available for disclosing the contribution of gross revenue and EBITDA for the full year.

(c) Transactions with Non-controlling interests in Retail Technology Services Pty Ltd

On 1 May 2017, the company acquired the remaining 24% of the outstanding shares in Retail Technology Services Pty Ltd for a share consideration at a fair value of $103,625 (i.e. 500,000 ordinary shares at $0.20725 each). This brings the Parent entity interest in Retail Technology Services Pty Ltd to 100%.

NOTE 13: PROPERTY, PLANT AND EQUIPMENT

	Consolidated Group 2017 $	2016 $
Land and Buildings		
Land and buildings	1,728,642	69,958
Total land and buildings	**1,728,642**	**69,958**
Carrying amount of all buildings had they been carried under the cost model		
Plant and Equipment		
Plant and equipment:		
At cost	5,498,523	2,148,624
Accumulated depreciation	(1,050,258)	(618,864)
Accumulated impairment losses	-	-
	4,448,265	1,529,760
Leasehold improvements		
At cost	4,441,346	2,129,449
Accumulated amortisation	(440,149)	(223,569)
	4,001,197	1,905,880
Motor vehicles		
At cost	819,190	642,907
Accumulated depreciation	(260,204)	(141,801)
	558,986	501,106
Total plant and equipment	**9,008,448**	**3,936,746**
Total property, plant and equipment	**10,737,090**	**4,006,704**

a) Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Land & Buildings $	Leashold Improvements $	Plant & Equipment $	Motor Vehicles $	Total $
Consolidated Group:					
Balance at 1 July 2015	1,537,822	1,400,433	1,319,090	239,437	**4,496,782**
Additions		1,155,779	965,560	325,234	**2,446,573**
Disposals	(1,467,864)	(502,892)	(425,174)	-	**(2,395,930)**
Depreciation expense		(147,440)	(329,715)	(63,566)	**(540,721)**
Balance at 30 June 2016	**69,958**	**1,905,880**	**1,529,761**	**501,105**	**4,006,704**
Additions	1,658,684	1,438,850	1,574,881	185,282	**4,857,697**
Disposals		(97,272)	(173,817)	(7,694)	**(278,783)**
Acquisitions through business combinations		2,176,869	848,646		**3,025,515**
Depreciation expense		(230,937)	(523,398)	(119,708)	**(874,043)**
Balance at 30 June 2017	**1,728,642**	**5,193,390**	**3,256,073**	**558,985**	**10,737,090**

NOTE 14: INTANGIBLE ASSETS

	Consolidated Group	
	2017	2016
	$	$
Goodwill		
Cost	5,743,720	575,556
Accumulated impairment losses	-	-
Net carrying amount	5,743,720	575,556
Patents and trademarks		
Cost	81,855	81,855
Accumulated amortisation and impairment losses	(52,063)	(35,692)
Net carrying amount	29,792	46,163
Computer software		
Cost	1,844	-
Accumulated amortisation and impairment losses	(31)	-
Net carrying amount	1,813	-
Brands and IP		
Cost	612,189	110,576
Accumulated impairment losses	-	-
Net carrying amount	612,189	110,576
Customer relationships		
Cost	333,830	333,830
Accumulated amortisation	(44,500)	(11,118)
Net carrying amount	289,330	322,712
Total intangible assets	**6,676,844**	**1,055,007**

NOTE 14: INTANGIBLE ASSETS (CONTINUED)

Consolidated Group

	Goodwill $	Patents and Trademarks $	Computer Software $	Brands and IP $	Customer Relationships $	Total $
Year ended 30 June 2016						
Balance at the beginning of the year	85,510	62,534	-	-	-	148,044
Additions	490,046	-	-	110,576	333,830	934,452
Disposals	-	-	-	-	-	-
Amortisation charge		(16,371)			(11,118)	(27,489)
Impairment losses	-	-	-	-	-	-
Closing value at 30 June 2016	**575,556**	**46,163**	**-**	**110,576**	**322,712**	**1,055,007**
Year ended 30 June 2017						
Balance at the beginning of the year	575,556	46,163	-	110,576	322,712	1,055,007
Additions	-		1,845	501,613		503,458
Acquisition through business combinations	5,168,164	-	-	-	-	5,168,164
Disposals						-
Amortisation charge		(16,371)	(31)		(33,383)	(49,785)
Impairment losses						
Closing value at 30 June 2017	**5,743,720**	**29,792**	**1,814**	**612,189**	**289,329**	**6,676,844**

Intangible assets, other than goodwill, Brands and IP, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the statement of profit or loss. Goodwill, Brands and IP have an indefinite useful life and are not amortised.

Impairment disclosures

Goodwill is allocated to cash-generating units which are based on the group's reporting segments.

	2017 $	2016 $
NSW segment	4,035,789	85,510
VIC segment	964,785	-
Upcoming stores segment*	253,100	-
Red Dragon	490,046	490,046
Total	**5,743,720**	**575,556**

*relates to stores acquired but not yet opened

Brands and IP are allocated to cash-generating units which are based on the group's reporting segments.

NOTE 14: INTANGIBLE ASSETS (CONTINUED)

	2017 $	2016 $
Oliver's stores	501,613	-
Red Dragon	110,576	110,576
Total	**612,189**	**110,576**

The recoverable amount of each cash-generating unit above is determined based on value-in-use calculations. Value in use is calculated based on the present value of cash flow projections over a 5-year period using an estimated growth rate.

The following key assumptions were used in the value-in-use calculations:

	Growth Rate	Discount Rate
NSW segment	1.25%	15.64%
VIC segment	7.15%	15.64%
Upcoming store segment	3.00%	15.64%
Red Dragon	10.27%	15.64%

Management has based the value-in-use calculations on budgets for each reporting segment. These budgets use historical weighted average growth rates to project revenue. Costs are calculated taking into account historical gross margins as well as estimated weighted average inflation rates over the period which are consistent with inflation rates applicable to the locations in which the segments operate. Discount rates are pre-tax and are adjusted to incorporate risks associated with a particular segment.

Sensitivity

As disclosed in note 1, the directors have made judgements and estimates in respect of impairment testing of goodwill, brands and IP. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities are as follows:

Goodwill would need to be impaired if the following key assumptions are increased / (decreased), with all other assumptions remaining constant:

	Growth Rate	Discount Rate
NSW segment	(10.0%)	40.1%
VIC segment	(7.1%)	31.6%
Upcoming store segment	(31.8%)	70.1%
Red Dragon	(28.4%)	39.4%

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of each cash generating unit's goodwill is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

NOTE 14: INTANGIBLE ASSETS (CONTINUED)

If there are any negative changes in the key assumptions on which the recoverable amount of goodwill. is based, this would result in a further impairment charge for the cash generating unit's goodwill.

(a) Buy-back of franchised stores

During the year, the Group bought back an additional six franchised stores. It did not acquire equity in the companies and only acquired the assets in trade of the former franchised stores and the Purchase Price Allocation for the respective franchise buy-backs are summarised as follows:

Date of acquisition	Eastlink Inbound 23 Jan 2017 $	Hexham 22 Feb 2017 $	Wyong Northbound 7 Mar 2017 $	Goulburn 1 May 2017 $	Wyong Southbound 30 Jun 2017 $	Wallan Northbound 30 Jun 2017 $	Total $
Consideration							
– cash	375,000	360,000	2,800,000	750,000	1,900,000	900,000	**7,085,000**
– Debt forgiveness	150,000	-	-	-	-	-	**150,000**
– Other consideration		11,388	9,745		(385)	-	**20,748**
Total consideration	525,000	371,388	2,809,745	750,000	1,899,615	900,000	**7,255,748**
Fair value of assets acquired							
Property, plant and equipment	326,847	322,165	705,722	148,282	886,730	250,000	**2,639,746**
Goodwill	198,153	49,223	2,104,023	601,718	1,012,885	650,000	**4,616,002**
	525,000	**371,388**	**2,809,745**	**750,000**	**1,899,615**	**900,000**	**7,255,748**

The above goodwill requires additional allocation of the intangible assets with respect to re-acquired rights. The valuation exercise for Property, plant & equipment and re-acquired rights is still in progress and as such the above purchase price allocation is preliminary only. and will be finalised within 12 months from acquisition.

For a further understanding of the provisional basis, refer to the business combination accounting policy which states the following:

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

The goodwill is attributable to the sales revenue of the acquired business, the synergies expected to arise from the acquisition and strengthens the growth platform of the Group. The goodwill will not be deductible for tax purposes.

The acquired former franchised stores' contribution of gross revenue of $2.29 million and EBITDA of $0.28 million for the period from the date of acquisition to 30 June 2017. There is not adequate information available for disclosing the contribution of gross revenue and EBITDA for the full year.

NOTE 14: INTANGIBLE ASSETS (CONTINUED)

(b) Acquisition of businesses

Further, the Group acquired four QSR businesses during the year with the intention to convert the existing businesses into Oliver's Food branded stores. Summarised below are the Purchase Price Allocation for the respective businesses acquired:

Date of acquisition	Aratula 23 Jan 2017 $	Bulahdelah 22 Feb 2017 $	Ferry Park 7 Mar 2017 $	Ballarat 1 May 2017 $	Total $
Consideration					
– cash	170,000	175,000	285,000	300,000	**930,000**
– Other consideration		1,880	5,500	550	**7,930**
Total consideration	170,000	176,880	290,500	300,550	**937,930**
Fair value of assets acquired					
Property, plant and equipment	52,624	41,156	108,071	183,918	**385,769**
Goodwill	117,376	135,724	182,429	116,632	**552,161**
	170,000	**176,880**	**290,500**	**300,550**	**937,930**

The goodwill is attributable to the sales revenue of the acquired business, the synergies expected to be arise from the acquisition, and strengthens the growth platform of the Group and provides a footprint from which to grow in these new locations. The goodwill will not be deductible for tax purposes.

NOTE 15: OTHER ASSETS

	Consolidated Group	
	2017	2016
	$	$
Current		
Prepayments	153,248	140,708
	153,248	**140,708**
Non-current		
Rent receivable	50,910	16,609
Security deposits and bonds	326,648	299,920
Other assets	51,052	51,052
	428,610	**367,581**

NOTE 16: TRADE AND OTHER PAYABLES

	Consolidated Group	
	2017	2016
	$	$
Current		
Unsecured liabilities		
Trade payables	978,519	1,208,015
Sundry payables and accrued expenses	1,254,767	615,822
	2,233,286	**1,823,837**

NOTE 17: BORROWINGS

	Note	Consolidated Group 2017 $	2016 $
Current			
Unsecured liabilities			
Lease liability		47,223	232,227
Loan from associated parties		205,500	1,213,949
Total current borrowings		**252,723**	**1,446,176**
Non-current			
Unsecured liabilities			
Lease liability		109,876	636,261
Loan from associated parties		-	271,625
Total non-current borrowings		**109,876**	**907,886**
Total borrowings	29	**362,599**	**2,345,062**

As at 30 June 2017, the group has unused bank loan facilities with Commonwealth Bank of Australia for a total amount of $1,390,000. The facilities expire in December 2019 and are secured over the group's all present and after acquired properties.

NOTE 18: OTHER FINANCIAL LIABILITIES

	Consolidated Group	
	2017	2016
	$	$
Current		
Insurance Premium Funding Liability	-	55,117
Tax payable	164,000	-
Vendors – former franchised stores	119,392	-
Turnover rent payable	18,218	-
Other	7,146	3,546
	308,756	**58,663**
Non-current		
Security deposits	-	114,587
Accruals	158,569	193,097
	158,569	**307,684**

NOTE 19: TAX

	Consolidated Group	
	2017	2016
	$	$
Current		
Income tax payable	-	-
Provision for income tax	-	331,986
	-	**331,986**

	Opening Balance	Charged to Income	Closing Balance
	$	$	$
Non-current			
Consolidated Group			
Deferred tax liabilities			
Prepayments	20,375	21,837	42,212
Rent Receivable	688	4,295	4,983
Balance at 30 June 2016	**21,063**	**26,132**	**47,195**
Prepayments	42,212	3,762	45,974
Rent Receivable	4,983	10,290	15,273
Balance at 30 June 2017	**47,195**	**14,052**	**61,247**
Deferred tax assets			
Provisions			-
Employee benefits	94,110	(54,553)	39,557
provision for future lease expense	13,085	44,844	57,929
Superannuation not paid in financial year	33,358	2,983	36,341
Depreciation on make good	3,051	4,121	7,172
Unwinding of discount	1,200	1,830	3,030
Balance at 30 June 2016	**144,804**	**(775)**	**144,029**
Other	-	349,149	349,149
Employee benefits	39,557	31,097	70,654
Provision of future lease expense	57,929	(10,359)	47,570
Superannuation not paid in financial year	36,341	47,176	83,517
Depreciation on make good	7,172	8,843	16,015
Unwinding of discount	3,030	2,047	5,077
Balance at 30 June 2017	**144,029**	**427,953**	**571,982**

NOTE 20: PROVISIONS

	Consolidated Group 2017 $	2016 $
Current		
Employee benefits		
Opening balance at 1 July 2016	131,958	313,698
Additional provisions	103,557	-
Amounts used	-	(181,840)
Balance at 30 June 2017	**235,515**	**131,858**

	Consolidated Group 2017 $	2016 $
Non-current		
Lease make good		
Opening balance at 1 July 2016	250,100	164,000
Additional provisions	95,101	86,100
Balance at 30 June 2017	**345,201**	**250,100**

Analysis of Total Provisions

	Consolidated Group 2017 $	2016 $
Current	235,515	131,858
Non-current	345,201	250,100
	580,716	**381,958**

Provision for Employee Benefits

Provision for employee benefits represents amounts accrued for annual leave and long service leave.

The current portion for this provision includes the total amount accrued for annual leave entitlements and the amounts accrued for long service leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the Group does not expect the full amount of annual leave or long service leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the Group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

Provision for Make Good

A provision has been made for the present value of anticipated costs for future restoration of leased premises. Refer to Note 1 (v) (ix) for further details.

NOTE 21: ISSUED CAPITAL

	Consolidated Group	
	2017	2016
	$	$
211,522,581 (2016: 10,409) fully paid ordinary shares	25,215,628	1,795,438
	25,215,628	1,795,438

(a) Ordinary Shares

	Consolidated Group			
	2017	2017	2016	2016
	No.	$	No.	$
At the beginning of the reporting period	10,409	1,795,438	10,000	1,008,900
Shares issued during the year				
– 7 Jul 2015 (issue price: $1,923.08 per share)			409	786,538
– 14 Nov 2016 (1:7500 shares split)	78,057,091			
– Nov 2016 ($0.30 per share for cash)	3,000,001	900,000		
– Nov 2016 ($0.19 per share for non-cash)	1,833,330	348,333		
– Dec 2016 ($0.16 per share for cash)	3,062,500	490,000		
– Feb 2017 ($0.16 per share for cash)	45,531,250	7,285,000		
– May 2017 ($0.20725 per share for non-cash)	500,000	103,625		
– Jun 2017 ($0.20 per share for non-cash)	2,500,000	500,000		
– Jun 2017 ($0.20 per share for non-cash)	153,000	30,600		
– Jun 2017 ($0.20 per share for non-cash)	75,000,000	15,000,000		
– Jun 2017 (exercise of options)	1,875,000	24,000		
Transaction costs on raising capital		(1,261,368)		
At the end of the reporting period	**211,522,581**	**25,215,628**	**10,409**	**1,795,438**

In November 2016, a total of 3,000,001 ordinary shares were issued to new shareholders at $0.30 each. A further 1,833,333 ordinary shares were issued at a fair value of $0.19 for the acquisition of 100% equity interest in Revilo's Pty Ltd.

In December 2016, a total of 3,062,500 ordinary shares were issued to new shareholders at $0.16 each.

In February 2017, a total of 45,531,250 ordinary shares were issued to new shareholders at $0.16 each.

In May 2017, a total of 500,000 ordinary shares were issued at a fair value of $0.20725 each for the acquisition of 24% equity interest in Retail Technology Services Pty Ltd.

In June 2017, a total of 2,500,000 ordinary shares were issued at $0.20 each for the acquisition of the intellectual properties of Oliver's from Taonga Nui Holdings Limited.

In June 2017, a total of 153,000 ordinary shares were issued at $0.20 each to employees under the employee share scheme for the IPO

In June 2017, a total of 75,000,000 ordinary shares were issued at $0.20 each under the IPO.

NOTE 21: ISSUED CAPITAL (CONTINUED)

In June 2017, 1,875,000 ordinary shares were issued upon the exercise of the options held by John Diddams, a non-executive director.

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

(b) Options

(i) For information relating to the Oliver's Real Food Ltd employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end. Refer to the Director's Report and Note 26: Share-based Payments.

(ii) For information relating to share options issued to key management personnel during the financial year. Refer to the Director's Report and Note 26: Share-based Payments.

(c) Capital Management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is not subject to any externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

NOTE 22: CAPITAL AND LEASING COMMITMENTS

	Note	Consolidated Group 2017 $	2016 $
(a) Finance Lease Commitments			
Payable – minimum lease payments			
– not later than 12 months		-	286,099
– between 12 months and 5 years		-	731,822
– later than 5 years		-	
Minimum lease payments		-	1,017,921
Less future finaance charges		-	(149,493)
Present value of minimum lease payments	17	-	868,488

	Note	Consolidated Group 2017 $	2016 $
(b) Operating Lease Commitments			
Non-cancellable operating leases contracted for but not recognised in the financial statements			
Payable – minimum lease payments			
– not later than 12 months		2,500,174	2,249,813
– between 12 months and 5 years		9,507,758	9,406,422
– later than 5 years		15,237,745	18,202,282
		27,245,677	**29,858,517**

	Note	Consolidated Group 2017 $	2016 $
(c) Operating Lease Commitments – Sub-lease			
Non-cancellable operating leases contracted for but not recognised in the financial statements			
Payable – minimum lease payments			
– not later than 12 months		466,393	364,168
– between 12 months and 5 years		468,003	441,968
– later than 5 years		191,450	
		1,125,846	**806,136**

NOTE 23: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent Liabilities

The consolidated entity has given bank guarantees as at 30 June 2017 of $435,853 (2016: $162,188) to various landlords.

NOTE 24: OPERATING SEGMENTS

General Information

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and in determining the allocation of resources.

The Group operates exclusively in the Quick Service Restaurant segment in Australia.

NOTE 25: CASH FLOW INFORMATION

	Consolidated Group	
	2017	2016
	$	$
(a) Reconciliation of Cash Flows from Operating Activities with Profit after Income Tax		
Profit after income tax	(2,868,849)	624,339
Payable – minimum lease payments		
Non-cash flows in profit Depreciation & Amortisation	923,836	577,279
Share option expenses	83,878	
Net (gain)/loss on disposal of property, plant and equipment	83,876	(2,560,974)
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
– (Increase)/decrease in trade and term receivables	(242,676)	(684,745)
– (Increase)/decrease in prepayments	(12,540)	(72,793)
– (Increase)/decrease in inventories	(392,593)	(91,894)
– (Increase)/decrease other operating assets	(61,030)	(14,314)
– Increase/(decrease) in trade payables and accruals	(229,496)	119,679
– Increase/(decrease) in income taxes payable	(443,698)	206,295
– Increase/(decrease) in deferred taxes payable	14,052	26,132
– (Increase)/decrease in deferred taxes receivable	(427,953)	775
– Increase/(decrease) in provisions	164,228	(95,740)
– Increase/(decrease) in accruals	540,688	(3,144)
– Increase/(decrease) in other operating liabilities	233,764	590,759
Cash flows from operating activities	**(2,634,513)**	**(1,378,346)**

NOTE 26: SHARE-BASED PAYMENTS

(a) Directors Share Option Plan

On 21 April 2017, 2,250,000 share options were granted to Non-Executive Directors under the Oliver's Employee Incentive Plan to take up ordinary shares at an exercise price of $0.30 each. The options are exercisable on or before 20 April 2021. The options hold no voting or dividend rights and are not transferable.

These options vest over a two year period. Vesting is subject to continuous service as director until the vesting date.

Set out below are summaries of options granted under the plan:

2017	Grant Date	Expiry Date	Exercise Price	Balance at start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
	21/4/2017	20/4/2021	$0.30	-	2,250,000	-	-	2,250,000
Weighted average exercise price			$0.30					

There were no options exercisable at the end of the financial year

The weighted average share price during the financial year was $0.266.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.77 years.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

2017	Grant Date	Expiry Date	Share proce at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
Tranche 1	21/4/2017	20/4/2021	$0.2075	$0.30	50.00%	0.00%	1.77%	$0.0432
Tranche 2	21/4/2017	20/4/2021	$0.2075	$0.30	50.00%	0.00%	1.93%	$0.0502

(b) Executive Share Option Plan

On 3 May 2017, 3,700,000 share options were granted to Executives under the Oliver's Employee Incentive Plan to take up ordinary shares at an exercise price of $0.30 each. The options are exercisable on or before 26 February 2021. The options hold no voting or dividend rights and are not transferable.

These options vest over a three year period. Vesting is subject to performance conditions pertaining to earnings forecast and relative total shareholder return (TSR) being met and the executive is still employed at the end of the vesting period. The options lapse when an executive ceases his/her employment with the group.

2017	Grant Date	Expiry Date	Exercise Price	Balance at start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
	3/05/2017	26/02/2021	$0.30	-	3,700,000	-	-	3,700,000
Weighted average exercise price			$0.30					

NOTE 26: SHARE-BASED PAYMENTS (CONTINUED)

There were no options exercisable at the end of the financial year

The weighted average share price during the financial year was $0.266.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.80 years.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

2017	Grant Date	Expiry Date	Share proce at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
Tranche 1	3/05/2017	26/02/2021	$0.2075	$0.30	50.00%	0.00%	1.80%	$0.0488
Tranche 2	3/05/2017	26/02/2021	$0.2075	$0.30	50.00%	0.00%	1.80%	$0.0550
Tranche 2	3/05/2017	26/02/2021	$0.2075	$0.30	50.00%	0.00%	1.80%	$0.0550

(c) Veritas Share Option

On 21 April 2017, 2,000,000 share options were granted to Veritas Securities Limited under the Letter of Appointment as Corporate Adviser and Lead Manager for the group's initial public offering. The options are exercisable on or before 20 June 2020 with an exercise price of $0.30 each. The options hold no voting or dividend rights and are not transferable.

These options vest over a two year period and with no other vesting conditions.

Set out below are summaries of options granted under the plan:

2017	Grant Date	Expiry Date	Exercise Price	Balance at start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
	21/4/2017	20/6/2020	$0.30	-	2,000,000	-	-	2,000,000
Weighted average exercise price			$0.30					

None of these options were exercisable at the end of the financial year.

The weighted average share price during the financial year was $0.266.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.97 years.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

2017	Grant Date	Expiry Date	Share proce at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
Tranche 1	21/04/2017	20/06/2020	$0.2075	$0.30	50.00%	0.00%	1.76%	$0.0233
Tranche 2	21/04/2017	20/06/2020	$0.2075	$0.30	50.00%	0.00%	1.76%	$0.0288

NOTE 26: SHARE-BASED PAYMENTS (CONTINUED)

(d) Whitfield Share Option

On 11 August 2016, Whitfield Investments Pty Ltd, a company associated with John Diddams, a director of the Company, was granted an option over 400 ordinary shares at an exercise price of $100 each, subject to certain vesting conditions, including the Company listing on ASX before 30 September 2017 and John Diddams remaining as a director of the Company for the vesting period. The options were restructured after the Company undertook a 7500:1 share split on 11 November 2016, resulting in an option over 3,000,000 ordinary shares with a corresponding reduction in the exercise price. At the date of the report, there were 1,125,000 options on issue, after exercise of 1,875,000 prior to the year end.

Set out below are summaries of options granted under the plan:

2017	Grant Date	Expiry Date	Exercise Price	Balance at start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
	11/08/2016	14/10/2019	$0.01393	-	3,000,000	(1,875,000)	-	1,125,000
Weighted average exercise price			$0.01393					

There were no options exercisable at the end of the financial year.

The weighted average share price during the financial year was $0.266.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.29 years.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant Date	Expiry Date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
11/08/2016	14/10/2019	$0.0856	$0.0133	50.00%	0.00%	1.38%	$0.0730

NOTE 27: EVENTS AFTER THE REPORTING PERIOD

Other than the following, the directors are not aware of any significant events since the end of the reporting period.

1. On 7 July 2017, the company acquired the remaining 25% equity interest in The Delicious & Nutritious Co Pty Ltd (the owner of the intellectual property and the business known as Red Dragon), which the company already held 75% equity interest.
2. On 13 July 2017, the Group opened a new store at Aratula on the Cunningham Highway in Queensland
3. On 1 August 2017, the company acquired the remaining Oliver's franchised store from the franchisee at Eastlink Outbound in Victoria.
4. On 10 August 2017, the company entered into a contract to acquire a QSR business located at Euroa in Victoria, which is expected to be completed during September 2017. This site is scheduled to be developed into an Oliver's Real Food Restaurant during 2017.
5. On 17 August 2017, the Group opened a new store at Horsham in Victoria.
6. On 1 September 2017, the company acquired the land and buildings as well as a QSR business located at Maryborough in Queensland. This site is scheduled to be developed into an Oliver's Real Food Restaurant during 2017

NOTE 28: RELATED PARTY TRANSACTIONS

Related Parties

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

i. Entities exercising control over the Group:

The ultimate parent entity that exercises control over the Group is Oliver's Real Food Ltd, which is incorporated in Australia.

ii. 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.

iii. Entities subject to significant influence by the Group:

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 that holds significant influence. Significant influence may be gained by share ownership, statute or agreement.

iv. Other Related Parties

Other related parties include entities controlled by the ultimate parent entity and entities over which key management personnel have joint control.

- Taonga Nui Holdings Limited is a company incorporated in New Zealand of which both Jason Gunn and Katherine Hatzis hold equity.
- Gunn-arr Pty Limited is a company incorporated in Australia of which Jason Gunn holds equity.
- Graham Andrew Darroch is the owner of 25% equity interest in The Delicious & Nutritious Food Co Pty Ltd.

(b) 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:

	Consolidated Group	
	2017	2016
	$	$
Associates		
Royalty payment to Taonga Nui Holdings Limited	201,243	206,898
Consulting fees paid to Taonga Nui Holdings Limited	337,424	360,000

In June 2017, the Group acquired the global intellectual property of 'Oliver's' for a share consideration of $500,000, settled by way of the issue of 2,500,000 shares, from Taonga Nui Holdings Limited, a company associated with two directors of the company.

NOTE 28: RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Amounts outstanding from related parties

	Consolidated Group 2017 $	2016 $
Trade and Other Receivables		
Taonga Nui Holdings Limited	8,855	206,898

(d) Amounts payable to related parties

	Consolidated Group 2017 $	2016 $
i. Trade and Other Payables		
Taonga Nui Holdings Limited	-	24,278

	Consolidated Group 2017 $	2016 $
ii. Loans from Associates		
Gunn-arr Pty Ltd	-	606,449
Graham Andrew Darroch	-	116,000

NOTE 29: FINANCIAL RISK MANAGEMENT

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable, loans to and from subsidiaries and leases.

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

		Consolidated Group	
		2017	2016
	Note	$	$
Financial Assets			
Cash and cash equivalents	9	6,344,096	838,598
Loans and receivables	10	1,273,212	918,823
Total Financial Assets		**7,617,308**	**1,757,421**
Financial Liabilities			
Financial liabilities at amortised cost			
Trade and other payables	16	2,233,286	1,823,837
Borrowings	17	362,599	2,354,062
Total Financial Liabilities		**2,595,885**	**4,177,899**

Financial Risk Management Policies

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk, foreign currency risk and other price risk (commodity and equity price risk). There have been no substantive changes in the types of risks the Group is exposed to, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks from the previous period.

NOTE 29: FINANCIAL RISK MANAGEMENT (CONTINUED)

(a). Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

(b). Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The table below reflects 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 reflect the earliest contractual settlement dates and do 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	
Consolidated Group	2017	2016	2017	2016	2017	2016	2017	2016
	$	$	$	$	$	$	$	$
Financial liabilities due for payment								
Trade and other payables	2,233,286	1,823,837					2,233,286	1,823,837
Amounts payable to related parties		606,449		116,000			-	722,449
Amounts payable to associated parties	205,500	607,500		155,625			205,500	763,125
Finance lease liabilities	47,223	232,227	109,876	636,261			157,099	868,488
Total contractual outflows	**2,486,009**	**3,270,013**	**109,876**	**907,886**	-	-	**2,595,885**	**4,177,899**
Total expected outflows	**2,486,009**	**3,270,013**	**109,876**	**907,886**	-	-	**2,595,885**	**4,177,899**

NOTE 29: FINANCIAL RISK MANAGEMENT (CONTINUED)

Consolidated Group	Within 1 Year 2017 $	2016 $	1 to 5 years 2017 $	2016 $	Over 5 years 2017 $	2016 $	Total 2017 $	2016 $
Financial Assets – cash flows realisable								
Cash and cash equivalents	6,344,096	838,598					6,344,096	**838,598**
Trade, term and loans receivables	1,273,212	856,323		62,500			1,273,212	**918,823**
Total anticipated inflows	**7,617,308**	**1,694,921**	**-**	**62,500**			**7,617,308**	**1,757,421**
Net (outflow) / inflow on financial instruments	**5,131,299**	**(1,575,092)**	**(109,876)**	**(845,386)**	**-**	**-**	**5,021,423**	**(2,420,478)**

(c). Market Risk

i. Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group is also exposed to earnings volatility on floating rate instruments. The financial instruments that primarily expose the Group to interest rate risk are borrowings, and cash and cash equivalents.

The consolidated entity's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. The policy is to maintain approximately 60% of current borrowings at fixed rates using interest rate swaps to achieve this when necessary.

ii. Foreign currency risk

Exposure to foreign currency risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

The consolidated entity is not exposed to any significant foreign currency risk.

iii. Other price risk

Other price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors (other than those arising from interest rate risk or foreign currency risk) for commodities.

The consolidated entity is not exposed to any significant price risk.

Fair Values

Fair value estimation

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

NOTE 30: RESERVES

Option Reserve

The option reserve arises on the grant of share options to Directors and executives in accordance with the provisions of Oliver's Employee Incentive Plan. Amounts are transferred out of the reserve and into issued share capital when the options are vested. Further information about the share-based payments to employees is set out in Note 26.

NOTE 31: EQUITY - NON-CONTROLLING INTEREST

	2017 $	2016 $
Issued capital	200	300
Reserve	-	-
Retained earnings	163,916	118,212
	164,116	118,512

Non-controlling interests have a 25.0% (2016: 25.0%) equity holding in Delicious and Nutritious Food Co Pty Ltd

Non-controlling interests have a 0% (2016: 24.0%) equity holding in Retail Technology Services Pty Ltd

OLIVER'S REAL FOOD LTD ABN: 33 166 495 441 AND CONTROLLED ENTITIES DIRECTORS' DECLARATION

The directors of the company declare that, in the opinion of the directors:

(a) The attached financial statements and notes thereto are in accordance with the Corporations Act 2001; and

  (i) give a true and fair view of the financial position and performance of the consolidated entity; and

  (ii) comply with Australian Accounting Standards, including the Interpretations and Corporations Regulations 2001;

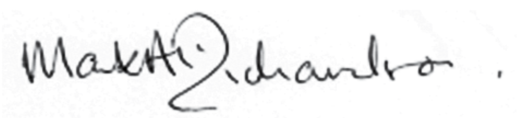
(b) the financial statements and notes thereto also comply with International Financial Reporting Standards, as disclosed in Note 1;

(c) the directors have been given the declarations required by s.295A of the Corporations Act 2001; and

(d) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

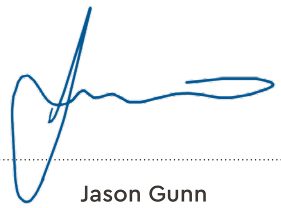
Signed in accordance with a resolution of the directors made pursuant to S.295(5) of the Corporations Act 2001.

On behalf of the Directors:



Mark Richardson

Chairman



Jason Gunn

Chief Executive Officer

Dated: 21 September 2017

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
To the Members of Oliver's Real Food Limited

Opinion

We have audited the financial report of Oliver's Real Food Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

i) giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year then ended; and
ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed this matter</th></tr>
<tr><td colspan="2">Business combinations
Refer to Notes 12 and 14 in the financial statements</td></tr>
<tr><td>The group has undertaken several business combinations related to the acquisition of retail stores during the year. These are considered to be a key audit matter due to the size of the transaction, the complexity of applying AASB 3 Business Combinations, and the exercise of management judgment involved.
As a result of the business combinations, $5,168,164 of additional goodwill has been recognised during the year. As permitted by AASB 3, and detailed in Notes 12 and 14, several business combinations have been accounted for provisionally, with the final acquisition accounting to be determined in the following year.
The business combinations involved significant judgments. These included the determination of the fair value of consideration paid, and the assets and liabilities acquired, and the identification of any separately identifiable intangible assets.</td><td>Our audit procedures in relation to the acquisitions were as follows:
• we have obtained the relevant purchase agreements, and have ensured that the acquisitions have been accounted for in accordance with the requirements of AASB 3 Business Combinations;
• where management has relied on external experts to determine the fair value of assets and liabilities acquired, we have assessed their competency and objectivity, and the appropriateness of the valuation methodology and assumptions used;
• assessing management’s determination of the fair value of consideration paid; and
• assessing the appropriateness of the Group’s disclosures in respect of the acquisitions.</td></tr>
<tr><td colspan="2">Impairment of goodwill and intangible assets
Refer to Note 14 in the financial statements</td></tr>
<tr><td>The Group has goodwill of $6.7m as a result of its various acquisitions. Goodwill is not amortised, and is subject to an annual impairment test, which is based on a discounted cash flow model.
The Group’s assessment of impairment of goodwill and intangible assets is considered to be a key audit matter as a result of the significant judgment involved in performing the impairment test. These included:
• the identification of the group’s cash generating units (“CGUs”), and the allocation of goodwill between them;
• estimates concerning the forecast future cash flows associated with the CGUs to which the goodwill is allocated; and
• determining the appropriate discount rates and the growth rate of revenue and costs to be applied in determining the recoverable amount for each CGU.</td><td>Our audit procedures in relation to management’s impairment assessment included:
• assessing management’s identification of CGUs, and its allocation of the goodwill between them, based on the nature of the Group’s business and the manner in which results are monitored and reported;
• assessing the valuation methodology used, and the mechanics of the impairment model prepared by management;
• challenging the key assumptions used by management in the impairment models including the cash flow projections for revenue and expenses, and growth rates, our understanding of the business;
• using our valuation specialists to assess the appropriateness of the discount rate used, based on market rates, and the Group cost of capital; and
• we have also assessed the adequacy of the disclosures included within the financial statements for impairment testing, including the assumptions to which the outcome of the impairment test is most sensitive, being those that have the most significant effect on the determination of the recoverable amount of goodwill.</td></tr>
</table>

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Share-based payment charges Refer to Note 26 in the financial statements	
The Group has issued share options to directors during the year. These were equity-settled options, which management valued using a Black Scholes model. Share-based payments may be a complex accounting area and was considered a key audit matter due to the risk that amounts are incorrectly recognised and/or appropriately disclosed in the financial statements.	We made inquiries of the directors to understand the share-based payment schemes established in the year. For equity settled options we used our own specialist valuation knowledge to challenge the key assumptions used in determining the fair value of the share options at grant date, being the estimated future share price volatility, and the number of options expected to vest. We recalculated the estimated charge which reflected the best estimate of the number of options to vest. We considered the adequacy of the Group's disclosures in respect of the judgments taken in the valuation models.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2017, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards 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 gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 17 to 27 of the directors' report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of Oliver's Real Food Limited, for the year ended 30 June 2017, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

D Talbot

David Talbot
Partner

RSM Australia Partners
Sydney 21 September 2017

ADDITIONAL SHAREHOLDER INFORMATION

Additional information required by the Australian Securities Exchange (ASX) and not shown elsewhere in this report is as follows. The information is current at 31 August 2017.

Substantial Shareholders as advised to the ASX

Name	Number of Shares	Current Interest
Hauraki Trustee Company Limited ATF Hauraki Trust	45,262,500	21.4%
Oliver's Real Food Limited	41,866,373*	19.79%
Butof Holdings Pty Ltd	23,987,500	11.34%
Grahger Retail Securities Pty Ltd	11,200,000	5.295%
Challenger Limited and its entities	6,941,081	5.04%
NovaPort Capital Pty Ltd	6,941,081	5.04%

Note: Number of shares and % is as disclosed to the ASX in substantial shareholder notices.
*Represents the voluntary escrow shares

Distribution of Shareholders

There are 1,758 holders of 213,397,581 ordinary shares. There are no other classes of equity securities on issue.

	Ordinary Shares Number of Holders	Number of Shares
1–1,000	9	4,261
1,001 – 5,000	284	853,176
5,001 – 10,000	209	1,598,627
10,001 – 100,000	1,010	29,091,923
100,001 – and over	246	181,849,594
Total	**1,758**	**213,397,581**

There are 99 shareholders (162,851 shares) holding less than a marketable parcel.

Top Twenty Shareholders

Name	Number of Shares	Current Interest
Hauraki Trust Company Limited	43,387,500	20.33
Butof Holdings Pty Ltd	23,362,500	10.95
Grahger Retail Securities Pty Ltd	9,700,000	4.55
OAH Holdings Pty Ltd	5,357,850	2.51
Buttonwood Nominees Pty Ltd	4,862,517	2.28
Citicorp Nominees Pty Limited	4,556,585	2.14
Kator Pty Ltd	3,124,995	1.46
National Nominees Limited	2,892,591	1.36
Holdex Nominees Pty Ltd <No 392 A/C>	2,689,539	1.26
HSBC Custody Nominees (Australia) Limited	2,672,809	1.25
DS Capital Growth Fund	2,561,611	1.20
Taonga Nui Holdings Nz Limited	2,500,000	1.17
JJA91535 Superannuation Pty Ltd	2,145,000	1.01
Mr Graham Andrew Darroch	2,070,000	0.97
Whitfield Investments Pty Ltd	1,875,000	0.88
Mrs Ellen Jane Gray	1,874,996	0.88
Pounamu Capital Pty Limited	1,562,499	0.73
Truebell Capital Pty Ltd <Truebell Investment Fund>	1,500,000	0.70
Gleneagle Asset Management <Alium Alpha Fund A/C>	1,280,806	0.60
Patagorang Pty Ltd <Roger Allen Super Fund A/C>	1,249,999	0.59
Total for Top 20	121,226,797	56.81
Remaining Holders	92,170,784	43.19
Total Issued Capital	213,397,581	100.00

On-Market Buy Back

There is no current on-market buy back.

Voting Rights

The voting rights attached to ordinary shares are set out below:

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each fully paid share shall have one vote.

There are no other classes of equity securities.

Unquoted equity securities

Oliver's has 9,075,000 unquoted options on issue. All of these options were issued pursuant to the Oliver's Equity Incentive Plan except for those listed below.

Option Holder	Number of Options
Veritas Securities Limited	2,000,000
Whitfield Investments Pty Ltd	1,125,000

Securities subject to Escrow and Restricted Securities

Period escrow/restriction ends	Number of securities subject to escrow/restriction	
Voluntary Escrow		
21 September 2017	39,833,040	Shares
On the date on which Oliver's releases its financial results to ASX for the FY18 period	2,033,333	Shares
Restricted Securities		
12 months from the date of issue of the shares (release date – 30 November 2017)	2,166,664	Shares
12 months from the date of issue (release date – 31 March 2018)	500,000	Shares
To 21 June 2018	1,875,000	Shares
24 months from quotation (release date – 21 June 2019)	71,125,000	Shares
24 months from quotation	6,375,000	Options
Total of Escrowed Shares	**41,866,373**	**Shares**
Total of Restricted Shares	**75,666,664**	**Shares**
Total of Restricted Options	**6,375,000**	**Options**

Use of Cash and Assets

Oliver's has used the cash and assets in a form readily convertible to cash at the time of admission to the ASX in a way consistent with its business objectives as stated in its Prospectus.

Stock Exchange Listing

Oliver's securities are only listed on the ASX.

Corporate Governance Statement

The Board plays a key role in overseeing the policies, performance and strategies of Oliver's Real Food Limited and its subsidiaries (**Oliver's** or the **Group** or the **Company**). It is accountable to Oliver's Shareholders as a whole and must act in the best interests of Oliver's. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic objectives, plans and budgets of Oliver's. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of Oliver's. In conducting Oliver's business in line with these objectives, the Board seeks to ensure that Oliver's is properly managed to protect and enhance Shareholder interests and that Oliver's, its Directors, officers and personnel operate in an appropriate environment of corporate governance.

The Board has created a framework for managing Oliver's, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes are appropriate for Oliver's business, and which are designed to promote the responsible management and conduct of Oliver's. The Board sets the cultural and ethical tone.

The main policies and practices adopted by Oliver's are summarised in this Corporate Governance Statement (**Statement**).

Each of the charters and policies referred to in this Statement are available on Oliver's website at http://www.investor.oliversrealfood.com.au/.

Oliver's was admitted to the Official List of ASX Limited on 21 June 2017 and this Statement details the corporate governance policies practices in place on listing and any developments since that time.

This Statement reports against the 3rd edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Principles**) and the practices detailed in this Corporate Governance Statement are current as at 15 September 2017. It has been approved by the Board and is available on Oliver's website at http://www.investor.oliversrealfood.com.au/.

CORPORATE DIRECTORY

DIRECTORS	**Mr Mark Richardson** Chairman and Independent Non-Executive Director **Mr Jason Gunn** Executive Director and Chief Executive Officer **Ms Katherine Hatzis** Non-executive Director **Mr John Diddams** Independent Non-executive Director **Mr Peter Rodwell** Independent Non-executive Director
COMPANY SECRETARY	**Ms Emma Lawler**
REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS	10 Amsterdam Circuit Wyong NSW 2259 Australia (02) 4353 8055 www.investor.oliversrealfood.com.au
SHARE REGISTRY	**Boardroom Pty Limited** Level 12, 275 George Street, Sydney NSW 2000 1300 737 760 (in Australia) www.boardroomlimited.com.au
SOLICITORS	**Breene and Breene** Level 12, 111 Elizabeth Street, Sydney NSW 2000 **Baybridge Lawyers** Level 1, 109 Pitt Street, Sydney NSW 2000 **Norton Rose Fulbright** Level 18, 225 George Street, Sydney NSW 2000
AUDITORS	**RSM Australia Partners** Level 13, 60 Castlereagh Street, Sydney NSW 2000
BANKERS	**Commonwealth Bank of Australia** Level 19, 111 Pacific Highway, North Sydney NSW 2060 **National Australia Bank** Level 13, Tower B, 799 Pacific Highway, Chatswood NSW 2067
STOCK EXCHANGE LISTING CODE	Oliver's Real Food Limited (ASX: OLI)
WEBSITE	www.oliversrealfood.com.au www.investor.oliversrealfood.com.au

Fresh. Natural. Organic.