

APPENDIX 4D – Half- Year Report

1. Company details

Name of entity:	Zyber Holdings Ltd
ACN:	131 090 947
Reporting period:	For the half-year ended 31 December 2017
Previous period:	For the half-year ended 31 December 2016

2. Results for announcement to the market

Revenue	up	25.0% to	\$16,137
Loss from ordinary activities after tax attributable to the owners of Zyber Holdings Ltd	down	75.0% to	\$376,230
Loss for the half-year attributable to the owners of Zyber Holdings Ltd	down	75.0% to	\$376,230

3. Review of Operations

Refer to Directors' Report included in the attached half-year financial report.

4. Earnings Per Share

	Reporting period Cents	Previous period Cents
Loss per Share (Basic & Diluted)	<u>(0.06)</u>	<u>(0.39)</u>

5. Net tangible assets

	Reporting period \$	Previous period \$
Net tangible assets per ordinary security	<u>\$0.002</u>	<u>\$0.004</u>

6. Control gained over entities

No new control gained over entities.

7. Loss of control over entities

No

8. Compliance Statement

The report is based on financial statements reviewed by the auditor, a copy of which is attached.

Signed in accordance with a resolution of Directors.

On behalf of the Directors:



Signed _____

Date: 28 February 2018

Geoff Gander
Non-Executive Chairman



ABN: 84 131 090 947

**Interim Financial Report
for the
Half-Year Ended 31 December 2017**

ZYBER HOLDINGS LIMITED

ABN: 84 131 090 947

Interim Financial Report for the Half-Year Ended 31 December 2017

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**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES
CORPORATE INFORMATION**

Corporate Directory

Directors	Mr Geoffrey Gander Non-Executive Chairman Mr George Hatzipapas Executive Director Mr Scott Mison Non-Executive Director
Company Secretary	Mr Scott Mison
Registered Office & Principal Place of Business	50 Ord Street West Perth WA 6000
Postal Address	GPO Box 1282 West Perth WA 6872
Web Site	www.zyber.com.au
Share Registry	Automic Registry Services Level 2, 267 St Georges Terrace Perth WA 6000
Auditors	RSM Australia Partners Level 32, Exchange Tower 2 The Esplanade Perth WA 6000
Legal Advisors	Steinepreis Paganin 16 Milligan Street Perth WA 6000
Stock Exchange Listing	ASX Code: ZYB, ZYBOA
Country of Incorporation and Domicile	Australia

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES
DIRECTORS' REPORT**

Your directors submit the financial report of Zyber Holdings Limited (the "Consolidated Entity") and its controlled entities for the half year ended 31 December 2017.

For this report:

Zyber Holdings Limited or Listed Entity or Company means only legal entity of Zyber Holdings Limited, which is listed on the Australian Securities Exchange (ASX: ZYB). Zyber Holdings Limited is the legal parent of Zyber Secure Mobile Solutions Inc.

Consolidated Entity for the period ended 31 December 2016 and 31 December 2017 and the year ended 30 June 2017 means Zyber Holdings Limited and its subsidiaries combined.

INFORMATION ON DIRECTORS

The names of directors who held office during or since the end of period and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Mr Geoffrey Gander	- Non-Executive Chairman (appointed 4 September 2017)
Mr George Hatzipapas	- Executive Director (appointed 21 February 2018)
Mr Scott Mison	- Non-Executive Director / Company Secretary (appointed 3 October 2017)
Mr Bernard Crawford	- Non-Executive Director (appointed 22 January 2018 and resigned 21 February 2018)
Mr Peter Wall	- Non-Executive Chairman (resigned 22 January 2018)
Mr Paul Callander	- Non-Executive Director (resigned 3 October 2017)
Mr Jason Tomkinson	- Non-Executive Director (resigned 4 September 2017)

PRINCIPAL ACTIVITIES

The principal activities of the Company during the interim financial period were the development of computer hardware, software and services of secure file synchronization and sharing solutions in Canada.

REVIEW OF OPERATIONS

Zyber Product Development

During the first quarter, the Zyber development team completed the launch of the Zyber Enterprise application as a free beta product. This enabled potential customers to register a private domain with 2GB of space and then test drive the platform for free.

The development team also completed development of import functionality from Dropbox, allowing Zyber users to connect to their Dropbox account and import files into the Zyber platform. This integration has shown that Zyber can be connected with other file sharing platforms to ensure that data can be imported and managed from the Zyber platform, giving users the convenience and security of the central control of their data.

During the second quarter, the Zyber development team monitored and resolved issues with the beta stage Zyber platform and continued to enhance the application based on this valuable feedback.

In addition to this work, a new feature was added which provided the ability to upload files and integrate with zapier.com, a web-based service that allows end users to integrate the various web applications ("apps") they use.

Zapier connects to thousands of apps and can trigger custom workflows allowing users to build integrations very easily to the Zyber secure file storage platform.

During the half year, development work also continued in providing key performance improvements, particularly with large file uploads and data storage configurations. This ensures easy scalability for the platform meaning that Zyber can handle large data, and rapidly expanding data, which should provide more opportunities for the software in the future.

The go forward plan into the second half should see the development team begin integrating other storage solutions and abstracting Zyber's data layer to allow storage anywhere. This will mean that Zyber users will be given a choice on where to store their data, ensuring the most sensitive data remains in the most secure locations.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES
DIRECTORS' REPORT**

CORPORATE

At the end of the period the consolidated entity had \$1,346,334 in cash and the following securities on issue:

- 648,078,607 fully paid ordinary shares;
- 263,603,561 listed options exercisable at \$0.012 on or before 31 October 2019;
- 200,000 options exercisable at \$2.50 on or before 30 November 2018; and
- 29,920,000 options exercisable at \$0.05 on or before 31 October 2019.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

During the half year there were the following significant changes in the state of affairs of the consolidated entity occurred:

- On 4 September 2017 Mr Geoffrey Gander was appointed as a Non-Executive Chairman after the resignation of Mr Jason Tomkinson.
- On 3 October 2017 Mr Scott Mison was appointed as a Non-Executive Director and Company Secretary after the resignation of Mr Paul Callander as a Director and Elizabeth Hunt resigned as Company Secretary.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The following significant events occurred after the reporting period:

- On 22 January 2018 Mr Bernard Crawford was appointed as a Non-Executive director after the resignation of Mr Peter Wall.
- On 21 February 2018 Mr George Hatzipapas was appointed as an Executive Director and Mr Bernard Crawford resigned.
- On 14 February 2018, the Company requested a trading halt pending an announcement on a potential investment in a privately held company. The Company, on 16 February 2018 requested a voluntary suspension pending that announcement and remains in suspension at the date of this report.

AUDITOR'S INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires our auditors, RSM Australia Partners, to provide the Directors of the consolidated entity with an Independence Declaration in relation to the review of the interim financial report. This Independence Declaration is set out in this report and forms part of this Directors' Report for the period ended 31 December 2017.

This report is signed in accordance with a resolution of the Board of Directors, made pursuant to s306(3) of the Corporations Act 2001.



Geoff Gander
Non-Executive Chairman
Dated: 28 February 2018

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Zyber Holdings Limited for the half-year ended 31 December 2017, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

RSM

RSM AUSTRALIA PARTNERS

Al Whyte
ALASDAIR WHYTE
Partner

Perth, WA
Dated: 28 February 2018

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**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

		Consolidated Entity	
	Note	31 December 2017 \$	31 December 2016 \$
Revenue		16,137	12,920
Other income		-	554
Employee and management benefits expense		(33,960)	(172,366)
Marketing and promotion expense		(60,995)	(220,391)
Professional fees		(143,298)	(656,222)
Depreciation expense		-	(714)
Finance costs		(1,011)	(18,129)
Share based payments	5	-	(160,000)
Foreign exchange loss		-	(2,408)
Other expenses		(153,103)	(288,326)
Loss before income tax		(376,230)	(1,505,082)
Income tax expense		-	-
Loss after income tax		(376,230)	(1,505,082)
Other comprehensive income		-	-
Total comprehensive loss for the period		(376,230)	(1,505,082)
Loss per share			
Basic loss per share (cents)	2	(0.06)	(0.39)
Diluted loss per share (cents)	2	(0.06)	(0.39)

The accompanying notes form part of these financial statements.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2017

		Consolidated Entity	
	Note	As at 31 December 2017 \$	As at 30 June 2017 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		1,346,334	1,745,049
Trade and other receivables		18,628	14,572
Other assets		160,219	223,821
TOTAL CURRENT ASSETS		<u>1,525,181</u>	<u>1,983,442</u>
NON-CURRENT ASSETS			
Intangible assets		7,656	7,508
TOTAL NON-CURRENT ASSETS		<u>7,656</u>	<u>7,508</u>
TOTAL ASSETS		<u>1,532,837</u>	<u>1,990,950</u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		51,627	111,143
TOTAL CURRENT LIABILITIES		<u>51,627</u>	<u>111,143</u>
TOTAL LIABILITIES		<u>51,627</u>	<u>111,143</u>
NET ASSETS		<u>1,481,210</u>	<u>1,879,807</u>
EQUITY			
Issued capital	3	7,910,270	7,721,874
Reserves	4	3,928,685	4,139,448
Accumulated losses		(10,357,745)	(9,981,515)
TOTAL EQUITY		<u>1,481,210</u>	<u>1,879,807</u>

The accompanying note form part of these financial statements.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

	Issued Capital	Reserves	Accumulated Losses	Total
Consolidated Entity	\$	\$	\$	\$
Balance at 1 July 2016	5,766,503	3,870,480	(7,914,286)	1,722,697
Loss for the period	-	-	(1,505,082)	(1,505,082)
Total comprehensive loss for the period	-	-	(1,505,082)	(1,505,082)
Transactions with owners, in their capacity as owners, and other transfers				
Shares issued during the period	2,463,018	-	-	2,463,018
Options issued during the period	-	382,055	-	382,055
Foreign currency translation	-	26,757	-	26,757
Transaction costs	(242,028)	-	-	(242,028)
Transaction costs – share based payment (Note 5)	(381,555)	-	-	(381,555)
Total transactions with owners and other transfers	1,839,435	408,812	-	2,248,247
Balance at 31 December 2016	7,605,938	4,279,292	(9,419,368)	2,465,862
Balance at 1 July 2017	7,721,874	4,139,448	(9,981,515)	1,879,807
Loss for the period	-	-	(376,230)	(376,230)
Total comprehensive loss for the period	-	-	(376,230)	(376,230)
Transactions with owners, in their capacity as owners, and other transfers				
Conversion of exchangeable shares (as per Zyber acquisition)	188,396	(188,396)	-	-
Foreign currency translation	-	(22,367)	-	(22,367)
Total transactions with owners and other transfers	188,396	(210,763)	-	(22,367)
Balance at 31 December 2017	7,910,270	3,928,685	(10,357,745)	1,481,210

The accompanying notes form part of these financial statements.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

	Consolidated Entity	
	31 December 2017	31 December 2016
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Interest received	16,137	12,920
Payments to suppliers and employees	(414,852)	(1,291,218)
Net cash (used in) operating activities	(398,715)	(1,278,298)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of tenements	-	554
Net cash provided by investing activities	-	554
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	-	2,303,518
Share issue costs	-	(242,028)
Net cash provided by financing activities	-	2,061,490
Net (decrease)/increase in cash held	(398,715)	783,746
Cash and cash equivalents at beginning of financial period	1,745,049	1,531,301
Cash and cash equivalents at end of financial period	1,346,334	2,315,047

The accompanying notes form part of these financial statements.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

These general purpose financial statements for the interim half-year reporting period ended 31 December 2017 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 December 2017 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

(b) New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

It has been determined by the consolidated entity that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to consolidated entity accounting policies.

(d) Significant accounting judgements and key estimates

The preparation of interim financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reports amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparing this half-year report, the significant judgements made by management in applying the consolidated entity's accounting policies and key sources of estimation uncertainty were the same as those that applied to the consolidated financial report for the year ended 31 December 2017.

The financial report was authorised for issue on 28 February 2018 by the Board of directors.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

NOTE 2 LOSS PER SHARE

		Consolidated Entity	
		31 December 2017	31 December 2016
		\$	\$
(a)	Loss for the period	(376,230)	(1,505,082)
	Loss used to calculate basic loss per share	(376,230)	(1,505,082)
	Loss used in the calculation of dilutive loss per share	(376,230)	(1,505,082)
		Number	Number
(b)	Weighted average number of ordinary shares outstanding during the period used in calculating basic loss per share	643,651,723	386,580,997
	Weighted average number of ordinary shares outstanding during the period used in calculating dilutive loss per share	643,651,723	386,580,997

NOTE 3 ISSUED CAPITAL

		Consolidated Entity	
		31 December 2017	30 June 2017
		\$	\$
	Ordinary shares issued and fully paid (a)	7,910,270	7,721,874
	Total issued capital	7,910,270	7,721,874
		Number	\$
(a)	Ordinary Shares		
	At 1 July 2016	229,207,210	5,766,503
	Shares issued during the period		
	Conversion of performance rights	8,000,000	160,000
	Conversion of exchangeable shares (as per Zyber acquisition)	2,768,699	115,936
	Shares issued for cash via placement	190,000,000	1,235,000
	Shares issued for cash via entitlement offer	213,603,562	1,068,018
	Shares issue costs	-	(623,583)
	At the end of the reporting period – 30 June 2017	643,579,471	7,721,874

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

NOTE 3 ISSUED CAPITAL (Continued)

(a) Ordinary Shares	Number	\$
At 1 July 2017	643,579,471	7,721,874
Shares issued during the period		
Conversion of performance shares	4,499,136	188,396
At the end of the reporting period – 31 December 2017	648,078,607	7,910,270

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At the shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

(c) Capital Management

Management effectively manages the consolidated entity's capital by assessing the consolidated entity's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in strategy adopted by management to control the capital of the consolidated entity since the financial period ended 31 December 2017.

NOTE 4 RESERVES

	Consolidated 31 December 2017 \$	30 June 2017 \$
Exchangeable Shares Reserve (a)	3,384,213	3,572,609
Options Reserve (b)	382,055	382,055
Foreign Currency Reserve (c)	162,417	184,784
	<u>3,928,685</u>	<u>4,139,448</u>

	Consolidated			
	31 December 2017		30 June 2017	
(a) Exchangeable Shares Reserve	Number	\$	Number	\$
Balance at beginning of period	85,318,203	3,572,609	88,086,902	3,688,545
Shares exchanged for Zyber Holdings Limited shares	(4,499,136)	(188,396)	(2,768,699)	(115,936)
At the end of the reporting period	<u>80,819,067</u>	<u>3,384,213</u>	<u>85,318,203</u>	<u>3,572,609</u>

Exchangeable shares are non-voting, convertible, redeemable, preferred shares in the capital of 1050494 B.C. Ltd. Each exchangeable share is exchangeable for one ordinary share in Zyber Holdings Limited at the election of the holder before 16 February 2021. Exchangeable shares are subject to an escrow period of at least 12 months and no more than 24 months since the date of the acquisition of Zyber Secure Mobile Solutions Inc.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

NOTE 4 RESERVES (continued)

(b) Options Reserve	Number	\$
Options outstanding as at 1 July 2016	40,089,062	-
Add options issued during the financial year:		
Options issued for Entitlement Offer on 10 October 2016	106,801,759	-
Options issued to the underwriter for its services in relation to the Entitlement Offer on 10 October 2016	106,801,802	381,555
Options issued as per Placement on 9 December 2016	50,000,000	500
Options outstanding as at 30 June 2017	<u>303,692,623</u>	<u>382,055</u>
 Options outstanding as at 1 July 2017	 303,692,623	 382,055
Expiry of options exercisable at \$0.30 on or before 1 December 2017	9,969,062	-
Options outstanding as at 31 December 2017	<u>293,723,561</u>	<u>382,055</u>

(c) Foreign Currency Reserve	Consolidated 31 December 2017 \$	30 June 2017 \$
Foreign currency translation reserve	184,784	181,935
Movement in reserve	(22,367)	2,849
	<u>162,417</u>	<u>184,784</u>

NOTE 5 SHARE BASED PAYMENTS

31 December 2017

There were no share based payment arrangements issued during the period.

31 December 2016

The following share based payment arrangements were issued during the period:

Grant Date / Entitlement	Number of Instruments	Grant Date	Fair Value at grant date \$	Value \$
Performance rights issued in consideration for services rendered to the Company by employees and consultants converted on 5 August 2016 and 9 September 2016 as per general meeting	8,000,000	05/07/2016	0.02	160,000
Options issued in consideration for services rendered to the Company by consultant	106,801,802	25/11/2016	0.004	381,555

The fair value of shares issued during the period as share based payments was determined by reference to the market value of the shares at grant date.

The aggregate value of share based payments for the financial period was \$541,555.

- \$160,000 has been recognised as share based payment expense during the financial period.
- \$381,555 has been recognised as share issue costs in Statement of Changes in Equity during the financial period.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2017

NOTE 6 CONTINGENT ASSETS AND CONTINGENT LIABILITIES

Contingent assets

There are no contingent assets at reporting date (30 June 2017: Nil).

Contingent liabilities

There are no contingent liabilities at reporting date (30 June 2017: Nil).

NOTE 7 OPERATING SEGMENTS

Segment Information

Identification of reportable 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.

Following adoption of AASB 8, the identification of the company's reportable segments has not changed.

During the period, the company considers that it has only operated in one segment, being the development and sale of computer hardware, software and services of secure file synchronisation and sharing solution in Canada.

The consolidated entity is domiciled in Australia.

NOTE 8 EVENTS AFTER THE REPORTING PERIOD

The following significant events occurred after the reporting period:

- On 22 January 2018 Mr Bernard Crawford was appointed as a Non-Executive director after the resignation of Mr Peter Wall.
- On 21 February 2018 Mr George Hatzipapas was appointed as an Executive Director and Mr Bernard Crawford resigned.
- On 14 February 2018, the Company requested a trading halt pending an announcement on a potential investment in a privately held company. The Company, on 16 February 2018 requested a voluntary suspension pending that announcement and remains in suspension at the date of this report.

Other than the above, no matters or circumstances have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial periods.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES
DIRECTORS' DECLARATION**

In the opinion of the Directors of Zyber Holdings Limited ('the consolidated entity'):

1. The financial statements and notes thereto of the consolidated entity, as set out within this financial report, are in accordance with the *Corporations Act 2001* including:
 - (a) complying with Accounting Standard AASB 134: Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (b) giving a true and fair view of the consolidated entity's financial position as at 31 December 2017 and its performance for the half-year then ended.
2. In the Directors' opinion there are reasonable grounds to believe that the company 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 Board of Directors made pursuant to Section 303(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

A handwritten signature in blue ink, appearing to read 'GG', with a long horizontal stroke extending to the right.

Geoff Gander
Non- Executive Chairman

Dated this 28 day of February 2018

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**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF
ZYBER HOLDINGS LIMITED**

We have reviewed the accompanying half-year financial report of Zyber Holdings Limited, which comprises the statement of financial position as at 31 December 2017, 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 of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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 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 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 2017 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 Zyber Holdings Limited, 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 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.

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Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Zyber Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

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 Zyber Holdings Limited 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 2017 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*.

RSM

RSM AUSTRALIA PARTNERS

AL Whyte

ALASDAIR WHYTE
Partner

Perth, WA
Dated: 28 February 2018