

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 2018
Previous period:	For the half-year ended 31 December 2017

2. Results for announcement to the market

Revenue	down	88% to	\$1,913
Loss from ordinary activities after tax attributable to the owners of Zyber Holdings Ltd	down	38% to	\$232,679
Loss for the half-year attributable to the owners of Zyber Holdings Ltd	down	38% to	\$232,679

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>(0.04)</u>	<u>(0.06)</u>

5. Net tangible assets

	Reporting period \$	Previous period \$
Net tangible assets per ordinary security	<u>\$0.001</u>	<u>\$0.002</u>

6. Control gained over entities

No new control gained over entities.

7. Loss of control over entities

No loss of control over entities.

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 2019

George Hatzipapas
Executive Chairman



Holdings Limited

ABN: 84 131 090 947

**Interim Financial Report
for the
Half-Year Ended 31 December 2018**

ZYBER HOLDINGS LIMITED

ABN: 84 131 090 947

Interim Financial Report for the Half-Year Ended 31 December 2018

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

Corporate Directory

Directors

Mr George Hatzipapas
Executive Chairman

Mr John O'Connor
Non-Executive Director

Mr Prasanth Rasam
Non-Executive Director

Company Secretary

Mrs Terri Bakos

**Registered Office & Principal Place of
Business**

17 Lacey Street
Perth WA 6000
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Postal Address

PO Box 1745
Carindale, Queensland 4152

Web Site

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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
Ph: 1300 288 664

Legal Advisors

Dominion Legal
17 Lacey Street,
Perth WA 6000

Securities 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 2018.

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 2017 and 31 December 2018 and the year ended 30 June 2018 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 George Hatzipapas	- Executive Chairman (appointed 21 February 2018)
Mr George Callianiotis	- Non-Executive Director (resigned 30 November 2018)
Mr Scott Mison	- Non-Executive Director / Company Secretary (resigned 31 October 2018)
Mr John O'Connor	- Non-Executive Director (appointed 31 October 2018)
Mr Prasanth Rasam	- Non-Executive Director (appointed 30 November 2018)

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 Australia.

REVIEW OF OPERATIONS

During the last half year, Zyber has successfully migrated its IP assets from Canada to Australia by undertaking both a thorough review and transition program.

Key elements of this review and transition program included:

Engagement of a suitably qualified IT consultant to assist in the process of relocating the hosting services and undertaking further evaluation work on the blockchain enhancement of the Zyber products:.

- New Amazon web service accounts were set up with the assistance of the IT consultant, with a subsequent architectural analysis of the Zyber platform being performed. This resulted in remedial work to the database to then allow the Zyber platform to be brought up to date with third party software patches and software utilities in the Australian jurisdiction;
- A specialist Network advisor was retained to re-establish control of all IT services (including emails, Amazon services, servers, domains and hosting) away from the Canadian services jurisdiction and to successfully transfer that within the Australian jurisdiction; and
- A team of programmers was sourced to commence the process of moving the IP to a new housing with all connected services so that it could be tested in the new environment. This work was completed during the last half year and further trial were commenced as a part of the commercialization process.

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

CORPORATE

At the end of the period the consolidated entity had \$876,639 in cash and the following securities on issue:

- 650,759,725 fully paid ordinary shares;
- 260,922,443 listed options exercisable at \$0.012 on or before 31 October 2019;
- 29,920,000 unlisted options exercisable at \$0.05 on or before 31 October 2019; and
- 80,818,257 exchangeable shares exercisable on or before 16 February 2021.

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 31 October 2018 Mr John O'Connor was appointed as a Non-Executive Director and Mrs Terri Bakos as Company Secretary after the resignation of Mr Scott Mison.
- On 30 November 2018 Mr PK Rasam was appointed as a Non-Executive Director after the resignation of Mr George Callianiotis.

LEGAL PROCEEDINGS

As previously announced, an ex-director of the Company Mr Geoff Gander commenced legal proceedings against the Company for unpaid fees of \$50,239. The statutory demand that was issued by Mr Gander has been withdrawn, and the default judgement against the Company has been set aside by consent. The matter is now progressing through the Magistrates Court. The Company denies that it has any obligation to pay Mr Gander the claimed amount.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The following significant events occurred after the reporting period:

- Nil

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 2018.

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



Mr George Hatzipapas
Executive Chairman

Dated: 28 February 2019

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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 2018, 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

Perth, WA
Dated: 28 February 2019


ALASDAIR WHYTE
Partner

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RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2018

		Consolidated Entity	
	Note	31 December 2018 \$	31 December 2017 \$
Revenue		1,913	16,137
Employee and management benefits expense		(18,333)	(33,960)
Marketing and promotion expense		-	(60,995)
Professional fees		(10,177)	(143,298)
Finance costs		(1,040)	(1,011)
Other expenses		(205,042)	(153,103)
Loss before income tax		(232,679)	(376,230)
Income tax expense		-	-
Loss after income tax		(232,679)	(376,230)
Other comprehensive income		-	-
Total comprehensive loss for the period		(232,679)	(376,230)
Loss per share			
Basic loss per share (cents)	2	(0.04)	(0.06)
Diluted loss per share (cents)	2	(0.04)	(0.06)

The accompanying notes form part of these financial statements.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

		Consolidated Entity	
	Note	As at 31 December 2018 \$	As at 30 June 2018 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		876,369	1,001,728
Trade and other receivables		38,884	24,057
Other assets		8,172	24,518
TOTAL CURRENT ASSETS		<u>923,425</u>	<u>1,050,303</u>
TOTAL ASSETS		<u>923,425</u>	<u>1,050,303</u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		167,458	61,744
TOTAL CURRENT LIABILITIES		<u>167,458</u>	<u>61,744</u>
TOTAL LIABILITIES		<u>167,458</u>	<u>61,744</u>
NET ASSETS		<u>755,967</u>	<u>988,559</u>
EQUITY			
Issued capital	3	7,942,444	7,942,444
Reserves	4	3,962,416	3,962,329
Accumulated losses		(11,148,893)	(10,916,214)
TOTAL EQUITY		<u>755,967</u>	<u>988,559</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 2018

	Issued Capital	Reserves	Accumulated Losses	Total
Consolidated Entity	\$	\$	\$	\$
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
Balance at 1 July 2018	7,942,444	3,962,329	(10,916,214)	988,559
Loss for the period	-	-	(232,679)	(232,679)
Total comprehensive loss for the period	-	-	(232,679)	(232,679)
Transactions with owners, in their capacity as owners, and other transfers				
Foreign currency translation	-	87	-	87
Total transactions with owners and other transfers	-	87	-	87
Balance at 31 December 2018	7,942,444	3,962,416	(11,148,893)	755,967

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 2018

	Consolidated Entity	
	31 December 2018	31 December 2017
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Interest received	1,913	16,137
Payments to suppliers and employees	(127,272)	(414,852)
Net cash (used in) operating activities	(125,359)	(398,715)
Net decrease in cash held	(125,359)	(398,715)
Cash and cash equivalents at beginning of financial period	1,001,728	1,745,049
Cash and cash equivalents at end of financial period	876,369	1,346,334

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 2018

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

These general purpose financial statements for the interim half-year reporting period ended 31 December 2018 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 30 June 2018 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 30 June 2018.

The financial report was authorised for issue on 28 February 2019 by the Board of directors.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2018

NOTE 2 LOSS PER SHARE

Consolidated Entity		
	31 December 2018 \$	31 December 2017 \$
(a) Loss for the period	(232,679)	(376,230)
Loss used to calculate basic loss per share	(232,679)	(376,230)
Loss used in the calculation of dilutive loss per share	(232,679)	(376,230)

	Number	Number
(b) Weighted average number of ordinary shares outstanding during the period used in calculating basic loss per share	650,759,725	643,651,723
Weighted average number of ordinary shares outstanding during the period used in calculating dilutive loss per share	650,759,725	643,651,723

NOTE 3 ISSUED CAPITAL

Consolidated Entity		
	31 December 2018 \$	30 June 2018 \$
Ordinary shares issued and fully paid (a)	7,942,444	7,942,444
Total issued capital	7,942,444	7,942,444

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

(a) Ordinary Shares	Number	\$
At 1 July 2018	650,759,725	7,942,444
At the end of the reporting period – 31 December 2018	650,759,725	7,942,444

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.

(b) 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 2018.

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2018

NOTE 4 RESERVES

	Consolidated	
	31 December	30 June
	2018	2018
	\$	\$
Exchangeable Shares Reserve (a)	3,384,213	3,384,213
Options Reserve (b)	382,055	382,055
Foreign Currency Reserve (c)	196,148	196,061
	<u>3,962,416</u>	<u>3,962,329</u>

	Consolidated			
	31 December 2018		30 June 2018	
(a) Exchangeable Shares Reserve	Number	\$	Number	\$
Balance at beginning of period	80,819,067	3,384,213	85,318,203	3,572,609
Shares exchanged for Zyber Holdings Limited shares	-	-	(4,499,136)	(188,396)
At the end of the reporting period	<u>80,819,067</u>	<u>3,384,213</u>	<u>80,819,067</u>	<u>3,384,213</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.

(b) Options Reserve	Number	\$
Options outstanding as at 1 July 2017	303,692,623	382,055
Add options issued during the financial year:		
Expiry of unlisted options @ \$0.30 expiring on 1 December 2017	(9,969,062)	-
Issue of Fully Paid Options upon exercise of \$0.012 listed option	(2,681,118)	-
Options outstanding as at 30 June 2018	<u>291,042,443</u>	<u>382,055</u>

Options outstanding as at 1 July 2018	291,042,443	382,055
Options outstanding as at 31 December 2018	<u>291,042,443</u>	<u>382,055</u>

	Consolidated	
	31 December	30 June
	2018	2018
	\$	\$
Foreign currency translation reserve	196,061	184,784
Movement in reserve	87	11,277
	<u>196,148</u>	<u>196,061</u>

**ZYBER HOLDINGS LIMITED
AND CONTROLLED ENTITIES**
NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2018

NOTE 5 CONTINGENT ASSETS AND CONTINGENT LIABILITIES

Contingent assets

There are no contingent assets at reporting date (30 June 2018: Nil).

Contingent liabilities

As previously announced, an ex-director of the Company Mr Geoff Gander commenced legal proceedings against the Company for unpaid fees of \$50,239. The statutory demand that was issued by Mr Gander has been withdrawn, and the default judgement against the Company has been set aside by consent. The matter is now progressing through the Magistrates Court. The Company refutes any obligation to pay Mr Gander the amount claimed (30 June 2018: \$50,239).

NOTE 6 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 Australia.

The consolidated entity is domiciled in Australia.

NOTE 7 EVENTS AFTER THE REPORTING PERIOD

The following significant events occurred after the reporting period:

Nil.

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 2018 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



George Hatzipapas
Executive Chairman

Dated this 28 day of February 2019

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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 2018, 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 2018 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 2018 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


ALASDAIR WHYTE
Partner

Perth, WA
Dated: 28 February 2019