

Rule 4.3A

Appendix 4E

Preliminary final report

Name of entity:

Pointerra Limited

1.

ABN or equivalent company
reference:

39 078 388 155

Reporting period:

Year ended 30 June 2016

Previous corresponding period:

Year ended 30 June 2015

2. Results for announcement to the market

\$

2.1	Revenue from ordinary activities	up	N/A	to	-
2.2	Loss from ordinary activities for the period after tax attributable to members	up	(33249%)	to	(2,757,663)
2.3	Net loss for the period attributable to members	up	(33249%)	to	(2,757,663)
2.4	Dividends		Amount per security		Franked amount per security
	Final dividend		Nil		N/A
	Interim dividend		Nil		N/A
2.5	Record date for determining entitlements to the dividends		N/A		
2.6	Brief explanation of any of the figures reported above to enable the figures to be understood:				
	<p>On 30 June 2016, Pointerra Limited (formerly Soil Sub Technologies Limited) acquired 100% of the ordinary share capital of Pointerra Pty Ltd. In accordance with reverse asset acquisition accounting principles Pointerra Pty Ltd is the deemed acquirer of Soil Sub Technologies Ltd. The corresponding figures for the 2015 period are that of the accounting acquirer Pointerra Pty Ltd (Refer Section 7 for further detail).</p> <p>The net loss for the period includes a share based payment expense for the issue of options to directors of \$811,842 and acquisition of transaction expense of \$1,891,727 (Refer Section 7 for further detail).</p>				

3. Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Current Period 2016 \$	Previous Corresponding Period 2015 \$
Revenue		-	-
Expenses			
Depreciation and amortisation expense		(589)	-
Share based payment expense		(811,842)	-
Other expenses from ordinary activities		(53,505)	(8,269)
Acquisition transaction expense	7	(1,891,727)	-
Loss before income tax		(2,757,663)	(8,269)
Income tax expense		-	-
Loss after income tax for the year		(2,757,663)	(8,269)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year Net of tax attributable to members of the Company		(2,757,663)	(8,269)
Loss per share attributable to members of the Company			
Basic loss per share (cents)		(3.16)	(0.0095)
Diluted loss per share (cents)		(3.16)	(0.0095)

4. Statement of Financial Position

	Note	Current Period 30 June 2016 \$	Previous Corresponding Period 30 June 2015 \$
Current Assets			
Cash and cash equivalents		5,074,609	100
Trade and other receivables		10,254	751
Total Current Assets		5,084,863	851
Non-Current Assets			
Plant and equipment		4,873	-
Total Non-Current Assets		4,873	-
Total Assets		5,089,736	851
Current Liabilities			
Trade and other payables		766,472	9,020
Borrowings		46,146	-
Total Current Liabilities		812,618	9,020
Total Liabilities		812,618	9,020
Net Assets		4,277,118	(8,169)
Equity			
Issued capital		5,662,919	100
Reserves		1,380,131	-
Accumulated losses		(2,765,932)	(8,269)
Total Equity		4,277,118	(8,169)

5. Consolidated Statement of Cash Flows

	Current Period 2016 \$	Previous Corresponding Period 2015 \$
Cash flows from operating activities		
Receipts from customers	-	-
Payments to suppliers and employees	-	-
Interest received	-	-
Net cash flows used in operating activities	-	-
Cash flows from investing activities		
Net cash on acquisition of controlled entity	7 75,478	-
Net cash flows used in investing activities	75,478	-
Cash flows from financing activities		
Proceeds from shares issued	4,999,031	100
Payment of share issue transaction costs	-	-
Net cash flows from financing activities	4,999,031	100
Net increase (decrease) in cash and cash equivalents	5,074,509	100
Cash and cash equivalents at the beginning of the year	100	-
Cash and cash equivalents at the end of the year	5,074,609	100

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6. Consolidated Statement of Changes in Equity

	Issued capital	Share-based payment reserve	Accumulated losses	Total
	\$	\$	\$	\$
Balance at 1 July 2014	-	-	-	-
Loss for the year	-	-	(8,269)	(8,269)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(8,269)	(8,269)
Transactions with owners recorded directly in equity				
Shares issued	100	-	-	100
Share issue transaction costs	-	-	-	-
Share-based payments	-	-	-	-
Balance as at 30 June 2015	100	-	(8,269)	(8,169)
Balance at 1 July 2015	100	-	(8,269)	(8,169)
Loss for the year	-	-	(2,757,663)	(2,757,663)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(2,757,663)	(2,757,663)
Transactions with owners recorded directly in equity				
Shares issued	6,931,050	-	-	6,931,050
Share issue transaction costs	(1,268,231)	-	-	(1,268,231)
Share-based payments	-	1,380,131	-	1,380,131
Balance as at 30 June 2016	5,662,919	1,380,131	(2,765,932)	4,277,118

7. Notes to the Financial Statements

Business Combinations

On 30 June 2016, Pointerra Limited (formerly Soil Sub Technologies Limited) acquired 100% of the ordinary share capital of Pointerra Pty Ltd as detailed in the prospectus lodged with the ASX on 29 April 2016.

In accordance with reverse asset acquisition accounting principles Pointerra Pty Ltd is the deemed acquirer of Soil Sub Technologies Ltd as Pointerra Pty Ltd gained control of the Board and voting power by virtue of shareholdings. The consideration is deemed to have been incurred by Pointerra Pty Ltd in the form of equity instruments issued to Soil Sub Technologies Ltd shareholders. The consolidation of these two companies is on the basis of the continuation of Pointerra Pty Ltd with no fair value adjustments, whereby Pointerra Pty Ltd is the accounting parent. Therefore the most appropriate treatment for the transaction is to account for it under AASB 2 Share Based Payments, whereby Pointerra Pty Ltd is deemed to have issued shares to Soil Sub Technologies Ltd shareholders in exchange for the net assets held by Soil Sub Technologies Ltd.

In this instance the value of the Soil Sub Technologies Ltd shares provided has been determined as the notional number of equity instruments that the shareholders of Pointerra Pty Ltd would have had to issue to Soil Sub Technologies Ltd to give the owners of Pointerra Pty Ltd the same percentage ownership in the combined entity.

The acquisition date fair value of this consideration has been determined with reference to the fair value of the issued shares of Soil Sub Technologies Ltd immediately prior to the acquisition and has been determined to be \$1,050,514 based on 35,017,127 shares based on a value of \$0.03 per share, being the issue price under the Prospectus. As a result, transaction costs of \$1,891,727 have been determined being the difference between the consideration and the fair value of net assets of Soil Sub Technologies Limited as at the acquisition date.

Below is a summary of the consideration transferred and fair value of the assets and liabilities acquired at acquisition date.

Fair value of consideration transferred	1,050,514
<i>Fair value of assets and liabilities held at acquisition date (Soil Sub Technologies Ltd)</i>	
Cash at bank	75,478
Trade and other receivables	5,671
Trade and other payables	(415,858)
Financial liabilities	(506,506)
Fair value of net liabilities assumed on acquisition	<u>(841,213)</u>
Excess deemed consideration on acquisition transaction expense	1,891,727

8. Dividends (in the case of a trust, distributions)

Date dividend is payable N/A

Record date to determine entitlements to the dividend N/A

If it is a final dividend, has it been declared? N/A

Amount per security

	Amount per security	Franked amount per security at 30% tax	Amount per security of foreign source dividend
Final dividend: Current year	Nil	N/A	N/A
Interim dividend: Current year	Nil	N/A	N/A

Total dividend (distribution) per security (interim plus final)

	Current period	Previous Corresponding Period
Ordinary securities	N/A	N/A
Preference securities	N/A	N/A

9. Dividend or distribution plans in operation

N/A

The last date(s) for receipt of election notices for the dividend or distribution plans N/A

10. Net tangible asset (NTA) backing

	Current Period 2016 \$	Previous Corresponding Period 2015 \$
Net tangible asset backing per ordinary security (cents)	1.31	-

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11. Control gained over entities having material effect

Name of entity (or group of entities)	Soil Sub Technologies Limited (Accounting Acquiree)
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Consolidated loss from ordinary activities after tax of the controlled entity (or group of entities) since the date in the current period on which control was acquired	N/A
Date from which such profit has been calculated	30 June 2016
Loss from ordinary activities after tax of the controlled entity (or group of entities) for the whole of the previous corresponding period	(2,437,947)

Loss of control of entities having material effect

Name of entity (or group of entities)	N/A
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Consolidated profit (loss) from ordinary activities after tax of the controlled entity (or group of entities) for the current period to the date of loss of control	N/A
Date to which the profit (loss) has been calculated	N/A
Consolidated profit (loss) from ordinary activities after tax of the controlled entity (or group of entities) while controlled during the whole of the previous corresponding period	N/A
Contribution to consolidated profit (loss) from ordinary activities from sale of interest leading to loss of control	N/A

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12. Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities. *(If the interest was acquired or disposed of during either the current or previous corresponding period, indicate date of acquisition "from dd/mm/yy" or disposal "to dd/mm/yy")*

Name of entity	Percentage of ownership interest held at end of period or date of disposal		Contribution to net profit (loss)	
	Current period	Previous corresponding period	Current period \$	Previous corresponding period \$
Equity accounted associates and joint venture entities				
Total	N/A	N/A	N/A	N/A
Other material interests				
Total	N/A	N/A	N/A	N/A

13. Significant information

Any other significant information needed by an investor to make an informed assessment of the entity's financial performance and financial position:

Refer 2.6

14. Foreign entities set of accounting standards used in compiling the report (IAS)

N/A

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15. Commentary on the results for the period

15.1 Earnings per security (EPS)

	Current Period 2016	Previous Corresponding Period 2015
Basic EPS (cents per share)	(3.16)	(0.0095)
Diluted EPS (cents per share)	(3.16)	(0.0095)

15.2 Returns to shareholders (Including distributions and buy backs)

	Current Period 2016 \$	Previous Corresponding Period 2015 \$
Ordinary securities	N/A	N/A
Preference securities	N/A	N/A
Other equity instruments	N/A	N/A
Total	N/A	N/A

The dividend or distribution plans shown below are in operation.

N/A

The last date(s) for receipt of election notices for the dividend or distribution plans

N/A

Any other disclosures in relation to dividends (distributions).

N/A

15.3 Significant features of operating performance

N/A

15.4 Segment Information

The Group has only one reportable segment, being the development and commercialisation of its unique 3D geospatial data technology.

15.5 Report on trends in performance

N/A

15.6 Report any factors which have affected the results during the reporting period or which are likely to affect results in the future, including those where the effect could not be quantified.

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