



# Notification of half yearly reports

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

An image of this form will be available as part of the public register.

### Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

Firm/organisation

Connor & Co Lawyers Pty Ltd

Contact name/position description

Marcus Connor, Solicitor

Telephone number (during business hours)

( 02 ) 9299 6696

Email address (optional)

contact@connorco.com.au

Postal address

GPO Box 1807

Suburb/City

Sydney

State/Territory

NSW

Postcode

2001

## 1 Disclosing entity

Entity type (select one)

Company

Company name

Giaconda Limited

ACN

108 088 517

Body (other than a company)

Name

ARBN (if applicable)

Registered scheme

Name

ARSN

## 2 Financial period

From

0 1 / 0 6 / 1 2  
[D] [D] / [M] [M] / [Y] [Y]

to

3 1 / 1 2 / 1 2  
[D] [D] / [M] [M] / [Y] [Y]

### 3 Certification

I certify that the attached documents comprise the half yearly reports together with every other document that is required to be lodged with the reports by a disclosing entity under the *Corporations Act 2001*.

#### Signature

This form is to be signed by:

if a company or a body: a director or secretary or the equivalent

if a registered scheme: a director or secretary of the responsible entity acting in that capacity.

Name of responsible entity

ACN

Name of person signing

Capacity

Signature

Date signed

2	6	/	1	1	/	1	8
[D	D]		[M	M]		[Y	Y]

#### Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically via Standard Business Reporting  
enabled accounting software. Refer to [www.sbr.gov.au](http://www.sbr.gov.au) for more  
details.

#### For more information

Web [www.asic.gov.au](http://www.asic.gov.au)

Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630



GIACONDA LIMITED

A.B.N. 68 108 088 517

HALF YEARLY REPORT

FOR THE PERIOD

ENDED

31 DECEMBER 2012

<b>Contents</b>	<b>Page</b>
Directors' Report .....	2
Auditors' Independence Declaration .....	5
Statement of Profit or Loss and Other Comprehensive Income .....	6
Statement of Financial Position .....	7
Statement of Changes in Equity .....	8
Statement of Cash Flows .....	8
Notes to the Financial Statements .....	9
Directors' Declaration .....	15
Independent Audit Report .....	16

## DIRECTORS' REPORT

Your directors of Giaconda Limited (**Giaconda** or the **Company**) present their financial report for half year ended 31 December 2012.

### DIRECTORS

The names of the Company's directors in office during the half year and until the date of this statement are set out below. Directors were in office for this entire period unless otherwise stated.

Mr Patrick McLean	(Chairman and acting CEO) – Resigned on 7 June 2018.
Professor Thomas Borody	(Chief Medical Officer and Executive Director)
Mr Chris Bilkey	(Non-Executive Director)
Mr Trevor Moore	(Non-Executive Director) – Passed away on 8 March 2016.

### RESULTS

The operating loss of the Company for the six months after providing for income tax amounted to \$17,400 (December 2011: loss \$64,722).

### REVIEW OF OPERATIONS

During the period, the Company remained subject to external administration and worked towards implementing the transactions contemplated by the Deed Of Company Arrangement (**DOCA**).

The DOCA had been approved by a majority of the Company's creditors (by value and number) at the second meeting of creditors' held 23 March 2011. The DOCA contemplated that:

- Minimum Risk Pty Ltd (**Minimum Risk**) will provide a \$450,000 convertible loan to the Company once certain conditions have been satisfied;
- The \$50,000 previously lent by Minimum Risk to the Company will be converted into fully paid ordinary shares in the Company once certain conditions had been satisfied;
- Professor Thomas Borody will sell a significant part of his shareholding in the Company to Minimum Risk once certain conditions have been satisfied;
- The Company will undertake a capital raising to fund its existing business operations once certain conditions are satisfied;
- The Voluntary Administrator's (being Mr Nicholas Crouch) remuneration will be paid from the available funds. The Voluntary Administrator had a remuneration cap of \$66,000 (GST inclusive) for the period from 25 February 2011 to 31 March 2011 and a remuneration cap of \$11,000 (GST inclusive) for the period from 31 March 2011 to the date of approval of the DOCA;
- The Deed Administrator's liabilities and remuneration will be paid from the available funds. The Deed Administrator would have a remuneration cap of \$44,000 (GST inclusive);
- Certain third party service providers to the Company will be paid in relation to the transactions contemplated by the DOCA;

## DIRECTORS' REPORT

- Professor Thomas Borody will be repaid \$37,916. That amount represents the money he lent the Company on an unsecured basis to pay FB Rice & Co the invoices by them to the Company;
- Trade creditors with admitted claims will be paid 100 cents in the dollar once certain transaction costs have been paid;
- Corporate Governance Australia Pty Ltd ATF the Maguire Family Superannuation Fund (**CGA**) (being a company associated with the former company secretary, Mr Vincent Sweeney) will be paid an amount not exceeding \$30,000 to terminate all of its then valid options in the Company on issue;
- Related party creditors with admitted claims will be paid the balance of the available funds;
- Related party creditors whose admitted claims have not been fully satisfied will be provided with the opportunity to have their debt assumed in full by Crohn's Benefit Company Pty Ltd (**CBC**) (being a company incorporated by Mr Trevor Moore and Mr Chris Bilkey for the sole purpose of acquiring and holding the royalty rights to Myoconda®, Heliconda® and Picoconda® for the existing Giaconda shareholders in proportion to their then current shareholdings in Giaconda);
- The CBC will acquire rights to any royalties received from Myoconda®, Heliconda® and Picoconda® subject to certain conditions being satisfied which included the approval of the Company's shareholders; and
- The directors and management of the Company may change once certain conditions have been satisfied.

The proposed DOCA is subject to separate approvals from a majority of creditors and a majority of shareholders of the Company.

On 21 April 2011 the DOCA was varied to increase the provision made for the Deed Administrator's anticipation remuneration. The DOCA was executed by all parties to it on or about 21 April 2011. However, as at 31 December 2011, the proposed DOCA had yet to be approved by the Company's shareholders and its transaction remained unconsummated.

The DOCA was varied on or about 2 February 2012 to remove the \$30,000 provision which had been made in favour of CGA for the purpose of persuading CGA to surrender its options over unissued Company shares and to increase the Deed Administrator's anticipated remuneration.

## EVENTS SUBSEQUENT TO REPORTING DATE

The DOCA was terminated on 4 July 2013.

The DOCA was terminated and control of the Company's business and affairs was handed back by the Deed Administrator, Mr Nicholas Crouch, to the Board of Directors on or about 4 July 2013.

In summary, the net result of the Company going into administration (initially in the form of voluntary administration and later, following the approval of the DOCA, in the form of deed administration) was that:

- the Company paid all its third party creditors on or about 28 March 2013 in full;


## DIRECTORS' REPORT

- the Company reached agreement with its related party creditors on or about 28 March 2013 that certain debts owed by the Company to them is on a contingent liability basis and is only repayable on the first to occur of:
  - the Board reasonably determining that the payment of those amounts will not impact on the operational viability of the Company; or
  - there is a change in ownership of more than 50% of the issued shares of the Company; or
  - the Company cumulatively raises \$5 million in a year;
- the only remaining option held by CGA over unissued shares in the Company expired with the result that the Company had no further options on issue;
- the Company obtained a commercial benefit of \$200,000 from Minimum Risk on or about 28 March 2013. That benefit resulted from the Settlement Deed which the Company entered into with Minimum Risk regarding the alleged failure by Minimum Risk to perform its obligations under the DOCA;
- the Company retained its royalty rights in Myoconda®, Heliconda® and Picoconda® pursuant to the Sale Agreement; and
- the Board decided to scale back the Company's entire operations and allow its registered patents over Hepaconda® and Ibaconda® to lapse. That decision was made in line with the Board's decision to fully impair the value of those products.

## AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration to the Directors of Giaconda Limited is set out on page 5 and forms part of the Directors' Report for the period ended 31 December 2012.

The statement is signed in accordance with a resolution of the Directors:

  
Professor Thomas Borody  
Director

Sydney, New South Wales

Dated: 23<sup>rd</sup> day of November 2018



Mr Chris Bilkey  
Director

**AUDITORS' INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE *CORPORATIONS ACT*  
2001  
TO THE DIRECTORS OF GIACONDA LIMITED**

We declare that, to the best of our knowledge and belief, during the half-year ended 31 December 2012 there have been:

- a. no contraventions of the auditor independence requirements as set out in 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.

**Walker Wayland NSW**  
**Chartered Accountants**

**Wali Aziz**  
**Partner**

Dated this 23<sup>rd</sup> day of November 2018, Sydney



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR  
ENDED 31 DECEMBER 2012

	<b>31.12.2012</b>	<b>31.12.2011</b>
	<b>\$</b>	<b>\$</b>
Income	125	85
Personnel	-	-
Finance and legal	(17,525)	(11,173)
Administration	-	(28,346)
Licensing	-	(25,288)
<b>Loss before income tax</b>	<b>(17,400)</b>	<b>(64,722)</b>
Income tax benefit (expense)	-	-
<b>Loss for the period attributable to members of the Company</b>	<b>(17,400)</b>	<b>(64,722)</b>
<b>Other comprehensive income</b>		
Other comprehensive income net of tax	-	-
<b>Total comprehensive loss for the period</b>	<b>(17,400)</b>	<b>(64,722)</b>
<b>Basic and diluted EPS</b>	<b>(0.0002)</b>	<b>(0.0008)</b>

The accompanying notes form part of these financial statements.

# Giaconda Limited

A.B.N. 68 108 088 517

Interim Financial Report

## STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2012

	31.12.2012	30.06.2012
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	2,682	1,034
Trade and other receivables	52,618	53,146
TOTAL CURRENT ASSETS	55,300	54,180
TOTAL ASSETS	55,300	54,180
CURRENT LIABILITIES		
Trade and other payables	9,900	28,400
Financial liabilities	2 1,145,647	1,108,627
Short-term provisions	34,272	34,272
TOTAL CURRENT LIABILITIES	1,189,819	1,171,299
TOTAL LIABILITIES	1,189,819	1,171,299
NET LIABILITIES	(1,134,519)	(1,117,119)
EQUITY		
Issued capital	7,486,270	7,486,270
Accumulated losses	(8,620,789)	(8,603,389)
TOTAL EQUITY (DEFICIENCY)	(1,134,519)	(1,117,119)

The accompanying notes form part of these financial statements.

## STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

	<b>Issued Capital Ordinary</b>	<b>Accumulated Losses</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance at 1 July 2011</b>	7,486,270	(8,445,952)	(959,682)
Loss attributable to members	-	(64,722)	(64,722)
<b>Balance at 31 December 2011</b>	<u>7,486,270</u>	<u>(8,510,674)</u>	<u>(1,024,404)</u>
<b>Balance at 1 July 2012</b>	7,486,270	(8,603,389)	(1,117,119)
Loss attributable to members	-	(17,400)	(17,400)
<b>Balance at 31 December 2012</b>	<u>7,486,270</u>	<u>(8,620,789)</u>	<u>(1,134,519)</u>

## STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

	<b>31.12.2012</b>	<b>31.12.2011</b>
	<b>\$</b>	<b>\$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Receipts from operations	-	-
Payments to suppliers and employees	(35,496)	(47,617)
Interest received	125	85
Net cash used in operating activities	<u>(35,371)</u>	<u>(47,532)</u>
 <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	<u>37,019</u>	<u>52,917</u>
Net cash provided by financing activities	<u>37,019</u>	<u>52,917</u>
Net increase in cash held	1,648	5,385
Cash and cash equivalents at beginning of period	1,034	8,169
Cash and cash equivalents at end of period	<u>2,682</u>	<u>13,554</u>

The accompanying notes form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

### NOTE 1: BASIS OF PREPARATION

These general purpose financial statements for the interim half-year reporting period ended 31 December 2012 have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standards including 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 interim financial report is intended to provide users with an update on the latest annual financial statements of Giaconda Limited. As such, it does not contain information that represents relatively insignificant changes occurring during the half-year within the Company. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended 30 June 2012, together with any public announcements made during the half-year.

The same accounting policies and methods of computation have been followed in this interim half-year financial report as were applied in the most recent annual financial statements.

#### **(a) Going Concern**

The Company incurred a net loss after tax of \$17,400 for the period ended 31 December 2012 and had net current asset deficiency and a net asset deficiency of \$1,134,519 as at that date. The Company was in administration from the period 25 February 2011 to 4 July 2013. These events give rise to a material uncertainty as to whether the Company can continue as a going concern and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors have determined that the Company is a going concern and have prepared the financial statements on that basis. The Directors have made that determination based on the public announcements made by RedHill Biopharma Ltd (RedHill) to its investors about its progress in commercialising and developing Myoconda® (which therapy is now called "RHB-104" by RedHill), Heliconda® (which therapy is now called "RHB-105" or "Talicia®" by RedHill) and Picoconda® (which therapy is now called "RHB-106" by RedHill).

The Directors have also made that determination based on the key assumptions that the Company's operations will be kept on a care and maintenance basis, the Company will not maintain its Hepaconda and Ibaconda patents and no repayments of related party loans will be made. The Directors have obtained letters of support from the related parties confirming their willingness not to call for repayment of their loans for a period of at least 12 months from the date of signing of the financial report.

Should the Company not obtain royalties from RedHill or should the support of shareholders not be forthcoming, then the ability of the Company to continue as a going concern is uncertain.

No adjustments have been made to the recoverability and classification of recorded asset values and the amount and classification of liabilities that might be necessary should the Company not continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

NOTE 2: FINANCIAL LIABILITIES	Note	31.12.2012	30.06.2012
		\$	\$
Current			
Borrowings - non-interest bearing	2a	1,145,647	1,108,627

a. The loans are only repayable should one of the following events occur:

- (i) The Company enters into a licensing agreement for one of its products and the Board of Directors reasonably determines that the repayment of this amount will not impact on the operational viability of the Company.
- (ii) The Company raises funds whether through debt or equity equal to or exceeding the cumulative amount of \$5,000,000 in any financial year.
- (iii) There is a change in the ownership of more than 50% of the issued shares of the Company.
- (iv) The Company becomes insolvent or subject to any form of external administration other than for the purpose of corporate restructuring.

NOTE 3: OPERATING SEGMENTS

**Segment Information**

**Identification of reportable segments**

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Company is managed primarily on the basis of product category and service offerings since the diversifications of the Company's operations inherently have notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- the products sold and/or services provided by the segment;
- the manufacturing process;
- the type or class of customer for the products or service;
- the distribution method; and
- external regulatory requirements.

**Types of products and services by segment**

- (i) *Holding patents to earn future royalties*

**Basis of accounting for purposes of reporting by operating segments**

*Accounting policies adopted*

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

NOTE 3: OPERATING SEGMENTS (CONT.)

*Unallocated items*

The following items of revenue, expense, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- income tax expense; and
- deferred tax assets and liabilities.

As at 31 December 2012, there was one identifiable reporting segment; patent holder. Therefore, all income, expenditure, assets and liabilities of the entity relate to this segment.

NOTE 4: CONTINGENT LIABILITIES

Chief Medical Officer Fees

	<b>31.12.2012</b>	<b>30.06.2012</b>
	\$	\$

The Company has engaged Professor Thomas Borody as Chief Medical Officer. The agreement provided for an annual salary to be paid for these services of \$230,000. The agreement operated from 1 January 2005 to 31 December 2005. Professor Borody has agreed to defer payment of this amount until the first to occur of;

The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or

There is change in ownership of more than 50% of the issued shares of the Company.

In the event that the above is not accomplished, he will release the Company from these obligations.

	230,000	230,000
--	---------	---------

Non-Executive Director Fees

Professor Thomas Borody, as a non-executive director of the Company for the period 15 June 2004 to 31 December 2004 is entitled to a fee for his service. Professor Borody has agreed to defer payment of this amount until the first to occur of;

The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or

There is change in ownership of more than 50% of the issued shares of the Company.

In the event that the above is not accomplished, he will release the Company from these obligations.

	16,438	16,438
--	--------	--------

## NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

NOTE 4: CONTINGENT LIABILITIES (CONT.)	31.12.2012	30.06.2012
Executive Director Fees	\$	\$
Professor Thomas Borody, as an executive director of the Company for the period 1 January 2006 is entitled to a fee for his service. Professor Borody has agreed to defer payment of this amount until the first to occur of; The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or There is change in ownership of more than 50% of the issued shares of the Company. In the event that the above is not accomplished, he will release the Company from these obligations.	420,000	390,000
Chief Executive Officer Incentive Payment		
The Chief Executive Officer has been paid an incentive under his incentive program. The Chief Executive Officer has agreed to defer payment of this amount until the first to occur of; The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or There is change in ownership of more than 50% of the issued shares of the Company. In the event that the above is not accomplished, he will release the Company from these obligations. It is noted that \$42,000 is in respect of services for the 2005 financial year and was payable in 2006. \$93,600 is in respect of services for the 2006 financial year and was payable in 2008. \$52,800 is in respect of services for the 2007 financial year and was payable in 2008.	188,400	188,400
Chief Executive Officer Living-Away-From-Home-Allowance Payment		
The Chief Executive Officer is paid a living-away-from-home-allowance under his employment contract. The Chief Executive Officer has agreed to defer payment of this amount until the first to occur of; The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or There is change in ownership of more than 50% of the issued shares of the Company. The Company cumulatively raises \$5,000,000 in a year. In the event that the above is not accomplished, he will release the Company from these obligations.	213,187	213,187

These notes form part of the financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

NOTE 4: CONTINGENT LIABILITIES (CONT.)	31.12.2012	30.06.2012
Centre of Digestive Diseases	\$	\$
<p>The Company has engaged the Centre for Digestive Diseases, a related party of Professor Thomas Borody, to provide the service of Chief Medical Officer. The agreement provides for an annual fee to be paid for these services of \$170,000 commencing 1 July 2006. The Centre for Digestive Diseases has agreed to defer payment of this amount until the first to occur of;</p> <p>The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or</p> <p>There is change in ownership of more than 50% of the issued shares of the Company.</p> <p>In the event that the above is not accomplished, he will release the Company from these obligations.</p>		
	1,105,000	1,020,000
Chief Executive Officer Salary Payment		
<p>The Chief Executive Officer is paid a salary under his employment contract. The Chief Executive Officer has agreed to defer payment of this amount until the first to occur of;</p> <p>The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or</p> <p>There is change in ownership of more than 50% of the issued shares of the Company.</p> <p>The Company cumulatively raises \$5,000,000 in a year.</p> <p>In the event that the above is not accomplished, he will release the Company from these obligations.</p>		
	1,084,554	954,554
Chief Executive Officer Travel Expense Reimbursement		
<p>The Chief Executive Officer is required to travel overseas as part of his duties. During the year The Chief Executive Officer incurred costs in relation to overseas travel which he has not been reimbursed. The Chief Executive Officer has agreed to defer payment of this amount until the first to occur of;</p> <p>The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or</p> <p>There is change in ownership of more than 50% of the issued shares of the Company.</p> <p>The Company cumulatively raises \$1,000,000 in a year.</p> <p>In the event that the above is not accomplished, he will release the Company from these obligations.</p>		
	22,380	22,380

These notes form part of the financial statements



NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2012

NOTE 4: CONTINGENT LIABILITIES (CONT.)	31.12.2012	30.06.2012
Non-Executive Director Fees	\$	\$
<p>Messrs Woods, Moon, Moore and Bilkey, as non-executive directors of the Company are entitled to a fee for their services. Messrs Woods, Moon, Moore and Bilkey have agreed to defer payment of this amount until the first to occur of;</p> <p>The Company enters into a licensing agreement or assignment agreement for one of its products; and the Board reasonably determines that the payment of these amounts will not impact on the operational viability of the Company; or</p> <p>There is change in ownership of more than 50% of the issued shares of the Company.</p> <p>In the event that the above is not accomplished, they will release the Company from these obligations.</p>		
	480,683	432,683

The Company is behind in the lodgement of its income tax returns, business activity statements and the Corporations Act financial reporting requirements from 1 January 2011 to date, which can potentially result in fines and penalties which can not be quantified at the date of this financial report.

ASIC Court Case

The Company is defending litigation commenced against it by the Australian Securities & Investments Commission (ASIC) in the Local Court of New South Wales for non-lodgement of certain financial reports. The Company expects to resolve that litigation with the lodgement of all the relevant reports by November 2018.

NOTE 5: EVENTS SUBSEQUENT TO REPORTING DATE

The following events after balance date have occurred in relation to the Company:

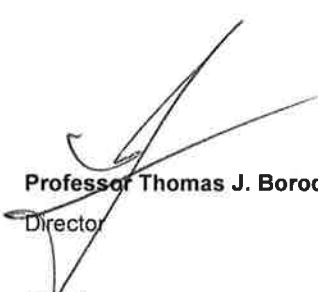
- on or about 28 March 2013 the Company received a \$200,000 benefit from Minimum Risk as it settled a dispute it had with Minimum Risk regarding that Company's alleged failure to satisfy its obligations under the DOCA;
- on 4 July 2013 the Company ceased to be subject to external administration;
- on 1 August 2013 the Company's ordinary securities were removed from the Australian Securities Exchange;
- on 11 March 2014 the Company received USD\$1 million from RedHill pursuant to a Deed between the Company, Centre for Digestive Diseases Pty Ltd, Professor Thomas Borody, Salix Pharmaceuticals Inc (Salix) and RedHill Biopharma Ltd (RedHill) dated 27 February 2014 whereby the Company waived its pre-emptive rights to buy back certain therapies from RedHill in consideration for the payment by RedHill to the Company of USD\$1 million plus 20% of sublicense receipts received by RedHill from Salix;
- on 8 March 2016 Mr Trevor Moore passed away and cease to be a director of the Company; and
- on 7 June 2018 Mr Patrick McLean resigned as a director and as an employee of the Company.

## DIRECTORS' DECLARATION

The directors of the Company declare that:

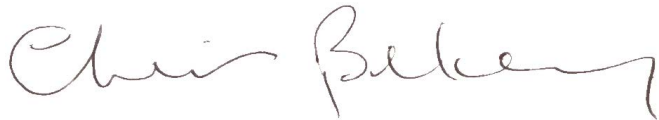
1. The financial statements and notes, as set out on pages 6 to 14 are in accordance with the *Corporations Act 2001*, including:
  - a. complying with Accounting Standard AASB 134: Interim Financial Reporting; and
  - b. giving a true and fair view of the entity's financial position as at 31 December 2012 and of its performance for the half-year ended on that date.
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.



**Professor Thomas J. Borody**

Director



**Mr Chris Bilkey**

Director

Dated this 23<sup>rd</sup> day of November 2018

## INDEPENDENT AUDITORS' REVIEW REPORT TO THE MEMBERS OF GIACONDA LIMITED

### Report on the Half-year Financial Report

We have reviewed the accompanying half-year financial report of Giaconda Limited which comprises the condensed statement of financial position as at 31 December 2012, the condensed statement of comprehensive income, the condensed statement of changes in equity, the condensed statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory notes and the directors' declaration.

#### *Directors' Responsibility for the Half-Year Financial Report*

The directors of Giaconda Limited are responsible for the preparation and fair presentation of the half-year financial report that give a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the *Corporations Act 2001* and for such 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.

#### *Auditors' 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 financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Company's financial position as at 31 December 2012 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 Giaconda 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.

#### *Matters Relating to the Electronic Presentation of the Audited Financial Report*

This review report relates to the financial report of Giaconda Limited for the half-year ended 31 December 2012 included on the website of Giaconda Limited. The directors of the Company are responsible for the integrity of the website and we have not been engaged to report on its integrity. This review report refers only to the subject matter described above. It does not provide an opinion on any other information which may have been hyperlinked to or from the financial report. If users of this report are concerned with the inherent risks arising from publication on a website, they are advised to refer to the hard copy of the reviewed financial report to confirm the information contained in this website version of the financial report.

## INDEPENDENT AUDITORS' REVIEW REPORT TO THE MEMBERS OF GIACONDA LIMITED

### *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 Giaconda Limited, would be in the same terms if given to the directors as at the time of this auditor's 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 Giaconda Limited is not in accordance with the *Corporations Act 2001* including:

- giving a true and fair view of the entity's financial position as at 31 December 2012 and of its performance for the half-year ended on that date; and
- complying with AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.

### *Material Uncertainty Regarding Going Concern*

Without qualifying our conclusion, we draw attention to Note 1(a) in the half-year financial report which indicates that the directors of the Company have determined that preparation of the half-year financial report on the going concern basis is inappropriate and as such have prepared the half-year financial report on a non going concern basis.

**Walker Wayland NSW**  
**Chartered Accountants**

**Wali Aziz**  
**Partner**

Dated at Sydney on this 23<sup>rd</sup> day of November 2018