pwc

The Board of Directors
Orion Health Group Limited
Orion House
181 Grafton Road
Grafton
Auckland 1010

19 November 2014

Dear Directors

Independent Assurance Practitioner's Report on the compilation of the pro forma 30 September 2014 consolidated balance sheet to satisfy ASX listing requirements

We have completed our assurance engagement to report on the compilation of the pro forma 30 September 2014 consolidated balance sheet of Orion Health Group Limited ("the Company") and its subsidiaries ("the Group") by the directors of the Company.

The pro forma financial information consists of the consolidated pro forma balance sheet as at 30 September 2014 prepared by the Company's directors on the basis of the accompanying assumptions and related notes. The proforma financial information has been prepared for the purposes of listing on the Australian Stock Exchange (ASX).

The pro forma financial information has been compiled by the Company's directors to illustrate the Group's balance sheet on 30 September 2014 as if the Company's intial public offering of shares (IPO) had taken place, with the shares issued, offer expenses paid and the net cash proceeds received, as at that date. As part of this process, information about the Group's financial position has been extracted by the Company's directors from the Group's financial statements for the six month period ended 30 September 2014, on which a review report was issued to the Company's directors on 24 October 2014.

Directors' Responsibility for the Pro Forma Financial Information
The Company's directors are responsible for compiling the pro forma financial information on the basis of the accompanying assumptions and related notes, which were prepared by them.

Assurance Practitioner's Responsibilities
Our responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the Company's directors on the basis of the accompanying assumptions and related notes.

PricewaterhouseCoopers, 188 Quay Street, Private Bag 92162, Auckland 1142, New Zealand
T: +64 9 355 8000, F: +64 9 355 8001, pwc.co.nz

We conducted our engagement in accordance with International Standard on Assurance Engagements (New Zealand) (ISAE (NZ)) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the New Zealand Auditing and Assurance Standards Board. This standard requires that the assurance practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Company's directors have compiled, in all material respects, the pro forma financial information on the basis of the accompanying assumptions and related notes.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of the pro forma financial information is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction will be as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Company's directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the assurance practitioner's judgement, having regard to the assurance practitioner's understanding of the nature of the Company and the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We have no relationship with or interests in the Company, or any of its subsidiaries, other than in our capacities as auditors and through the provision of other assignments for the Company in the area of advisory services. These services have not impaired our independence as provider of assurance services to the Company and the Group.

Opinion
In our opinion, the pro forma financial information presented for the Group as at 30 September 2014 as attached has been compiled, in all material respects, on the basis of the accompanying assumptions and related notes.

Restriction on Use
This report has been prepared for the directors of the Company so that they can satisfy their obligations in relation to the proposed ASX listing. We disclaim any responsibility for reliance on this report or the amounts included in the pro forma financial information attached for any purpose other than that for which they were prepared.

Yours faithfully

PricewaterhouseCoopers

Chartered Accountants Auckland

Orion Health Group Limited (formerly Orion Corporation Limited)
Pro Forma Consolidated Balance Sheet
as at 30 September 2014

	Note	Unaudited Actual 30 Sep 2014 NZ$'000	Unaudited Pro Forma Adjustments NZ$'000	Unaudited Pro Forma 30 Sep 2014 NZ$'000
ASSETS				
Current assets				
Cash and cash equivalents		13,817	110,176	123,993
Trade and other receivables		37,832	-	37,832
Accrued revenue		19,667	-	19,667
Current income tax asset		2,095	-	2,095
		73,411	**110,176**	**183,587**
Non-current assets				
Accrued revenue		7,554	-	7,554
Deferred tax assets		15,829	-	15,829
Property, plant and equipment		12,644	-	12,644
Intangibles		2,190	-	2,190
		38,217	**-**	**38,217**
TOTAL ASSETS		**111,628**	**110,176**	**221,804**
LIABILITIES				
Current liabilities				
Bank overdraft		4,295	(4,295)	-
Trade and other payables		11,763	-	11,763
Employee benefits		14,188	-	14,188
Revenue in advance		36,966	-	36,966
Provisions for other liabilities		1,350	-	1,350
		68,562	**(4,295)**	**64,267**
Non-current liabilities				
Provisions for other liabilities		624	-	624
		624	**-**	**624**
TOTAL LIABILITIES		**69,186**	**(4,295)**	**64,891**
NET ASSETS		**42,442**	**114,471**	**156,913**
EQUITY				
Share capital	3	45,557	116,235	161,792
Treasury shares		(6,367)	-	(6,367)
Share-based payment reserve		684	-	684
Retained earnings	3	3,260	(1,764)	1,496
Foreign currency translation reserve		(692)	-	(692)
TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT		**42,442**	**114,471**	**156,913**

pwc

Orion Health Group Limited (formerly Orion Corporation Limited)
Pro Forma Consolidated Balance Sheet
as at 30 September 2014

Notes to the Pro Forma Consolidated Balance Sheet

1 – Reporting Entity and Basis of Preparation

This unaudited consolidated pro forma balance sheet ('pro forma balance sheet') for the 'Group' is for the economic entity comprising Orion Health Group Limited (the 'Company') and its subsidiaries (together referred to as the 'Group'). The Company changed its name from Orion Corporation Limited to Orion Health Group Limited on 1 October 2014.

This pro forma balance sheet of the Group as at 30 September 2014 has been prepared using the same accounting policies and methods of computation as, and should be read in conjunction with, the audited annual financial statements for the year ended 31 March 2014 and the unaudited consolidated condensed interim financial statements for the six months ended 30 September 2014, other than the updated accounting policy for share capital as set out in note 2 below. The audited annual financial statements for the year ended 31 March 2014 and the unaudited consolidated condensed interim financial statements for the six months ended 30 September 2014, including the notes to those financial statements, are included in sections 8.5 and 8.6 respectively of the Company's Initial Public Offering ('IPO') Prospectus dated 28 October 2014.

This pro forma balance sheet consists of the unaudited consolidated balance sheet as at 30 September 2014 and adjustments to demonstrate the financial position of the Group as if the IPO had taken place, with the shares issued, offer expenses paid and net cash proceeds received, as at that date. The number of shares issued, the amount of the offer expenses and net cash proceeds are based on the Group's current expectations, including the results of the IPO book-build process and the fees invoiced and estimated by the Group's advisers and suppliers. This pro forma balance sheet has been prepared in order to satisfy the listing rules as part of the proposed Australian Stock Exchange listing.

2 – Share Capital Accounting Policy

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds. Transaction costs related to the listing of new shares and the simultaneous sale and listing of existing shares are allocated to those transactions on a proportional basis. Where any Group company purchases the Company's share capital (treasury shares), the consideration paid is deducted from equity attributable to the Company's equity holders until the shares are cancelled or transferred outside the Group.

3 – Pro Forma Adjustment Assumptions

The pro forma adjustment to Share Capital demonstrates the expected issuance of 21,052,632 new ordinary shares by the Group on 26 November 2014 at an issue price of NZ$5.70 per share, offered under the Investment Statement and Prospectus dated 28 October 2014 for the IPO of ordinary shares in Orion Health Group Limited. Gross proceeds of NZ$120,000,000 are expected from the IPO.

Transaction costs related to the issue of new shares of NZ$5,529,000 in total are expected to be incurred. Transaction costs related to the issue of new share capital are recognised directly in equity as a reduction of the share proceeds received. Transaction costs relating to the sale and listing of existing shares are not considered costs of an equity instrument as no equity instrument is issued, and consequently these costs are recognised as an expense in the Statement of Comprehensive Income when incurred and adjusted against retained earnings in the pro forma balance sheet. Transaction costs related to both the listing of new shares and to the simultaneous sale and listing of existing shares are allocated to those transactions on a proportional basis. It is expected that a small portion of the transaction costs will be tax deductible for the Company. No allowance has been made for this in the pro forma balance sheet adjustments as the amount cannot be reliably estimated at this time. Applying the Share Capital Accounting Policy, transaction costs of NZ$3,765,000 have been deducted from the share proceeds received and transaction costs of $1,764,000 have been expensed in the Statement of Comprehensive Income (therefore adjusted through retained earnings on the balance sheet).