GOLDSEARCH LIMITED ABN 73 006 645 754

HALF-YEAR FINANCIAL REPORT FOR THE SIX MONTH PERIOD ENDED 31 DECEMBER 2016

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Directors' Report

Your directors have pleasure in submitting the half-year financial report of Goldsearch Limited for the six month period ended 31 December 2016 and report as follows:

Directors

The names of the directors in office throughout the half-year period ended 31 December 2016 and to the date of this report are:

Mr J.M.E. Percival (Chairman) Mr G. Tetley Ms Elissa Hansen

Principal activities

During the half year, the Company continued to pursue investment opportunities which resulted in a signed binding share sale agreement with Zoono Group Limited.

There were no significant changes in the nature of activities of the Company that occurred during the halfyear.

Review of operations

The operating loss incurred by the Company in the period was \$428,597.

The following occurred during the half-year under review:

Zoono Group Limited share sale agreement

In August 2016, Goldsearch signed a binding share sale agreement with Zoono Group Limited ("Zoono"). This agreement has been signed on condition of approval by the Shareholders. Consideration for the purchase will be the issue and allotment of 94,500,000 fully paid ordinary Goldsearch shares on a post-consolidation basis.

Goldsearch undertook a consolidation of capital on a ratio of 2:1, prior to the issue of consideration. The consolidation was completed after approval by Shareholders at the General Meeting held 18 January 2017.

The company will now seek capital by way of issuing up to 50,000,000 shares at an issue price of \$0.20 per share, via a Prospectus Offer.

Subsequent events

Funding

In February 2017, the company placed 1 million ordinary shares at \$0.15 per share to raise \$150,000. The proceeds will be used to fund working capital as the Company moves to complete the Zoono transaction.

Prospectus

On 28 February 2017, the Company lodged a Prospectus with ASIC and which was announced on the ASX on 1 March 2017.

Under the Prospectus, the Company:

1. Seeks to raise a minimum of \$7 million and a maximum of \$10 million at \$0.20 per share (minimum 35 million shares, maximum 50 million shares); and

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Directors' Report

2. Contemplates a change of business based on a proposed acquisition of Zoono Group Limited, a developer and manufacturer of antimicrobial products.

A replacement prospectus was subsequently issued on 14 March 2017 following a request from the Australian Securities and Investments Commission to clarify specific matters within the Prospectus.

There have been no other matters or circumstances that have arisen since 31 December 2016 that have significantly affected or may significantly affect:

- (i) the Company's operations in future years; or
- (ii) the results of those operations in future years; or
- (iii) the Company's state of affairs in future years.

Auditor's independence declaration

The Company's independent auditor has provided an independence declaration to the Company for the half-year period ended 31 December 2016. A copy of the declaration is attached to, and forms part of, this directors' report.

Signed in accordance with a resolution of the board of directors.

Mr John Percival

Sydney 15 March 2017



Chartered Accountants and Business Advisers

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AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF GOLDSEARCH LIMITED

SYDNEY

Level 40 2 Park Street Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW 2001

Ph: (612) 9263 2600 Fx: (612) 9263 2800

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2016 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

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Drew Townsend Partner

Dated: 15 March 2017

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Statement of Profit or Loss and Other Comprehensive Income

for the Half Year Period Ended 31 December 2016

	Note	Half year ended 31 Dec 2016 \$	Half year ended 31 Dec 2015 \$
Continuing operations:			
Revenue		-	-
Other Income		-	227,338
Salary costs (including directors' fees)	2	(51,273)	(55,010)
Finance costs		(34,220)	-
Professional and legal fees	2	(254,687)	(104,250)
Operating lease expenses (office premises)		(8,909)	(7,182)
ASX and share registry expenses		(61,584)	(56,393)
Insurance		(7,416)	(12,637)
Printing and postage		(3,350)	(4,895)
Other expenses		(7,158)	(9,868)
Loss before income tax expense	2	(428,597)	(22,897)
Income tax expense	-	-	
Loss for the period	-	(428,597)	(22,897)
Other comprehensive income			
Net loss on revaluation of investments	-	-	
Other comprehensive loss for the period	-	<u>-</u>	<u>-</u>
Total comprehensive loss for the period	-	(428,597)	(22,897)
Loss attributable to members of the Company		(428,597)	(22,897)
Total comprehensive loss attributable to members of the Company		(428,597)	(22,897)
Earnings per share Continuing operations:			
Basic loss per share* (cents per share)		(2.93)	(0.22)
Diluted loss per share* (cents per share)		(2.93)	(0.22)

^{*}Pre-share consolidation

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Statement of Financial Position

as at 31 December 2016

	Note	As at 31 Dec 2016 \$	As at 30 Jun 2016 \$
CURRENT ASSETS			
Cash and cash equivalents		20,299	107,596
Trade and other receivables		27,883	14,865
Other assets		-	5,907
TOTAL CURRENT ASSETS	_	48,182	128,368
TOTAL ASSETS		48,182	128,368
CURRENT LIABILITIES			
Trade and other payables		413,803	406,539
Convertible notes		273,987	-
TOTAL CURRENT LIABILITIES	_	687,790	406,539
TOTAL LIABILITIES		687,790	406,539
NET ASSETS	_	(639,608)	(278,171)
EQUITY			
Issued capital	6	34,789,272	34,798,272
Other contributed equity	6	-	-
Reserves		67,160	-
Accumulated losses		(35,505,040)	(35,076,443)
TOTAL EQUITY	_	(639,608)	(278,171)

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Statement of Changes In Equity

for the Half Year Period Ended 31 December 2016

		Issued capital	Other contributed equity	Reserves		
	Note	Ordinary shares	Ordinary shares yet to be issued	Share-based payments	Accumulated losses	Total
		\$	\$	\$	\$	\$
Balance at 1 July 2015		34,104,932	77,800	-	(34,844,937)	(662,205)
Loss for the period		-	-	-	(231,506)	(231,506)
Other comprehensive income for the period		-	-	-	-	-
Total comprehensive income for the period		-	-	-	(231,506)	(231,506)
Shares issued during the period, net of issue costs		615,540	-	-	-	615,540
Shares yet to be issued		77,800	(77,800)	-	-	-
Options lapsed in the period		-	-	-	-	-
Balance at 30 June 2016	6	34,798,272	-	-	(35,076,443)	(278,171)
Balance at 1 July 2016		34,798,272	-	-	(35,076,443)	(278,171)
Loss for the period		-	-	-	(428,597)	(428,597)
Other comprehensive income for the period		-	-	-	-	-
Total comprehensive income for the period		-	-	-	(428,597)	(428,597)
Derivative component of convertible notes issued		-	-	67,160	-	67,160
Balance at 31 December 2016	6	34,798,272	-	67,160	(35,505,040)	(639,608)

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Statement of Cash Flows

for the Half-Year Period Ended 31 December 2016

	Half year ended	Half year ended
	31 Dec 2016 \$	31 Dec 2015 \$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Payments to suppliers and employees	(400,657)	(489,503)
Net cash used in operating activities	(400,657)	(489,503)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	-	555,200
Proceeds from issue of convertible notes, net of costs	313,360	-
Share issue costs		(55,580)
Net cash provided by financing activities	313,360	499,620
Net increase in cash and cash equivalents held	(87,297)	10,117
Cash and cash equivalents at beginning of period	107,596	103,608
Cash and cash equivalents at end of period	20,299	113,725

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These general purpose financial statements for the interim half-year reporting period ended 31 December 2016 have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134: Interim Financial Reporting. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

This half-year financial report does not include all the notes generally included in an annual financial report. Accordingly, this report should be read in conjunction with the annual report for the year ended 30 June 2016 and any public announcements made by Goldsearch Limited during the half-year reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The half-year financial report was authorised for issue by the directors on 15 March 2017.

The half-year financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected financial assets and financial liabilities for which the fair value basis of accounting has been applied. All amounts are presented in Australian dollars, unless otherwise noted.

The same accounting policies and methods of computation have been followed in this half-year financial report as were applied in the most recent annual financial statements. There are no new revised standards and amendments thereof and Interpretations effective for the current reporting period that is relevant to the Company.

Critical accounting estimates and judgements

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make estimates, judgements and assumptions 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 Company. Actual results may differ from the estimates.

Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the period of \$428,597 (2015: \$22,897) and had net cash outflows from operating activities of \$400,657 (2015: \$489,503) and has a deficit of assets of \$639,608 (June 2016: \$278,171). These conditions give rise to a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

Currently the Company does not yet have a significant revenue stream and must rely on raising money in the capital markets. However, the Directors have a long history of successfully raising capital, but there is no guarantee that adequate funds will be available when required in the future.

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 1: STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

Going concern (continued)

The Directors believe it is appropriate to prepare these accounts on a going concern basis because:

- During the half year to 31 December 2016, Goldsearch signed a binding share sale agreement with Zoono Group Limited ("Zoono"). Consideration for the purchase will be the issue and allotment of 94,500,000 fully paid ordinary Goldsearch shares on a post-consolidation basis. The company will now seek capital by way of issuing up to 50,000,000 shares at an issue price of \$0.20 per share, via a Prospectus Offer;
- In February 2017, Goldsearch successfully raised an additional \$150,000 through the issue of 1,000,000 ordinary shares at an issue price of \$0.15 per share. These funds will be utilised for working capital as the company operates during the Zoono transaction phase;
- The Directors have an appropriate plan to raise additional funds as and when they are required. In light of the Company's change in direction, the Directors believe that the additional capital required can be raised in the market by any one or a combination of the following: Placement of shares to excluded offerees, pro-rata issue to shareholders, and/or a further issue of shares to the public;
- The Directors can adopt an appropriate plan to reduce operating and investing expenditure if appropriate funding is unavailable.

As a result, the accounts have been prepared on the basis that the Company can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realisation of assets and liabilities in the ordinary course of business.

NOTE 2: LOSS FOR THE PERIOD

		Half year ended	Half year ended
		31 Dec 2016 \$	31 Dec 2015 \$
Loss before income tax has been determined after the following significant items:			
Professional and Legal fees	(a)	254,687	104,250

Notes:

(a) During the period ending 31 December 2016, the Company incurred significant costs which were expensed in the statement of profit or loss and other comprehensive income in relation to the Zoono transaction.

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 3: SEGMENT INFORMATION

Description of segments

Management has determined the operating segments based on reports presented to the board for making strategic decisions.

• Minerals exploration Australia – Queensland

This segment covers all exploration revenue and expenditure incurred in Queensland, which includes the Mary Kathleen JV.

The Company currently holds no interest in the Mary Kathleen JV (2015: 20%). Other income in the 2015 half year is attributed to the write back of Mary Kathleen JV costs, which were initially expensed in the 2015 financial year. The Company's holding has reduced from 20% to a 1.75% net smelter return during the 2016 financial year.

• Minerals exploration Australia - Other

The Company ceased all exploration activities in the 2015 financial year.

Investments

The Company held shares in Morning Star Gold NL (MCO), which last traded at 11 cents. However MCO shares were suspended from quotation on ASX as at 31 December 2012. Accordingly the directors have fully impaired the MCO investment.

Mineral exploration Australia

	Queensland	Other	Investments	Total
31 December 2016				
Revenue and other income		-	-	<u>-</u> _
Segment operating profit	-	-	-	-
Assets	<u> </u>	-	-	-
31 December 2015				
Revenue	115,338	-	-	115,338
Segment operating profit	115,338	-	-	115,338
Assets		-	-	

No segment liabilities are disclosed because there is no measure of segment liabilities regularly reported to the chief operating decision maker.

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 3: SEGMENT INFORMATION (CONTINUED)

The total presented for the Company's operating segments reconcile to the key financial figures as presented in its financial statement as follows:

	Half year ended	Half year ended
	31 Dec 2016	31 Dec 2015
	\$	\$
Revenue		
Other income	-	115,338
Company revenue and other income	-	115,338
Profit or loss		
Total reportable segment operating income/(loss)	-	115,338
Other revenue/income not allocated	-	112,000
Other expenses not allocated	(428,597)	(250,235)
Company loss before tax	(428,597)	(22,897)
	As at	As at
	31 Dec 2016	30 Jun 2016
Assets		
Total reportable segment assets	-	-
Other assets	48,182	142,233
Company assets	48,182	142,233

Unallocated expenses consist of operational and compliance costs associated with the running of the Company.

Other assets consist of cash and cash equivalents and trade and other receivables that have not been allocated to any of the other segment assets.

NOTE 4: TRADE AND OTHER PAYABLES

	As at	As at
	31 Dec 2016	30 Jun 2016
	\$	\$
Trade creditors	280,143	213,425
Sundry creditors and accruals	133,660	193,114
	413,803	406,539

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 5: CONTINGENT LIABILITIES

The Company does not have any contingent liabilities at the date of this report.

NOTE 6: ISSUANCES, REPURCHASES AND REPAYMENTS OF SECURITIES

		Half year ended	Half year ended
		31 Dec 2016	31 Dec 2015
		\$	\$
Mov	ement in issued capital during the half-year:		
(a)	Issued capital – ordinary shares:		
	14,628,576 ordinary fully paid shares on issue at beginning of the half-year (2015:3,271,909)	34,798,272	34,104,932
	Issued during the half-year:		
	7,706,667 fully paid ordinary shares issued by a way of private placement at a price of \$0.075 per share	-	578,000
	733,334 fully paid ordinary shares issued by a way of private placement at a price of \$0.075 per share	-	55,000
	Share issue costs	-	(55,580)
	14,628,576 ordinary fully paid shares on issue at end of the half-year (2015:11,711,910)	34,798,272	34,682,352
(b)	Movement in number of issued shares during the		

(b) Movement in number of issued shares during the half-year:

Date	Details	Number	Number
1 July	opening balance	14,628,576	817,921,875
	1:250 share consolidation	-	(814,649,966)
	shares issued		8,440,001
31 December	closing balance	14,628,576	11,711,910

Holders of ordinary shares are entitled to participate in dividends when declared and are entitled to one vote per share, either in person or by proxy, at shareholder meetings. In the event of winding up the Company, ordinary shareholders are ranked after all other creditors and are entitled to any proceeds of liquidation in proportion to the number of and amounts paid on the shares held. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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Notes to the Financial Statements

for the Half Year Period Ended 31 December 2016

NOTE 7: DIVIDENDS

No dividends were declared or paid in the half-year period.

NOTE 8: ECONOMIC DEPENDENCY

The Company does not derive income from any trading activity and is dependent upon the support of shareholders and the market to finance its on-going investing activities.

NOTE 9: MATTERS SUBSEQUENT TO THE REPORTING DATE

Funding

In February 2017, the company placed 1 million ordinary shares at \$0.15 per share to raise \$150,000. The proceeds will be used to fund working capital as the Company moves to complete the Zoono transaction.

Prospectus

On 28 February 2017, the Company lodged a Prospectus with ASIC and which was announced on the ASX on 1 March 2017.

Under the Prospectus, the Company:

- 1. Seeks to raise a minimum of \$7 million and a maximum of \$10 million at \$0.20 per share (minimum 35 million shares, maximum 50 million shares); and
- 2. Contemplates a change of business based on a proposed acquisition of Zoono Group Limited, a developer and manufacturer of antimicrobial products.

A replacement prospectus was subsequently issued following a request from the Australian Securities and Investments Commission to clarify specific matters within the Prospectus.

There have been no matters or circumstances that have arisen since 31 December 2016 that have significantly affected or may significantly affect:

- (i) the Company's operations in future years; or
- (ii) the results of those operations in future years; or
- (iii) the Company's state of affairs in future years.

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Directors' Declaration

- 1. In the opinion of the directors of Goldsearch Limited:
 - (a) the financial statements and notes set out on pages 4 to 13 are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position of the Company as at 31 December 2016 and of its performance, as represented by the results of its operations and its cash flows, for the half-year ended on that date;
 - (ii) complying with Accounting Standard AASB 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 as and when they become due and payable.
- 2. This declaration is made in accordance with a resolution of the directors.

For and on behalf of the directors of Goldsearch Limited

Mr Jethn Percival

Sydney

15 March 2017



Chartered Accountants and Business Advisers

GOLDSEARCH LIMITED ABN 73 006 645 754

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF GOLDSEARCH LIMITED

Report on the Half- Year Financial Report

We have reviewed the accompanying interim financial report of Goldsearch Limited, which comprises the statement of financial position as at 31 December 2016, the statement of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows for the period ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' Responsibility for the Half- Year Financial Report

The directors of Goldsearch Limited are responsible for the preparation of the interim 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 interim financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the interim financial report based on our review. We conducted our review in accordance with 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 interim financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of Goldsearch Limited's financial position as at 31 December 2016 and its performance for the period ended on that date, and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Goldsearch Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of an interim 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.

SYDNEY

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF GOLDSEARCH 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 interim financial report of Goldsearch Limited is not in accordance with the Corporations Act 2001 including:

- (i) giving a true and fair view of Goldsearch Limited's financial position as at 31 December 2016 and of its performance for the period ended on that date; and
- (ii) complying with AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report which indicates that the group has incurred a net loss after tax of \$428,597 and net cash outflows from operating activities of \$400,657 for the half year ended 31 December 2016 and, as of that date, the group's current liabilities exceeded its current assets by \$639,608. As stated in Note 1 these conditions, along with other matters as set forth in Note 1 indicate that a material uncertainty exists that may cast significant doubt about the group's ability to continue as a going concern and therefore, the group may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report. Our conclusion is not modified in respect of this matter.

HALL CHADWICK

Level 40, 2 Park Street

Hall Gradiciele

Sydney NSW 2000

Drew Townsend

Partner

Dated: 15 March 2017