



THE **FOOD**
REVOLUTION
GROUP

ACN 150 015 446

(formerly known as Crest Minerals Limited)

**Appendix 4D and
Interim Financial Statements Announcement**

Appendix 4D

Under ASX Listing Rule 4.2A.3 for the half year ended 31 December 2015

Current period 1 July 2015 to 31 December 2015

Prior corresponding period (PCP) 1 July 2014 to 31 December 2014

Results for announcement to the market

	2015 \$	2014 \$	Change \$	Change %
Revenue from ordinary activities	7,672	11,439	-3,767	-32.9%
Loss from ordinary activities after tax attributable to equity holders	-1,143,688	-224,619	-919,069	409.2%
Loss for the period attributable to equity holders	-1,143,688	-224,619	-919,069	409.2%

The Company's result for the half year ended 31 December 2015 included \$202,771 impairment of exploration assets, \$477,754 accrual for R&D claim and \$299,779 of transaction costs associated with the reverse takeover (RTO) of LangTech International Pty Ltd. These expenses have increased the loss for the half year ended 31 December 2015, but are one off and non-recurring.

Dividend information

No dividends are proposed and no dividends were declared or paid during the current or prior year.

Net tangible asset (NTA) backing information

	2015 Cents	2014 Cents
NTA backing per ordinary share (cents per share)	-1.77	0.43

Basis of preparation

This Appendix 4D disclosure pursuant to ASX Listing Rule 4.2A.3 is based on the attached Interim Financial Statements (Interim Report), and should be read together with the Interim Report and the most recent annual report. This Appendix 4D and the Interim Report is designed to meet the Company's half yearly reporting requirements and does not include the full disclosures as contained in the annual financial statements.



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(formerly known as Crest Minerals Limited)

Interim Financial Statements

for the half-year ended 31 December 2015
to be read in conjunction with the 30 June 2015 Annual Report

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This Interim Report covers The Food Revolution Group Ltd (previously Crest Minerals Ltd and renamed on 15 February 2016) (the "Company"). The financial report is presented in the Australian currency.

The Company is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

The Food Revolution Group Ltd
20 Heaths Court
Mill Park VIC 3082

Directors' Report

The Directors of The Food Revolution Group Ltd present their Report together with the financial statements of the entity, being Crest Minerals (renamed The Food Revolution Group on 15 February 2016) for the half year ended 31 December 2015 and the Independent Review Report thereon.

DIRECTORS

The following persons were directors of the company during or since the end of the half-year.

- Simon O'Loughlin
- Jaroslaw (Jarek) Kopias
- Donald Stephens

All directors resigned following completion of the Reverse Takeover Transaction (RTO) on 11 February 2016 and Domenic Martino, Bill Nikolovski, Matthew Bailey and Hong Wang were appointed directors on that date.

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

In the half year to 31 December 2015, the Company focused on undertaking a RTO by acquiring the issued capital of LangTech International Pty Ltd (LangTech). During the reporting period key milestones were reached in completing the RTO including execution of a Share Purchase Agreement, lodgement of prospectus to raise \$12 million (closing heavily oversubscribed in January 2016) and holding a successful shareholder meeting to approve the RTO. The RTO was completed on 11 February 2016 and the Company was re-admitted to the official list of ASX on 19 February 2016 changing its name to The Food Revolution Group Ltd and continuing business as a food processing business.

The net loss of the Company, for the six months to 31 December 2015, was \$1,143,688.

A copy of the auditor's independence declaration as required under s307C of the Corporations Act 2001 is included on page 2 of this financial report and forms part of this Directors' Report.

Signed in accordance with a resolution of the directors.



Domenic Martino
Chairman
29 February 2016

**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF THE FOOD REVOLUTION GROUP LIMITED**

SYDNEY

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I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2015 there have been no contraventions of:

- i. the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review; and
- ii. any applicable code of professional conduct in relation to the review.



HALL CHADWICK
Level 40, 2 Park Street
SYDNEY NSW 2000



Drew Townsend
Partner
Dated: 29 February 2016

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Statement of Profit or Loss and Other Comprehensive Income
For the half year ended 31 December 2015

	Notes	31 December 2015 \$	31 December 2014 \$
Interest income		7,672	11,439
Administration costs		(409,799)	(69,185)
Employee benefits expense		(45,000)	(44,696)
Over-claimed R&D tax offset	5	(477,754)	-
Depreciation		-	(45)
Exploration expensed	3	(16,036)	(500)
Impairment of exploration assets	3	(202,771)	(119,315)
Other expenses		-	(91)
(Loss) before tax		(1,143,688)	(222,393)
Income Tax (expense) / benefit		-	(2,226)
(Loss) for the reporting period		(1,143,688)	(224,619)
Other Comprehensive income		-	-
Total Comprehensive income / (loss) for the period		(1,143,688)	(224,619)
Income / (loss) attributable to:			
Owners of the parent entity		(1,143,688)	(224,619)
Total Comprehensive Income / (Loss) attributable to:			
Owners of the parent entity		(1,143,688)	(224,619)
Earnings Per Share from Continuing Operations			
Basic earnings / (Loss) – cents per share	2	(7.75)	(0.18)
Diluted earnings / (Loss) – cents per share	2	(7.75)	(0.18)

This statement should be read in conjunction with the notes to the financial statements.

Statement of Financial Position
As at 31 December 2015

	Notes	31 December 2015 \$	30 June 2015 \$
ASSETS			
Current assets			
Cash and cash equivalents		524,909	524,945
Trade and other receivables		9,652	9,072
Assets held for sale	3	1	202,772
Total current assets		534,562	736,789
Non-current assets			
Plant and equipment		19,166	22,679
Total non-current assets		19,166	22,679
TOTAL ASSETS		553,728	759,468
LIABILITIES			
Current liabilities			
Trade and other payables		814,505	24,278
Total current liabilities		814,505	24,278
TOTAL LIABILITIES		814,505	24,278
NET ASSETS		(260,777)	735,190
EQUITY			
Issued capital		5,967,508	5,819,787
Reserves		1,169,687	1,169,687
Accumulated losses		(7,397,972)	(6,254,284)
TOTAL EQUITY		(260,777)	735,190

This statement should be read in conjunction with the notes to the financial statements.

Statement of Changes in Equity
For the half year ended 31 December 2015

	Share capital	Option reserve	Retained earnings	Total equity
	\$	\$	\$	\$
Balance at 1 July 2014	5,825,475	1,169,687	(2,892,554)	4,102,608
Exercise of options	1	-	-	1
Share issue expenses (net of tax)	(5,689)			(5,689)
Transactions with owners	(5,688)	-	-	(5,688)
Comprehensive income:				
Loss for the reporting period	-	-	(224,619)	(224,619)
Balance 31 December 2014	5,819,787	1,169,687	(3,117,173)	3,872,301
Balance at 1 July 2015	5,819,787	1,169,687	(6,254,284)	735,190
Placement of shares	245,000	-	-	245,000
Share issue expenses (net of tax)	(97,279)	-	-	(97,279)
Transactions with owners	147,721	-	-	147,721
Comprehensive income:				
Loss for the reporting period	-	-	(1,143,688)	(1,143,688)
Balance 31 December 2015	5,967,508	1,169,687	(7,397,972)	(260,777)

This statement should be read in conjunction with the notes to the financial statements.

Statement of Cash Flows
For the half year ended 31 December 2015

	Notes	31 December 2015 \$	31 December 2014 \$
Operating activities			
Interest received		7,672	11,439
Payments to suppliers and employees		(288,788)	(118,757)
Net cash used in operating activities		(281,116)	(107,318)
Investing activities			
Payments for capitalised exploration expenditure		(15,177)	(41,239)
Net cash used in investing activities		(15,177)	(41,239)
Financing activities			
Proceeds from issue of share capital		245,000	1
Share subscriptions received		222,500	-
Capital raising costs		(171,243)	(7,915)
Net cash from financing activities		296,257	(7,914)
Net change in cash and cash equivalents		(36)	(156,471)
Cash and cash equivalents, beginning of reporting period		524,945	788,317
Cash and cash equivalents, end of year		524,909	631,846

This statement should be read in conjunction with the notes to the financial statements.

Notes to the financial statements

For the period ended 31 December 2015

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Nature of operations

Crest's principal activity was the exploration for gold deposits in Western Australia. Upon completion of the RTO with LangTech, Crest was renamed to The Food Revolution Group Ltd on 15 February 2016 and will continue trading as a food processing company. The exploration assets will be sold following completion of the RTO.

b) General information and basis of preparation

The interim financial statements (the interim financial statements) of the Company are for the six months ended 31 December 2015 and are presented in Australian dollars(\$), which is the functional currency of the Company. These general purpose interim financial statements have been prepared in accordance with the requirements of the Corporations Act 2001 and AASB 134 *Interim Financial Reporting*. They do not include all of the information required in annual financial statements in accordance with AIFRS, and should be read in conjunction with the financial statements of the Company for the year ended 30 June 2015 and any public announcements made by the Company during the half-year in accordance with the continuous disclosure requirements arising under the Australian Securities Exchange Listing Rules and the Corporations Act 2001.

The interim financial statements have been approved and authorised for issue by the board of directors on 29 February 2016.

c) Going Concern

The financial statements have been prepared on a going concern basis. During the half year ended 31 December 2015, the Company recorded a net cash outflow from operating activities of \$281,116 and an operating loss of \$1,143,688. The Company also has a net working capital deficiency and net asset deficiency of \$279,943 and \$260,777 respectively as at 31 December 2015.

Notwithstanding the above, the directors believe that the Company will be able to pay its debts as and when they become due and payable. In reaching this conclusion the directors have had regard to the following:

- The Company has recently raised \$12m in gross proceeds to support the working capital and capital expenditure requirements of the business and to fund business growth;
- The business acquired by the Company as part of the RTO and above capital raising (LangTech) is a business with material existing revenues and, in the board's opinion, strong opportunities for growth; and
- LangTech has established a \$8m working capital and acquisition facility with its previous term debt lender, GIM Credit (Luxembourg) S.à.r.l. This facility will be used, as required, to support the funding needs of the Company and its subsidiaries post RTO.

d) Significant accounting Policies

The significant accounting policies that have been used in the preparation of these interim financial statements are summarised below.

The financial statements have been prepared using the measurement bases specified by the Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

The interim financial statements have been prepared in accordance with the accounting policies adopted in the Company's annual financial statements for the year ended 30 June 2015.

e) Critical accounting estimates and judgements

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

i) Key estimates - impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

ii) Key judgements – exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Company decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made.

In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

f) New and revised accounting standards applicable for the first time to the current half-year reporting period

There are no new or revised Australian Accounting Standards and Interpretations that became effective for the first time since 30 June 2015.

2. EARNINGS PER SHARE

The weighted average number of shares for the purpose of diluted earnings per share can be reconciled to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

	6 months to December 2015 #	6 months to December 2014 #
Weighted average number of shares used in basic earnings per share	14,749,006	122,523,697
Weighted average number of shares used in diluted earnings per share	15,596,401	148,392,452
Gain / (Loss) per share – basic (cents)	(7.75)	(0.18)
Gain / (Loss) per share – diluted (cents)	(7.75)	(0.18)

On 30 December 2015, Crest completed a 1 for 10 consolidation of capital resulting in the reduction of securities on issue as listed.

3. ASSETS HELD FOR SALE

	31 December 2015 \$	30 June 2015 \$
Opening balance	202,772	-
Transfer from exploration assets	-	202,772
Impairment	(202,771)	-
Closing balance	1	202,772

4. EXPLORATION AND EVALUATION EXPENDITURE

	31 December 2015 \$	30 June 2015 \$
Opening balance	-	3,297,248
Expenditure on exploration during the year	16,036	79,751
Expensed	(16,036)	(1,515)
Impairment	-	(3,172,712)
Transfer to assets held for sale	-	(202,772)
Closing balance	-	-

5. OVER-CLAIMED R&D TAX OFFSET

Crest has claimed the research and development tax offset for the year ended 30 June 2013 for a total amount of \$477,754. The claim is currently being reviewed by AusIndustry as part of their internal processes. AusIndustry has issued a certificate for finding under s27J of the Industry Research and Development Act in relation to the claim. This amount has been accrued at 31 December 2015 as it has become more probable that the research and development tax offset may need to be repaid.

6. OPERATING SEGMENTS

The Directors have considered the requirements of AASB 8 – Operating Segments and the internal reports that are reviewed by the chief operating decision maker (the Board) in allocating resources, and have concluded that at this time there are no separately identifiable segments.

7. CONTINGENT LIABILITIES

The contingent liabilities disclosed in the last annual reporting period have been accrued during the period. The company has no other contingent liabilities at 31 December 2015.

8. EVENTS ARISING SINCE THE END OF THE REPORTING PERIOD

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years except those listed below.

On 11 February 2016 the Company completed the RTO transaction with LangTech issuing the following securities:

- 120,000,000 shares under a replacement prospectus issued raising \$12 million prior to costs;
- 120,000,000 consideration shares to the vendors of LangTech;
- 33,750,000 shares upon conversion of convertible note holders in LangTech;
- 5,000,000 facilitation shares;
- 220,000,000 performance shares and performance rights subject to various vesting conditions; and
- 7,351,622 unlisted options with an exercise price of \$0.12 and expiry of 30 June 2018.

On 15 February 2016, the Company was renamed "The Food Revolution Group Ltd".

On 19 February 2016, the Company was re-admitted to the official list of ASX and continued to trade as a food processing business.

Directors' Declaration

In the opinion of the Directors of The Food Revolution Group Ltd:

- a) the financial statements and notes of The Food Revolution Group Ltd, as set out on pages 3 to 9, are in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of its financial position as at 31 December 2015 and of its performance for the half-year ended on that date; and
 - ii. complying with Accounting Standard 134 Interim Financial Reporting and the *Corporations Regulations 2001*; and
- b) there are reasonable grounds to believe that the Company will be able to pay its debts when they become due and payable.

Signed in accordance with a resolution of the Directors:

Domenic Martino
Chairman



Melbourne
29 February 2016

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF THE FOOD REVOLUTION GROUP LIMITED**

SYDNEY**Report on the Half-year Financial Report**

We have reviewed the accompanying half-year financial report of The Food Revolution Group Limited, which comprises the statement of financial position as at 31 December 2015, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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Directors' Responsibility for the Half-year Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410: Review of an Interim and other Financial Reports Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the Company's financial position as at 31 December 2015 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of the Company, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001.

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**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF THE FOOD REVOLUTION GROUP LIMITED**

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Company is not in accordance with the Corporations Act 2001, including:

- a. giving a true and fair view of the Company's financial position as at 31 December 2015 and of its performance for the half-year ended on that date; and
- b. Complying with AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.



HALL CHADWICK
Level 40, 2 Park Street
SYDNEY NSW 2000



DREW TOWNSEND
Partner

Dated: 29 February 2016