

**Adslot Ltd ABN 70 001 287 510
and controlled entities**

**Half-Year Financial Report
31 December 2014**

Lodged with the ASX under Listing Rule 4.2A.3

The half-year financial report does not include full disclosures of the type normally included in an Annual Financial Report. Accordingly, this financial report should be read in conjunction with the Annual Financial Report for the year ended 30 June 2014 and any public announcements made by Adslot Ltd during the interim reporting period in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

HALF-YEAR REPORT – 31 DECEMBER 2014
APPENDIX 4D (Rule 4.2A.3)
RESULTS FOR ANNOUNCEMENT TO THE MARKET

	December 2014	December 2013	Movement	
	\$	\$	\$	%
Total revenue from continuing operations	3,093,448	1,706,073	1,387,375	81%
Net loss attributable to members of the parent entity after tax	(5,232,826)	(4,625,497)	(607,329)	(13)%
Net loss attributable to members of the parent entity	(5,232,826)	(4,625,497)	(607,329)	(13)%

Dividends

The Company has not proposed or declared to pay dividends.

Earnings Per Share	31-Dec-2014	31-Dec-2013
Weighted average number of ordinary shares on issue used in the calculation of earnings per share	1,036,288,281	704,603,302
Basic loss per share (cents)	(0.50)	(0.66)
Diluted loss per share (cents)	(0.50)	(0.66)
Net Tangible Assets per share	31-Dec-2014	30-Jun-2014
Number of ordinary shares on issue used in the calculation of net tangible assets per share	1,041,695,055	969,952,370
Net tangible assets per share (cents)	0.69	0.34

Audit

The Half-Year Financial Report has been subject to review by Grant Thornton Audit Pty Ltd and is not subject to dispute or qualification.

Directors' Report

Your Directors submit the financial report of the Company and its controlled entities ("the Group") for the half-year ended 31 December 2014.

Directors

The names of Directors who held office during or since the end of the half-year:

Mr Andrew Barlow:	Chairman
Mr Ian Lowe:	CEO and Executive Director
Mr Adrian Giles:	Non-Executive Director
Mr Geoff Dixon:	Non-Executive Director
Mr Ben Dixon:	Chief Operating Officer and Executive Director
Mr Quentin George:	Non-Executive Director (appointed 16 June 2014)
Ms Sarah Morgan:	Non-Executive Director (appointed 27 January 2015)

Result of Operations

Group results for the 6 months to December 31 2014, benchmarked against the corresponding 6 month period in 2013, were:

	6 months to December 2014	6 months to December 2013
Revenues from continuing operations	\$3,093,448	\$1,706,073
Total revenue and other income	\$3,446,184	\$2,225,008
EBITDA (loss)	(\$1,762,481)	(\$3,277,955)
NPAT (loss)	(\$5,232,826)	(\$4,625,497)

The year on year revenue increase for the 6 months to December 31 2014 was driven by growth in Trading Technology revenue, which grew by 182% from \$430k to \$1.2m, and growth in Ad-serving revenue, which grew from \$24k to \$660k due to a full six months of reported revenue from the Facilitate Digital acquisition.

Services revenue decreased slightly over the same period, from \$1.25m to \$1.22m, and interest income also decreased by \$39k as a result of declining interest rates on deposits held.

Review of Operations

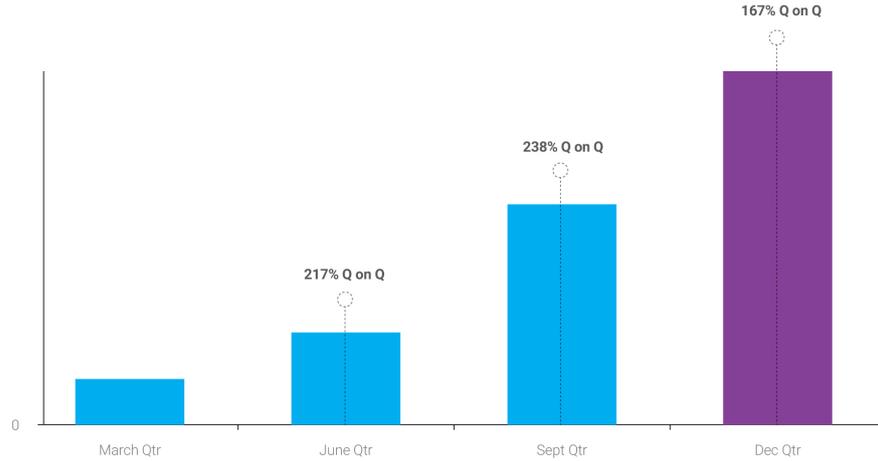
The half-year to 31 December 2014 saw the Group make progress against a number of core objectives central to the future success of the business.

Increased Trading Activity

Continuing growth in the adoption of Adslot's trading platform by large media buyers saw a lift in Trading Technology revenues. This growth demonstrates meaningful, early stage validation of Adslot's trading technology from the media buying community across US, UK and Australian markets, and is reflective of the longer term transition the media industry is undertaking to automate media trading. This is particularly evident in US market, which has driven the majority of Trading Technology growth to date.

The Company remains focused on the forward guaranteed online display market, which in 2014 was valued at approximately \$40b and growing at 15% CAGR.

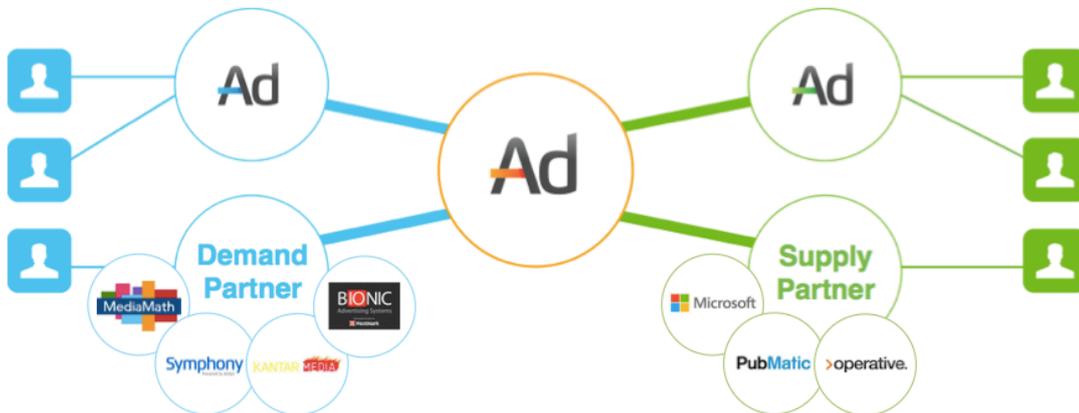
Adslot Media Bookings (\$AUD)



The Company anticipates industry seasonality to result in lower trading activity for the March 2015 quarter.

Expanding participation in Adslot’s partnership alliance.

Building further on the Company’s partner strategy, partnerships were secured with Microsoft (August 2014), Operative (November 2014) and PubMatic (January 2015). Once implemented, these partnerships will materially grow the catalogue of inventory available via the Adslot trading platform, reinforcing Adslot as a trusted and comprehensive source of inventory for media buyers.



Excluding Symphony, Adslot has now executed partnerships with three demand sources and three supply sources. In tandem with securing these partnerships the Company has been developing the technology that will provide a scalable architecture through which these, and other partners can integrate with the Adslot platform (for further commentary see paragraph titled *Development of the (API) architecture that will allow Adslot supply and demand partners to ‘plug in’*).

Additional partnerships are expected in 2015.

Phase 1 launch of the integration of Adslot and Symphony

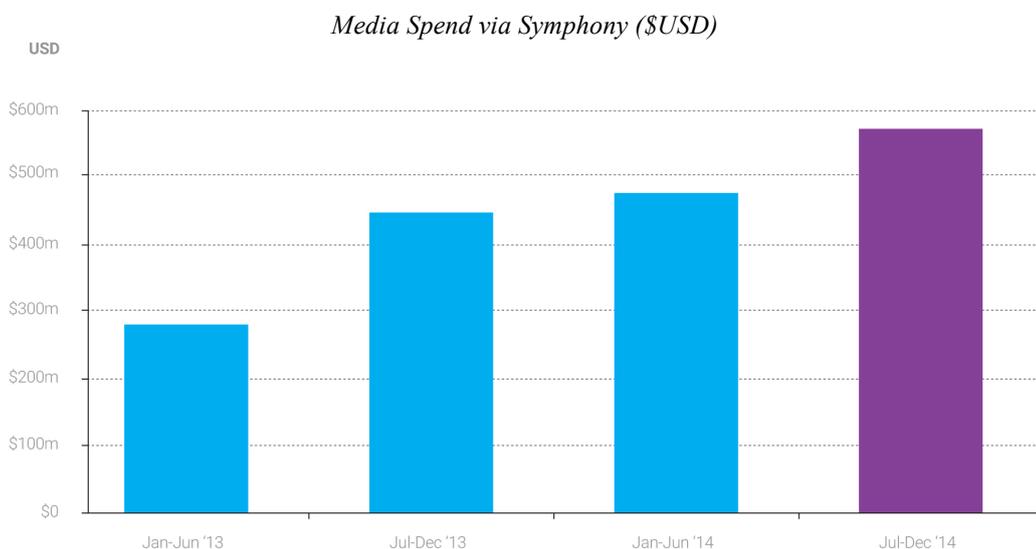
In August 2014, the first of two major releases was made to expose publisher inventory already captured within Adslot, directly into the media buying workflow of Symphony (Adslot’s workflow technology for media agencies). A second integration release is planned in the March quarter (2015), offering buyers and sellers enhanced trading capabilities. The Phase 2 release will allow buyers and sellers of premium display advertising to transact seamlessly across the end-to-end campaign life cycle, and so presents the most compelling basis yet for Adslot to migrate agency spend to its automated trading platform.

Development of the (API) architecture that will allow Adslot supply and demand partners to ‘plug in’

Critical to leveraging the scale and benefit of Adslot’s partners, the Company released first versions of its API technology in the 6 months to December 31, 2014. These API’s are an efficient and scalable method through which to integrate multiple partners simultaneously. Several supply and demand partner integrations are scheduled to go ‘live’ in the March and June quarters of 2015, further building on the scale of supply and demand available via the platform.

Major Symphony contract wins

In parallel with the Company’s strategy to migrate demand within Symphony to Adslot’s trading platform, the Company continues to focus on growing the volume of media buying within Symphony by winning new contracts. In August 2014 Adslot announced a Symphony contract with Starcom Australia, one of ANZ’s largest media buying agencies (Symphony has since been successfully deployed by Starcom). Further Symphony deployments were also completed in the 6 months to December 2014, such as The Richards Group in USA and OMD Australia. These new contracts and deployments are growing the media spend captured within Symphony (see chart below), and by doing so the opportunity to migrate this spend to Adslot’s (integrated) automated trading capability.



Additional deployments of Symphony are anticipated throughout calendar year 2015 in the form of new contracts, and new market deployments under existing multi-market contracts, all of which will serve to further grow the value of media spend via Symphony.

Capital Raising

In addition to progress against core objectives, the Company also completed a share placement of 65 million shares at \$0.10 per share. These funds have been used to help accelerate the development and integration of the Adslot and Symphony platforms and provide additional working capital to fund the business.

Future Developments

In 2015 the Company will continue to focus on generating growth in high margin Trading Technology revenues via continued execution of the existing strategy, including:

- Continue to build Adslot's coalition of partners and integrate them into our platform. The Company anticipates launching live integrations with multiple supply and demand partners throughout the March and June quarters (2015);
- Release the Phase 2 integration of Adslot & Symphony (scheduled for March 2015). The release of this integration enhancement will provide the Adslot sales organisation with a good basis on which to compel agencies already using Symphony to start trading via Adslot;
- Continue to grow the forward guaranteed spend captured within Symphony. Scheduled deployments of Symphony under existing multi-market contracts, and new contracts expected to close in coming months is expected grow the media spend captured via Symphony grow to in excess of USD \$2b per annum by the end of 2015; and
- Continue to focus our product capability on the end-to-end campaign lifecycle. Further enhancement of the Adslot platform will create features that enhance the ability of both media buyer and media seller, to automate all facets of the campaign life cycle, and not just the media trade in isolation. In particular, effort is being invested to expand Adslot's unique ability to offer buyer and seller tools that will allow them to optimise campaign performance collaboratively.

Dividends

The Directors do not recommend the declaration of a dividend. No dividend has been declared or paid during the half-year.

Auditor's Independence Declaration

The lead auditor's independence declaration for the half-year ended 31 December 2014 under Section 307C of the *Corporations Act 2001* is set out on page 19.

This report is signed in accordance with a resolution of the Board of Directors.

On behalf of the Directors.



Andrew Barlow
Chairman

Melbourne
25 February 2015

**Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Half-Year Ended 31 December 2014**

	Note	31-Dec-2014	31-Dec-2013
		\$	\$
Revenue from continuing operations	3	3,093,448	1,706,073
Interest income	3	114,376	153,167
Other income	3	238,360	365,768
Total revenue and other income		3,446,184	2,225,008
Website publishers & related costs		(579,440)	(436,779)
Gross profit		2,866,744	1,788,229
Depreciation and amortisation expense	4	(3,572,562)	(1,500,076)
Salaries and employment related expense		(2,811,453)	(2,657,305)
Consultancy and contractor expense		(54,557)	(444,371)
Directors' fees		(113,541)	(126,210)
Staff recruitment expense		(36,948)	(23,762)
Telephone and internet expense		(63,918)	(35,277)
Share based payment expense		(363,560)	(264,324)
Marketing costs expense		(101,889)	(191,273)
Lease - rental premises expense		(401,712)	(220,800)
Impairment of trade receivables		54,324	8,122
Listing & registrar expense		(64,792)	(103,799)
Legal expense		(8,167)	(299,761)
Travel expense		(216,738)	(137,030)
Audit and accountancy expense		(81,834)	(79,757)
Other expenses		(250,064)	(337,470)
Loss before income tax		(5,220,667)	(4,624,864)
Income tax expense		(12,159)	(633)
Loss after income tax expense		(5,232,826)	(4,625,497)
Net loss attributable to members of Adslot Ltd		(5,232,826)	(4,625,497)
Other comprehensive income:			
<i>Items that will be reclassified subsequently to profit or loss</i>			
Foreign exchange translation		22,147	25,394
Write off of available for sale investment		-	(106,329)
Total other comprehensive income		22,147	(80,935)
Total comprehensive loss for the half-year attributable to members of Adslot Ltd		(5,210,679)	(4,706,432)
Earnings per share			
Basic loss per share (cents)		(0.50)	(0.66)
Diluted loss per share (cents)		(0.50)	(0.66)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position
As at 31 December 2014

	Notes	31-Dec-2014	30-Jun-2014
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents		5,684,746	3,354,051
Trade and other receivables		5,398,911	3,582,201
Total current assets		11,083,657	6,936,252
NON-CURRENT ASSETS			
Property, plant and equipment		91,398	100,078
Deferred tax assets		39,677	39,677
Intangible assets	5	31,344,264	33,941,462
Total non-current assets		31,475,339	34,081,217
TOTAL ASSETS		42,558,996	41,017,469
CURRENT LIABILITIES			
Trade and other payables		2,717,822	2,422,088
Other liabilities		601,853	667,707
Provisions		408,688	462,287
Total current liabilities		3,728,363	3,552,082
NON-CURRENT LIABILITIES			
Provisions		233,821	232,494
Deferred tax liabilities		39,677	39,677
Total non-current liabilities		273,498	272,171
TOTAL LIABILITIES		4,001,861	3,824,253
NET ASSETS		38,557,135	37,193,216
EQUITY			
Issued capital		115,106,990	108,515,858
Reserves		856,524	1,242,375
Accumulated losses		(77,406,379)	(72,565,017)
TOTAL EQUITY		38,557,135	37,193,216

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity For the Half-Year Ended 31 December 2014

31 December 2014

Notes	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2014	108,515,858	1,242,375	(72,565,017)	37,193,216
Movement in foreign exchange translation reserve	-	22,147	-	22,147
Other comprehensive income	-	22,147	-	22,147
Loss attributable to members of the company	-	-	(5,232,826)	(5,232,826)
Total comprehensive income	-	22,147	(5,232,826)	(5,210,679)
Transactions with equity holders in their capacity as equity holders				
Contributions of equity, net of capital raising costs	6,211,038	-	-	6,211,038
Reclassification of lapsed options to retained earnings	-	(391,464)	391,464	-
Reclassification of vested ESOP	380,094	(380,094)	-	-
Increase in employees share based payments reserve	-	363,560	-	363,560
	6,591,132	(407,998)	391,464	6,574,598
Balance 31 December 2014	115,106,990	856,524	(77,406,379)	38,557,135

31 December 2013

Notes	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2013	76,871,148	1,039,039	(62,589,935)	15,320,252
Movement in foreign exchange translation reserve	-	25,394	-	25,394
Decrease in available for sale investment reserve	-	(106,329)	-	(106,329)
Other comprehensive income	-	(80,935)	-	(80,935)
Loss attributable to members of the company	-	-	(4,625,497)	(4,625,497)
Total comprehensive income	-	(80,935)	(4,625,497)	(4,706,432)
Transactions with equity holders in their capacity as equity holders				
Contributions of equity, net of capital raising costs	32,848,718	-	-	32,848,718
Treasury shares	(1,369,679)	-	-	(1,369,679)
Reclassification of lapsed options to retained earnings	-	(120,479)	120,479	-
Reclassification of vested ESOP	165,671	(165,671)	-	-
Increase in employees share based payments reserve	-	264,318	-	264,318
	31,644,710	(21,832)	120,479	31,743,357
Balance 31 December 2013	108,515,858	936,272	(67,094,953)	42,357,177

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows
For the Half-Year Ended 31 December 2014

	Note	31-Dec-2014	31-Dec-2013
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		3,533,182	1,622,766
Interest received		88,376	228,090
Government grants and other receipts		-	2,164,328
Payments to suppliers and employees (inclusive of GST)		(5,649,274)	(4,699,218)
Income tax paid		(12,035)	(633)
Net cash outflows from operating activities		(2,039,751)	(684,667)
Cash flows from investing activities			
Payments for property, plant and equipment		(25,149)	(5,577)
Proceeds from sale of non-current assets		-	797
Net cash acquired via business acquisition		-	503,593
Payment for intangible assets – development costs		(1,807,143)	(613,728)
Net cash outflows from investing activities		(1,832,292)	(114,915)
Cash flows from financing activities			
Proceeds from issue of shares		6,523,200	-
Payments of equity raising costs		(335,544)	-
Net cash inflows from financing activities		6,187,656	-
Net increase in cash held		2,315,613	(799,582)
Cash at the beginning of the half-year		3,354,051	9,132,037
Effect of exchange rate changes on cash		15,082	(650)
Cash at the end of the half-year		5,684,746	8,331,805

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements for the Half-Year ended 31 December 2014**Note 1: Basis of preparation of half-year financial report**

This general purpose financial report for the half-year ended 31 December 2014 has been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2014 and any public announcements made by Adslot Ltd during the half-year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

a) Reporting Bases and Conventions

The half-year consolidated financial statements have been prepared on an accruals basis and are based upon historical costs. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the group's annual financial report for the year ended 30 June 2014. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

The group has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the group.

Any new, revised or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)**Note 2: Segment Information****Business segments**

The Group reports its segments based on geographical locations:

- APAC – Australia, New Zealand and Asia;
- EMEA – Europe, the Middle East and Africa; and
- The Americas – North, Central and South America.

There has been no change to the basis of segmentation since the last annual financial report.

Half-year ended 31 December 2014

	APAC	EMEA	The Americas	Total
	\$	\$	\$	\$
External sales	2,744,260	123,815	217,802	3,085,877
Segment result from continuing operations	(3,310,175)	(345,823)	(333,502)	(3,989,500)
Depreciation (included in segment result)	35,477	2,064	1,695	39,236
Amortisation (included in segment result)	3,533,326	-	-	3,533,326
Additions to non-current assets	26,749	1,754	-	28,503

Balance Sheet 31 December 2014

Segment assets	42,949,631	159,547	276,241	43,385,419
Segment liabilities	(15,278,744)	(208,162)	(214,383)	(15,701,289)

Half-year ended 31 December 2013

	APAC	EMEA	The Americas	Total
	\$	\$	\$	\$
External sales	1,679,438	10,109	30,104	1,719,651
Segment result from continuing operations	(3,244,289)	(343,242)	(547,039)	(4,134,570)
Depreciation (included in segment result)	31,611	1,203	1,185	33,999
Amortisation (included in segment result)	1,466,077	-	-	1,466,077
Additions to non-current assets	2,628	-	2,949	5,577

Balance Sheet 30 June 2014

Segment assets	43,803,054	203,673	185,753	44,192,480
Segment liabilities	(14,937,538)	(234,137)	(157,338)	(15,329,013)

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)

Note 2: Segment Information (continued)

Segment revenue reconciles to total revenue from continuing operations as follows:

	31-Dec-2014	31-Dec-2013
	\$	\$
Total segment revenue	3,085,877	1,719,651
Head office revenue	7,855	-
Interest revenue	114,376	153,167
Intersegment eliminations	(284)	(13,578)
Total revenue	3,207,824	1,859,240

A reconciliation of adjusted segment result to operating profit before income tax is provided as follows:

	31-Dec-2014	31-Dec-2013
	\$	\$
Total segment result	(3,989,500)	(4,134,570)
Interest revenue	114,376	153,167
Other income	238,360	365,768
Share option expenses	(363,560)	(264,324)
Gain/(Loss) on foreign exchange	81,655	(650)
Income tax paid	(12,159)	(633)
Loss on sale of fixed assets	-	(363)
Loss on write off of available for sale investment	-	(106,329)
Other head office expenses	(1,301,998)	(637,563)
Loss before tax from continuing operations	(5,232,826)	(4,625,497)

Reportable segment assets are reconciled to total assets as follows:

	31-Dec-2014	30-Jun-2014
	\$	\$
Total segment assets	43,385,419	44,192,480
Head office assets	50,278,452	48,310,079
Intersegment eliminations	(51,104,875)	(51,485,090)
Total assets per the statement of financial position	42,558,996	41,017,469

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)**Note 2: Segment Information (continued)**

Reportable segment liabilities are reconciled to total liabilities as follows:

	31-Dec-2014	30-Jun-2014
	\$	\$
Total segment liabilities	(15,701,289)	(15,329,013)
Head office liabilities	(671,098)	(865,766)
Intersegment eliminations	12,370,526	12,370,526
Total liabilities per the statement of financial position	(4,001,861)	(3,824,253)

Note 3: Revenue and Other Income

	31-Dec-2014	31-Dec-2013
	\$	\$
Revenue		
Revenue from Trading Technology	1,213,198	430,133
Revenue from Services	1,220,719	1,251,729
Revenue from Adserving	659,531	24,211
Total revenue from continuing operations	3,093,448	1,706,073
Interest income	114,376	153,167
Total revenue	3,207,824	1,859,240
Other income		
Grant income	238,360	365,768
Total other income	238,360	365,768
Total revenue and other income	3,446,184	2,225,008

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)**Note 4: Expenses**

Loss before income tax includes the following specific expenses:

	31-Dec-2014	31-Dec-2013
	\$	\$
Depreciation and amortisation		
Depreciation – Leasehold improvements	13,034	3,638
Depreciation - Plant and equipment	26,202	30,361
Amortisation – Software development costs	3,533,326	1,466,077
Total depreciation and amortisation	3,572,562	1,500,076
Other charges against assets		
Impairment of trade receivables	(54,324)	(8,122)
Rental expense – operating leases	401,712	220,800
Defined contribution superannuation expense	292,214	205,048
Loss on write off of available for sale investment	-	106,329
Foreign currency (gain)/loss	(81,655)	650
Research & development wages	1,702,053	749,437

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)

Note 5: Intangible Assets

Period ended 31 December 2014

	Internally Developed Software \$	Domain Name \$	Intellectual Property \$	Goodwill \$	Total \$
Opening net book amount	1,516,737	38,267	17,224,519	15,161,939	33,941,462
Acquisitions	936,128	-	-	-	936,128
Amortisation	(248,663)	-	(3,284,663)	-	(3,533,326)
Carrying amount at 31 December 2014	2,204,202	38,267	13,939,856	15,161,939	31,344,264

At 31 December 2014

Cost	3,038,008	38,267	29,316,305	20,543,591	52,936,171
Accumulated amortisation and impairment	(833,806)	-	(15,376,449)	(5,381,652)	(21,591,907)
Carrying amount at 31 December 2014	2,204,202	38,267	13,939,856	15,161,939	31,344,264

Period ended 31 December 2013

	Internally Developed Software \$	Domain Name \$	Intellectual Property \$	Goodwill \$	Total \$
Opening net book amount	548,834	38,267	5,184,544	-	5,771,645
Acquisitions	337,550	-	42,480	-	380,030
Acquisitions through business combinations	-	-	16,229,205	15,328,923	31,938,158
Amortisation	(99,188)	-	(1,366,889)	-	(1,466,077)
Carrying amount at 31 December 2013	787,196	38,267	20,089,340	15,328,923	36,243,726

At 31 December 2013

Cost	1,127,911	288,267	28,941,263	20,710,575	51,068,016
Accumulated amortisation and impairment	(340,715)	(250,000)	(8,851,923)	(5,381,652)	(14,824,290)
Carrying amount at 31 December 2013	787,196	38,267	20,089,340	15,328,923	36,243,726

Notes to the Financial Statements for the Half-Year ended 31 December 2014 (Continued)**Note 6: Equity Securities Issued**

	31-Dec-2014	31-Dec-2013
Issues of Ordinary Shares during the half-year	\$	\$
Ordinary Shares issued – value \$	<u><u>6,591,132</u></u>	<u><u>31,644,710</u></u>
Ordinary Shares issued – number	<u><u>71,742,685</u></u>	<u><u>276,477,622</u></u>

There were no additional shares issued to the Adslot Employee Share Trust during the period which forms part of the consolidated group (2013: 10,078,691).

Note 7: Contingencies

There are no contingencies to be disclosed in the financial statements.

Note 8: Events subsequent to reporting date

In February 2015, the Company received a total of \$2,064,915 of R&D grant proceeds which were shown at December 2014 as Trade and Other Receivables in the Consolidated Statement of Financial Position.

Other than this there has not been any events subsequent to the reporting date that have a significant impact on the financial statements or are expected to have a significant impact on future financial statements.

Directors' Declaration

In the Directors' opinion:

- (a) The financial statements and notes set out on pages 7 to 17 are in accordance with the *Corporations Act 2001*, including:
 - i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - ii) giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance, as represented by the results of its operations, changes in equity and its cash flows, for the half-year ended on that date; and
- (b) there are reasonable grounds to believe that Adslot Ltd will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

On behalf of the Directors.



Andrew Barlow
Chairman

Melbourne
25 February 2015



Grant Thornton

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**Auditor's Independence Declaration
To The Directors of Adslot Ltd**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the review of Adslot Ltd for the half-year ended 31 December 2014, I declare that, to the best of my knowledge and belief, there have been:

- a No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- b No contraventions of any applicable code of professional conduct in relation to the review.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

Eric W Passaris

Eric Passaris
Partner - Audit & Assurance

Melbourne, 25 February 2015

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Independent Auditor's Review Report To the Members of Adslot Ltd

We have reviewed the accompanying half-year financial report of Adslot Ltd ("Company"), which comprises the consolidated financial statements being the statement of financial position as at 31 December 2014, and 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 statement or description of accounting policies, other explanatory information and the directors' declaration of the consolidated entity, comprising both the Company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of Adslot Ltd are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such controls 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 consolidated half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report 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 half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 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 Adslot Ltd, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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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 other 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 complied with the independence requirements of the Corporations Act 2001.

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 Adslot Ltd is not in accordance with the Corporations Act 2001, including:

- a giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and
- b complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

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GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

Eric W Passaris

Eric Passaris
Partner - Audit & Assurance

Melbourne, 25 February 2015