

APPENDIX 4E  
FOR THE YEAR ENDED 30 JUNE 2019  
ZELDA THERAPEUTICS LTD

*The following information is given to ASX under listing rule 4.3A.*

**1. Reporting period**

**Current Period**           **12 months ended 30 June 2019**

**Prior Period**             **12 months ended 30 June 2018**

**2. Results for announcement to the market**

Consolidated Group	Item		AUD \$	% Change		AUD \$
Revenue – excluding interest received	2.1	up	422,818	82	to	769,030
Loss after tax attributable to members	2.2	up	1,729,806	106	to	3,567,802
Net loss attributable to members	2.3	up	1,729,806	106	to	3,567,802
Dividend	2.4	N/A				

Overview

**The principal activities of Zelda Therapeutics Limited and controlled entity (“Group”) during the financial year include the following:**

Zelda Therapeutics Ltd is an Australian-based bio-pharmaceutical company developing proprietary cannabinoid formulations to treat a variety of medical conditions. The Company is undertaking:

- **Human clinical trials** focused on insomnia, autism and opioid reduction with activities in Australia and the USA.
- **Preclinical research** to examine the effect of cannabinoids in breast, brain and pancreatic cancer and also diabetes-associated cognitive decline.

The company conducts this work in partnership with world-leading researchers and organisations including Complutense University in Madrid, Spain; Curtin University in Perth, Western Australia; the Telethon Kids Institute in Perth; the University of Western Australia, in Perth; St. Vincent’s Hospital in Melbourne, Australia; and the Children’s Hospital of Philadelphia (CHOP) in the United States

Zelda has also formed strategic partnerships with HAPA Medical BV, to access their EU-GMP grade manufacturing capabilities and their German distribution networks and Ilera Healthcare, a vertically integrated cannabis company with operations in Philadelphia and Louisiana. Together these partnerships provide access to over 110,000 registered medicinal cannabis patients globally for clinically validated Zelda products.

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## Human Clinical Trial Programmes

### *Insomnia Clinical Trial (Perth, Australia)*

Zelda's insomnia trial is evaluating the safety and efficacy of a cannabinoid extract containing THC and CBD in patients with symptoms of clinically diagnosed chronic insomnia. This trial is the first in the world to have a primary endpoint assessing the impact of a full-spectrum cannabis extract on sleep.

The clinical trial is being undertaken by the prestigious University of Western Australia (UWA) Centre for Sleep Science (CSS), which has state-of-the-art research facilities and is directed by Professor Peter Eastwood, National Health and Medical Research Council Senior Research Fellow.

A randomised, double-blinded, placebo controlled, cross over study design will be used to treat 24 patients with Zelda's proprietary insomnia formulation and a placebo formulation delivered sublingually. The medicine for the trial has been manufactured to pharmaceutical grade GMP standards by a Europe-based specialty manufacturer.

The trial was initiated in September 2018 and, after a short delay to validate the stability of a second batch of the formulation, is actively recruiting. The trial remains on-track to report final results by late-Q4 2019.

### *Autism Observational Trial (Philadelphia, USA)*

In September 2018, Zelda announced that recruitment had commenced for its observational autism study, which is being conducted in collaboration with Children's Hospital of Philadelphia. This trial is seeking to better understand the efficacy of medicinal cannabis treatment in patients diagnosed with autism.

The study combines a number of key efficacy and safety measures, including the impact of medicinal cannabis on clinical pharmacological and behavioural data, making it the first significant study of its kind.

As of the end of June 2019, a total of 72 patients had been enrolled, which represents significant progress towards the target sample size of between 100-200 patients. The increase in cohort size has seen a related increase in the number of patients eligible to participate in a pharmacological study using a novel micro-sampling technique. With expressions of interest in the study now extending to states outside of Pennsylvania, recruitment rates have been steady increasing.

The data is currently being subjected to rigorous statistical analysis with preliminary results expected to be reported by early Q3 2019.

### *Opioid Reduction Trial with St Vincent's Hospital*

Prescription opioids are used to treat chronic pain and these drugs can have serious side effects including physical dependence, which is an acknowledged growing global crisis. Research shows a growing number of Australians receiving treatment for dependence on painkillers. The rate of accidental deaths due to opioids has doubled for Australians aged 35 to 44 since 2007. More than two thirds of these deaths have been due to pharmaceutical opioids. In the United States, an estimated 49,000 people died from opioid overdose in 2017.

To address this crisis, Zelda is collaborating with St Vincent's Hospital in Melbourne to undertake an opioid reduction study. St Vincent's ranks in the world's top 100 hospitals and is recognised for its leading clinical expertise in chronic pain and addiction.

The aim is to assess the effectiveness of medicinal cannabis to reduce opioid dependence in patients with chronic non-cancer pain. As with insomnia, this is the first randomised controlled clinically trial of its kind to use a full-spectrum cannabis formulation. Longer term, a positive outcome to this trial will inform the design of future trials aimed at determining whether medicinal cannabis can substitute for a broader range of traditional medications.

The plan is to undertake an initial pharmacokinetic study to inform a subsequent small scale 20 patient double-blinded, randomised, placebo-controlled study; with the potential to expand into a larger trial depending on results.

In early July 2019, Zelda was pleased to announce the Opioid Reduction Trial has been formally approved by the St Vincent's Hospital Ethics and Governance Committees. The Phase I trial will evaluate the safety and

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tolerability of whole plant extract following single and repeated doses in nine patients with chronic non-cancer pain on long-term opioid analgesia. Secondary outcomes include pharmacokinetics and the effects on pain, mood, sleep and opioid use over the duration of the trial.

The Phase I trial has commenced with results expected by Q4 2019

## **Pre-Clinical Research Programmes**

### *Breast Cancer*

Zelda expanded its breast cancer research collaboration with Complutense University. Encouraging results from Zelda's proof of concept and subsequent follow-on studies, demonstrated anti-cancer effects using Zelda's formulations across a range of different breast cancer cell lines, including those derived from triple negative and HER2 positive breast cancers. Part of this work formed the basis of a patent to predict disease-free survival in breast cancer patients which was recent granted in Australia (see below). Studies also showed that a plant-derived full spectrum cannabis formulation showed anti-tumour activity in an animal model of breast cancer. These studies will provide a greater understanding of how cannabinoids can work against resistant tumours.

### *Pancreatic Cancer*

Zelda expanded its pre-clinical pancreatic cancer research programme with Curtin University. The new research is focussing on *in vivo* animal studies to investigate the effect of a range of Zelda's formulations in combination with existing chemotherapy agents Abraxane and Gemcitabine. Studies will mirror current human treatment protocols to generate highly relevant data for potential future human clinical trials.

### *Paediatric Brain Cancer*

Zelda progressed its research programme with the Telethon Kids Institute ('the Institute'). The research is focused on pre-clinical testing of Zelda's compounds to act as anti-cancer agents on the Institute's validated cell and animal models in a variety of brain cancers.

### *Diabetes-Associated Cognitive Decline*

Zelda initiated a new pre-clinical research programme exploiting the potential for certain cannabinoid formulations to reduce the impact of diabetes-associated cognitive decline. This study is in conjunction with Curtin University and leverages our existing relationship with our pancreatic cancer study.

## **Overview of results**

A summary of the operating results for the year ended 30 June 2019 is as follows:

- Loss after tax was (\$3,567,802) representing a 106% increase on FY2018 (\$1,729,806).
- Net cash outflow from operating activities was (\$3,344,223) representing an 27% increase on FY2018 (\$2,624,947).

## **Financial Position**

The net assets of the consolidated Group decreased by \$3,106,428 from \$6,214,391 at 30 June 2018 to \$3,107,963 at 30 June 2019. This decrease relates mainly to the following factors:

- Research and development expenditure of \$2,327,520; and
- All other expenditure of \$2,099,451, including;
  - Changes in fair value of financial assets at fair value through profit and loss of \$188,555; and
  - Share based payments expenditure of \$462,193, being offset by
- Research and development incentive income of \$769,030

Notwithstanding the net loss and increase in cash utilised in operating activities, the Group is able to maintain a healthy working capital ratio. The Group's working capital has decreased from \$5,677,387 as at 30 June 2018 to \$2,717,345 as at 30 June 2019.

### **Significant Changes in the State of Affairs**

Refer to attached financial statements

#### **3. Consolidated Statement of Profit or Loss and Other Comprehensive Income**

Refer to attached financial statements.

#### **4. Consolidated Statement of Financial Position**

Refer to attached financial statements.

#### **5. Consolidated Statement of Cashflow**

Refer to attached financial statements.

#### **6. Dividends Paid or Recommended**

The Directors have not recommended or paid a dividend.

#### **7. Details of any Dividend or distribution reinvestment plans**

The Company does not have any distribution reinvestment plans.

#### **8. Statement of movements in Retained Earnings**

Refer to attached financial statements.

#### **9. Net tangible assets per security**

	<b>30 June 2019</b>	<b>30 June 2018</b>
<b>Number of securities</b>	755,341,934	755,073,441
<b>Net tangible assets per security in cents</b>	0.41	0.82

#### **10. Changes in controlled entities**

There have been no changes in other controlled entities during the current year.

#### **11. Details of associates and joint venture entities**

The Company does not have any associates or joint venture entities.

#### **12. Any other significant information needed by an investor to make an informed assessment of the entity's financial performance and financial position**

Refer to attached financial statements.

#### **13. Foreign entities disclosures**

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

#### 14. Additional information

<u>Loss per Share on continuing operations</u>	<b>30 June 2019</b>	<b>30 June 2018</b>
Basic (loss) earnings per share in cents	(0.47)	(0.23)
Diluted (loss) earnings per share in cents	(0.47)	(0.23)

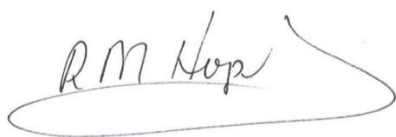
#### After Balance Date Events

There has not been any matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

#### 15. Compliance Statement

This report should be read in conjunction with the audited Zelda Therapeutics Limited financial report for the year ended 30 June 2019 and is lodged with the ASX under listing rule 4.3A.

Signed in accordance with a resolution of the Board of Directors of Zelda Therapeutics Limited:



**Dr. Richard Hopkins**

Managing Director

Dated this 30<sup>th</sup> day of August 2019

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**ZELDA THERAPEUTICS LTD**

*ANNUAL REPORT  
For the Year Ended  
30 June 2019*

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## **CONTENTS**

<b>Corporate directory</b>	<b>2</b>
<b>Directors' report</b>	<b>3</b>
<b>Auditor's independence declaration</b>	<b>20</b>
<b>Consolidated statement of comprehensive income</b>	<b>21</b>
<b>Consolidated statement of financial position</b>	<b>22</b>
<b>Consolidated statement of changes in equity</b>	<b>23</b>
<b>Consolidated statement of cash flows</b>	<b>24</b>
<b>Notes to the consolidated financial statements</b>	<b>25</b>
<b>Independent auditor's report</b>	<b>47</b>
<b>Directors' declaration</b>	<b>51</b>
<b>Corporate governance statement</b>	<b>52</b>
<b>ASX additional information</b>	<b>60</b>

All announcements and financial reports are available on our website: [www.zeldatherapeutics.com](http://www.zeldatherapeutics.com).

## **CORPORATE DIRECTORY**

### **MANAGING DIRECTOR**

Dr Richard Hopkins

### **NON-EXECUTIVE CHAIRMAN**

Harry Karelis

### **NON-EXECUTIVE DIRECTORS**

Dr Stewart Washer

Jason Peterson

Mara Gordon

### **COMPANY SECRETARY**

Tim Slate

### **PRINCIPAL & REGISTERED OFFICE**

Level 26, 140 St George's Terrace

PERTH WA 6000

AUSTRALIA

Telephone: +61 8 6558 0886

Facsimile: +61 8 6316 3337

### **AUDITORS**

HLB Mann Judd

Level 4, 130 Stirling Street

PERTH WA 6000

AUSTRALIA

### **SHARE REGISTRAR**

Computershare Investor Services Pty Ltd

Level 11, 172 St Georges Terrace

PERTH WA 6000

AUSTRALIA

Telephone: +61 8 9323 2000

Facsimile: +61 8 9323 2033

### **SECURITIES EXCHANGE LISTING**

Australian Securities Exchange (ASX) Code: ZLD

(Home Exchange: Perth, Western Australia)

OTCQB Venture Market (USA) Code: ZLDAF

### **BANKERS**

Westpac Banking Corporation

109 St George Terrace

PERTH WA 6000

AUSTRALIA

### **PATENT ATTORNEYS**

Griffith Hack

Level 22

77 St George Terrace

PERTH WA 6000

AUSTRALIA



## **DIRECTORS' REPORT**

Your directors present their report on Zelda Therapeutics Limited (**Zelda** or **the Company**) for the financial year ended 30 June 2019.

### **DIRECTORS**

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

Richard Hopkins	Managing Director (appointed 16 July 2018)
Harry Karelis	Non-Executive Chairman
Stewart Washer	Non-Executive Director
Mara Gordon	Non-Executive Director
Jason Peterson	Non-Executive Director

Details on the background and qualifications of directors is contained elsewhere in this report.

### **COMPANY SECRETARY**

Mr. Tim Slate was appointed as Company Secretary on 20 October 2016. Mr. Slate has a Bachelor of Commerce from the University of Western Australia, is a Chartered Accountant, is an Associate Member of the Governance Institute of Australia and is a Graduate of the Australian Institute of Company Directors. Mr. Slate provides accounting and secretarial advice to private and public companies. Mr Slate has nine years' experience in chartered accounting.

### **PRINCIPAL ACTIVITIES**

Zelda Therapeutics Ltd is an Australian-based bio-pharmaceutical company developing proprietary cannabinoid formulations to treat a variety of medical conditions. The Company is undertaking:

- **Human clinical trials** focused on insomnia, autism and opioid reduction with activities in Australia and the USA.
- **Preclinical research** to examine the effect of cannabinoids in breast, brain and pancreatic cancer and also diabetes-associated cognitive decline.

The company conducts this work in partnership with world-leading researchers and organisations including Complutense University in Madrid, Spain; Curtin University in Perth, Australia; the Telethon Kids Institute in Perth, Australia; the University of Western Australia, in Perth, Australia; St. Vincent's Hospital in Melbourne, Australia; and the Children's Hospital of Philadelphia (CHOP) in the United States.

Zelda has also formed strategic partnerships with HAPA pharm BV, to access their EU-GMP grade manufacturing capabilities and their German distribution networks and Ilera Healthcare LLC, a vertically integrated cannabis company with operations in Philadelphia and Louisiana. Together these partnerships provide access to over 110,000 registered medicinal cannabis patients globally for clinically validated Zelda products.

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**DIRECTORS' REPORT**

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**Human Clinical Trial Programmes*****Insomnia Clinical Trial (Perth, Australia)***

Zelda's insomnia trial is evaluating the safety and efficacy of a cannabinoid extract containing THC and CBD in patients with symptoms of clinically diagnosed chronic insomnia. This trial is the first in the world to have a primary endpoint assessing the impact of a full-spectrum cannabis extract on sleep.

The clinical trial is being undertaken by the prestigious University of Western Australia (UWA) Centre for Sleep Science (CSS), which has state-of-the-art research facilities and is directed by Professor Peter Eastwood, National Health and Medical Research Council Senior Research Fellow.

A randomised, double-blinded, placebo controlled, cross over study design will be used to treat 24 patients with Zelda's proprietary insomnia formulation and a placebo formulation delivered sublingually. The medicine for the trial has been manufactured to pharmaceutical grade GMP standards by a Europe-based specialty manufacturer.

The trial was initiated in September 2018 and, after a short delay to validate the stability of a second batch of the formulation, is actively recruiting. The trial remains on-track to report final results by late-Q4 2019.

***Autism Observational Study (Philadelphia, USA)***

In September 2018, Zelda announced that recruitment had commenced for its observational autism study, which is being conducted in collaboration with Children's Hospital of Philadelphia. This observational study is seeking to use parent-reported data to better understand the efficacy of a broad range of medicinal cannabis products in children diagnosed with autism. This study is the first to combine a comprehensive panel of key efficacy, pharmacological and safety read-outs with a community-based real-world assessment of cannabis usage in children with autism. Currently, there are 103 participants enrolled in the study, with the final target of 150 expected by early 2020.

1. The data is being subjected to rigorous statistical assessment. Key outcomes from the preliminary analysis include:
  - The average age of children enrolled in the study was 10 years old.
  - The 103 participants enrolled in the study were using 76 different medicinal cannabis products, with over 42% using multiple products at the same time. The extensive range of medicinal cannabis products used to treat autism in children reflects the lack of clinically-validated data to help inform clinicians and parents regarding the best treatment options.
  - Medicinal cannabis treatments were associated with parent-reported improvements in key autism-related behaviours and other associated features, including anxiety, sleep, irritability and hyperactivity as reported by parents/caregivers. The extent of improvement was impacted by the presence of different cannabinoids (THC-only, CBD-only or combinations of both) at different doses.
  - Study identified marked differences in CBD and THC dosages between autism severity groups (low, med, high) as reported by parents/caregivers.
  - Participants could be classified as 'Responders' and 'Non-Responders' based on the level of improvement in behavioural scores that were reported by parents following treatment with medicinal cannabis. Analysis revealed key differences between these groups in terms of the doses and formulations of medicinal cannabis that were used.

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## DIRECTORS' REPORT

### *Opioid Reduction Trial with St Vincent's Hospital*

Prescription opioids are used to treat chronic pain and these drugs can have serious side effects including physical dependence, which is an acknowledged growing global crisis. Research shows a growing number of Australians receiving treatment for dependence on painkillers. The rate of accidental deaths due to opioids has doubled for Australians aged 35 to 44 since 2007. More than two thirds of these deaths have been due to pharmaceutical opioids. In the United States, an estimated 49,000 people died from opioid overdose in 2017.

To address this crisis, Zelda is collaborating with St Vincent's Hospital in Melbourne to undertake an opioid reduction study. St Vincent's ranks in the world's top 100 hospitals and is recognised for its leading clinical expertise in chronic pain and addiction.

The aim is to assess the effectiveness of medicinal cannabis to reduce opioid dependence in patients with chronic non-cancer pain. As with insomnia, this is the first randomised controlled clinically trial of its kind to use a full-spectrum cannabis formulation. Longer term, a positive outcome to this trial will inform the design of future trials aimed at determining whether medicinal cannabis can substitute for a broader range of traditional medications.

The plan is to undertake an initial pharmacokinetic study to inform a subsequent small scale 20 patient double-blinded, randomised, placebo-controlled study; with the potential to expand into a larger trial depending on results.

In early July 2019, Zelda was pleased to announce the Opioid Reduction Trial has been formally approved by the St Vincent's Hospital Ethics and Governance Committees. The Phase I trial will evaluate the safety and tolerability of whole plant extract following single and repeated doses in nine patients with chronic non-cancer pain on long-term opioid analgesia. Secondary outcomes include pharmacokinetics and the effects on pain, mood, sleep and opioid use over the duration of the trial.

The Phase I trial has commenced with results expected by Q4 2019.

### **Pre-Clinical Research Programmes**

#### *Breast Cancer*

Zelda is undertaking a breast cancer research collaboration with Complutense University. Encouraging results from Zelda's proof of concept and subsequent follow-on studies, demonstrated anti-cancer effects using Zelda's formulations across a range of different breast cancer cell lines, including those derived from triple negative and HER2 positive breast cancers. Part of this work formed the basis of a patent to predict disease-free survival in breast cancer patients which was recently granted in Australia (see below). Studies also showed that a plant-derived full spectrum cannabis formulation showed anti-tumour activity in an animal model of breast cancer. These studies will provide a greater understanding of how cannabinoids can work against resistant tumours.

#### *Pancreatic Cancer*

Zelda is undertaking a pancreatic cancer research programme with Curtin University. The new research is focussing on *in vivo* animal studies to investigate the effect of a range of Zelda's formulations in combination with existing chemotherapy agents Abraxane and Gemcitabine. Studies will mirror current human treatment protocols to generate highly relevant data for potential future human clinical trials.

## DIRECTORS' REPORT

### *Paediatric Brain Cancer*

Zelda progressed its research programme with the Telethon Kids Institute ('the Institute'). The research is focused on pre-clinical testing of Zelda's compounds to act as anti-cancer agents on the Institute's validated cell and animal models in a variety of brain cancers.

### *Diabetes-Associated Cognitive Decline*

Zelda has an ongoing pre-clinical research programme exploiting the potential for certain cannabinoid formulations to reduce the impact of diabetes-associated cognitive decline. This study is in conjunction with Curtin University and leverages our existing relationship with our pancreatic cancer study.

## RESULTS

A summary of the operating results for the year ended 30 June 2019 is as follows:

- Loss after tax was (\$3,567,802) representing a 106% increase on FY2018 (\$1,729,806).
- Net cash outflow from operating activities was (\$3,344,223) representing an 27% increase on FY2018 (\$2,624,947).

The table below sets out summary information about the consolidated entity's earnings and movement in shareholder wealth for the four years to 30 June 2019.

		30 June 2019	30 June 2018	30 June 2017	30 June 2016
EBITDA <sup>1</sup>	\$	(3,657,941)	(1,868,375)	(6,089,700)	(221,263)
Net profit/(loss) before tax	\$	(3,567,802)	(1,729,806)	(6,157,415)	(224,428)
Net profit/(loss) after tax	\$	(3,567,802)	(1,729,806)	(6,157,415)	(224,428)
Share price at start of year	cps	9.0	7.4	2.5	1.5
Share price at end of year	cps	4.0	9.0	7.4	2.5
Basic loss per share (cents per share)	cps	(0.47)	(0.23)	(1.24)	(0.24)
Diluted loss per share (cents per share)	cps	(0.47)	(0.23)	(1.24)	(0.24)
Return on Capital	cps	(0.26)	(0.12)	(0.45)	(224,428)

Note 1: EBITDA is a non-IFRS measure which represents earnings before interest, tax, depreciation and amortisation. This is unaudited.

		30 June 2019	30 June 2018	30 June 2017	30 June 2016
Net profit/(loss) after tax	\$	(3,567,802)	(1,729,806)	\$ (6,157,415)	\$ (224,428)
Interest	\$	90,139	138,569	67,715	3,165
Depreciation	\$	-	-	-	-
EBITDA <sup>1</sup>	\$	(3,657,941)	(1,868,375)	(6,089,700)	(221,263)

## DIVIDENDS PAID OR RECOMMENDED

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

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**DIRECTORS' REPORT****REVIEW OF OPERATIONS****Business Operations***Partnership with HAPA to manufacture and distribute Zelda products in Germany and Europe*

In Sep 2018, Zelda announced it had entered a strategic partnership with a HAPA pharm BV, a German medicinal cannabis company, that provides HAPA with first rights to distribute and/or manufacture Zelda's clinically validated formulations into the rapidly growing German market. With a population of 83 million people, Germany is forecast to become the world's largest single medical cannabis market.

Under the terms of the partnership, HAPA will be offered first rights to manufacture and/or distribute Zelda products that have successfully completed clinical trials. HAPA pharm's in-house ability to manufacture specialised pharmaceuticals to GMP standards combined with its distribution network provides an attractive market entry pathway for Zelda.

*SUDA Pharmaceuticals Collaboration*

In December 2018, Zelda announced it had entered into a feasibility and option agreement with oro-mucosal drug delivery company SUDA Pharmaceuticals Ltd (ASX: SUD) ("SUDA").

Under the 12-month workplan, SUDA will apply its proprietary OroMist® oro-mucosal spray technology to deliver Zelda's pharmaceutical-grade cannabis formulations.

The 24-month option provides Zelda with the exclusive right to extend the Agreement and to enter into an exclusive global development and licensing agreement for oral spray formulations containing medicinal cannabis developed by SUDA.

*Zelda Partners with Ilera HealthCare to Access US Medicinal Cannabis Market*

In March 2019, Zelda announced a binding Heads of Agreement (HoA) with US-based medicinal cannabis company Ilera Healthcare, LLC to explore a broad range of commercialisation opportunities.

Ilera is a vertically integrated medicinal cannabis company with operations based in Pennsylvania and Louisiana.

Under the terms of the binding HoA, Zelda and Ilera will explore a range of collaborative and commercialisation opportunities including:

- co-development of potential full spectrum, uniquely formulated products supported by pharmacokinetic and clinical studies;
- licensing of clinically validated products; and
- data-sharing and generation of joint intellectual property.

This partnership reinforces the global breadth of Zelda's relationships and reaffirms its focus on commercialising its clinically validated formulations. When considered alongside the recent manufacturing and distribution agreement with HAPA Medical in Germany, these partnerships provide access to over 110,000 registered medicinal cannabis patients globally, which is approximately 30 times larger than the current Australian market.

*New Appointments to Medical Advisory Board*

Zelda was delighted to announce the appointment of two leading medicinal cannabis experts to its Scientific and Medical Advisory Board. Professor David Casarett and Dr Dustin Sulak are internationally recognised as key opinion leaders in the clinical use of medicinal cannabis and are both based in the United States.

In February 2019, Zelda also announced it had engaged Dr Ethan Russo, a leading global authority on medicinal cannabis, and the International Cannabis and Cannabinoids Institute (ICCI) to advise on its clinical programs.

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**DIRECTORS' REPORT**

Dr Russo is a US-trained, board-certified paediatric and adult neurologist, psychopharmacology researcher, former Senior Medical Advisor to GW Pharmaceuticals, and Medical Director of PHYTECS. He served as study physician to GW Pharmaceuticals for numerous Phase I-III clinical trials of Sativex<sup>®</sup>, and early stage investigations of Epidiolex<sup>®</sup>.

These appointments further strengthen Zelda's world-class Scientific and Medical Advisory Board.

**Zelda Awarded Australian Patent for Novel Cancer Prognostic Marker**

In March 2019, Zelda was granted an Australian patent for a novel method to predict disease-free survival in breast cancer patients.

The patent (AU2017346940A) entitled "*Prognostic method and kits useful in said method*" details a method for detecting levels of expression of a novel receptor complex containing HER2 and CB2. HER2 is a well-recognised marker of aggressive breast cancer while CB2 is a key receptor in the endocannabinoid system. Together they form a novel receptor complex that represents a prognostic marker for HER2 positive breast cancer.

This work was recently published in the prestigious peer-reviewed *Proceedings of the National Academy of Sciences* and supports Zelda's strategy of building a world-class intellectual property portfolio for the development of cannabis-based products. Further news is expected as this patent family progresses through the international examination phase.

**R&D Tax Refund**

In May 2019, Zelda confirmed it had received a \$769,030 cash refund under the Federal Government's Research and Development Tax Incentive Scheme.

**Corporate**

Zelda has continued to progress its core clinical and pre-clinical programs and has also prepared strategies to rapidly commercialise its medicinal cannabis products pending success in its clinical programs. To further support its clinical operations, the company appointed a Director of Clinical Trials (Dr Deborah Cooper) and an Operations Manager (Dr Meghan Thomas). Dr Cooper and Dr Thomas bring significant experience with management of clinical trials, product development and the regulatory pathways required for ethics, governance and ultimately market approval for cannabis medicines.

The Company closed the 2018/19 FY with a cash position of \$3.1 million.

The Company also expects to lodge its R&D application in Q3 2019 CY and is expecting to receive a refund in Q4 that reflects Zelda's increase in eligible R&D expenditure during 2018/19 FY. The Company remains fully funded for all of its upcoming clinical milestones.

Dr Richard Hopkins was appointed as Managing Director on 16 July 2018.

Dr Stewart Washer reverted to a non-executive position on 16 July 2018.

Mr Harry Karelis reverted to non-executive Chairman on 31 January 2019.

Other than set out above, there were no other significant changes to the nature of the consolidated group's principal activities during the period.

## **DIRECTORS' REPORT**

### **SIGNIFICANT CHANGES IN STATE OF AFFAIRS**

Significant changes in the state of affairs of the Company during the financial year are detailed under Review of Operations.

In the opinion of the directors, there were no other significant changes in the state of affairs of the Company that occurred during the financial year under review not otherwise disclosed in this report or in the financial report.

### **AFTER BALANCE DATE EVENTS**

There has not been any matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

### **FUTURE DEVELOPMENTS**

Looking forward, Zelda remains on-track to report on the outcome from its clinical trials for insomnia, autism and opioid reduction in the second half of 2019. If the results from the Insomnia trial are positive the company will move immediately to commercialisation in global markets in 2020.

Zelda is also continuing to assess opportunities to expand its clinical programmes where they align with its strategic objectives. Finally, Zelda is progressing discussions with third parties aiming at securing agreements to distribute clinically validated Zelda products globally.

As Zelda continues to grow and expand its activities, it remains focused on generating shareholder value through identifying and securing new intellectual property and pursuing a rapid path commercialisation for its medicinal cannabis products.

### **MEETINGS OF DIRECTORS**

The number of directors' meetings (including committees) held during the financial year and the number of meetings attended by each director are:

#### **Directors' Meetings**

<b>Director</b>	<b>Number Eligible to Attend</b>	<b>Meetings Attended</b>
Richard Hopkins	8	8
Harry Karelis	8	8
Stewart Washer	8	8
Mara Gordon	8	8
Jason Peterson	8	8

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**DIRECTORS' REPORT**
**INFORMATION ON DIRECTORS****Dr Richard Hopkins**

Appointed

16 July 2018

Qualifications

PhD in Molecular Biology from Murdoch University

Experience

Richard is an experienced bio-pharmaceutical executive with over 11 years in corporate leadership roles with public biotechnology companies. He has an established track record in drug development of novel cancer therapies and has strong experience with corporate strategy, business development and intellectual property matters. During his career, Dr. Hopkins has managed and overseen several strategic alliance and licensing deals with multiple global pharmaceutical partners.

Dr. Hopkins has served as Chair of the Western Australian Ausbiotech Committee and is an author on over 30 peer-reviewed publications and is an inventor on 17 patents and patent applications.

Interest in Shares

700,000

Options

25,000,000 unlisted options exercisable at various prices on or before 19 February 2022 subject to vesting conditions.

**Harry Karelis**

Appointed

17 November 2016

Qualifications

Bachelors and Honours in Science majoring in Biochemistry and Microbiology

Masters in Business Administration from the University of Western Australia.

Fellow of the Financial Services Institute of Australia

Fellow of the Australian Institute of Company Directors

Chartered Financial Analyst (CFA) from the CFA Institute in the United States.

Experience

Mr Harry Karelis is the Chairman of Gemelli Group, a privately held investment group involved in a range of projects and has in excess of 25 years diversified experience in the financial services sector including fundamental analysis, funds management and private equity investing and has been involved in numerous cross border activities across a number countries.

Interest in Shares

49,587,680

Options

6,000,000 unlisted options exercisable at \$0.03125 on or before 17 November 2021



**DIRECTORS' REPORT****Dr Stewart Washer**

Appointed  
Qualifications  
Experience

17 November 2016  
Bachelor of Science (Hon) PhD  
Stewart has 25 years of CEO and Board experience in medical and agrifood biotech companies. He is currently the Chairman of Emerald Clinics Ltd, cannabis clinics collecting quality patient data and Chair of Orthocell Ltd (ASX:OCC), a regenerative medicine company, Founding Director of Cynata Therapeutics Ltd (ASX:CYP) who are developing global stem cell therapies. He is also a founder of AusCann Ltd (ASX:AC8), who are developing novel cannabis pharmaceuticals.  
Stewart has previously worked in life science Fund Management with BioScience Managers in Australia and the Nestlé Fund Inventages.  
Stewart has held a number of Board positions in the past, including Chairman of Hatchtech Pty Ltd that was sold in 2017 for A\$279m and was a Director of iCeutica that was sold to a US Pharma. He was also a Senator with Murdoch University and was a Director of AusBiotech Ltd.  
35,198,688  
6,000,000 unlisted options exercisable at \$0.03125 on or before 17 November 2021

Interest in Shares  
Options

**Mara Gordon**

Appointed  
Qualifications  
Experience

17 November 2016  
Bachelor of Arts (Political Science) from the University of North Texas  
Ms Mara Gordon specializes in the development of treatment protocols utilizing Bio Pharmaceutical-grade cannabis extracts for seriously ill patients in California. She co-founded Aunt Zelda's, Calla Spring Wellness, and Zelda Therapeutics in order to provide real outcomes for patients with serious diseases.  
Prior to Aunt Zelda's, Ms Gordon worked as a process engineer, helping Fortune 500 companies create intelligent software by utilizing the Rational Unified Process. This experience has enabled her to take a detailed and scientific approach to utilizing cannabis as a Bio Pharmaceutical grade treatment.  
Ms Gordon is a Director of North Bay Credit Union and sits on numerous advisory boards, including CannPal, and Patients Out of Time. Ms Gordon is a cannabis entrepreneur, and researcher who openly shares her knowledge about the therapeutic benefits of the cannabis plant. She has appeared on stage in front of audiences internationally and was featured in the films The Medicine in Marijuana, Mary Janes: Women of Weed, and the award-winning documentary Weed the People.

Interest in Shares

44,142,326

## **DIRECTORS' REPORT**

### **Jason Peterson**

Appointed	17 November 2016
Qualifications	Bachelor of Commerce (Curtin University) Graduate Diploma of Finance from FINSIA (Financial Services Institute of Australia)/SDIA (Securities & Derivatives Institute of Australia).
Experience	Mr Jason Peterson is a Director, major shareholder and Head of Corporate of boutique stock broking and corporate advisory firm, CPS Capital and has more than 20 years of experience in the financial advisory sector, which he obtained by working in both local and international stockbroking companies such as Patersons Securities Limited, Tolhurst Group, and Merrill Lynch. He specialises in corporate structuring, capital raisings, corporate and strategic advice to small and medium size companies and reverse takeovers.
Interest in Shares	74,593,965
Options	8,000,000 unlisted options exercisable at \$0.03125 on or before 17 November 2021

### **Directorships of other listed companies**

Directorships of other listed companies held by directors in the 3 years immediately before the end of the financial year are as follows:

<b>Name</b>	<b>Company</b>	<b>Period of directorship</b>
Richard Hopkins	Dr Hopkins does not hold any Directorships in other listed companies	N/A
Harry Karelis	Velpic Ltd AusCann Group Holdings Ltd	17 Oct 2017 to 03 Apr 2018 19 Jan 2017 to 14 Dec 2017
Stewart Washer	Cynata Therapeutics Ltd Orthocell Ltd	1 Aug 2013 to present 7 Apr 2014 to present
Mara Gordon	Ms Gordon does not hold any Directorships in other listed companies.	N/A
Jason Peterson	Mr Peterson does not hold any Directorships in other listed companies.	N/A

### **REMUNERATION REPORT (AUDITED)**

This report outlines the remuneration arrangements in place for the key management personnel of the Company for the financial year ended 30 June 2019. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

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## **DIRECTORS' REPORT**

### **Key Management Personnel**

#### **Directors**

Richard Hopkins (appointed 16 July 2018)

Harry Karelis

Dr Stewart Washer

Mara Gordon

Jason Peterson

#### **Remuneration philosophy**

The performance of the Company depends upon the quality of the directors and executives. The philosophy of the Company in determining remuneration levels is to:

- set competitive remuneration packages to attract and retain high calibre employees;
- link executive rewards to shareholder value creation; and
- establish appropriate, demanding performance hurdles for variable executive remuneration.

#### **Remuneration committee**

While the Company does not currently have a formal Remuneration Committee, the Board has adopted a Remuneration Committee Charter, which determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

#### **Remuneration structure**

In accordance with best practice Corporate Governance, the structure of non-executive director and executive remuneration is separate and distinct.

#### **Service Agreements**

#### **Executive Directors Remuneration**

<b>Executive Name</b>	<b>Remuneration</b>
Dr Richard Hopkins	<ul style="list-style-type: none"> <li>• Executive salary of \$300,000 per annum (inclusive of superannuation); and</li> <li>• Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Group's reimbursement policies</li> <li>• Options package (shareholder approval obtained on 18 February 2019):               <ul style="list-style-type: none"> <li>• 5 million @ 10 cents per share (vesting on completion of probation period)</li> <li>• 5 million @ 15 cents per share (vesting 12 months after completion of probation)</li> <li>• 5 million @ 20 cents per share (vesting 12 months after completion of probation)</li> <li>• 5 million @ 28 cents per share (vesting 24 months after completion of probation)</li> <li>• 5 million @ 30 cents per share (vesting 24 months after completion of probation)</li> </ul> </li> </ul> <p style="margin-left: 20px;">Options expiry: 3 years from issue date</p> <ul style="list-style-type: none"> <li>• Services may be terminated by giving 3 months written notice</li> </ul>

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**DIRECTORS' REPORT**

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**Non-executive Director remuneration**

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non-executive Directors shall be as determined from time to time by a general meeting. The latest determination was at the meeting held on 27 November 2008 when shareholders approved an aggregate remuneration of \$300,000 per annum.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external shareholders as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

**Fixed remuneration**

Fixed remuneration consists of base remuneration (salary or consulting fees) including any FBT charges as well as employer contributions to superannuation funds, where applicable. There was no use of remuneration consultants during the year.

Remuneration levels are reviewed annually by the Board of Directors.

**Performance linked remuneration**

During the previous financial period, the Board of Directors completed a review of compensation and benefit structures.

Long-term incentives can be provided as ordinary shares and options over ordinary shares of the Company. As determined, shareholders in general meeting will be asked to approve specific grants of shares and options to Non- Executive and Executive Directors as a form of remuneration.

**Assessing performance**

The remuneration committee is responsible for assessing performance against KPIs and determining the STI and LTI to be paid.

**Consequences of performance on shareholders wealth**

In view of the relatively early stage of development of the Company's business, current remuneration policies are not directly linked to company performance.

**DIRECTORS' REPORT****Details of the nature and amount of emoluments of key management personnel****2019 Financial Year**

Key Management Person	PRIMARY		POST EMPLOYMENT	SHARE BASED PAYMENTS	REMUNERATION	PROPORTION OF REMUNERATION PERFORMANCE RELATED
	Salary & Fees	Non Monetary	Superannuation Contribution	OPTIONS	Total	%
	\$	\$	\$	Total	Total	
Richard Hopkins	255,507	-	24,273	117,681	397,461	29.61
Harry Karelis	210,000	-	-	-	210,000	-
Stewart Washer	36,000	-	-	-	36,000	-
Mara Gordon	36,000	-	-	-	36,000	-
Jason Peterson	36,000	-	-	-	36,000	-
<b>Totals</b>	<b>573,507</b>	<b>-</b>	<b>24,273</b>	<b>117,681</b>	<b>715,461</b>	<b>16.44</b>

**2018 Financial Year**

Key Management Person	PRIMARY		POST EMPLOYMENT	SHARE BASED PAYMENTS	REMUNERATION	PROPORTION OF REMUNERATION PERFORMANCE RELATED
	Salary & Fees	Non Monetary	Superannuation Contribution	OPTIONS	Total	%
	\$	\$	\$	Total	Total	
Harry Karelis	300,000	-	-	-	300,000	-
Stewart Washer	234,000	-	-	-	234,000	-
Mara Gordon	36,000	-	-	-	36,000	-
Jason Peterson	36,000	-	-	-	36,000	-
<b>Totals</b>	<b>606,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>606,000</b>	<b>-</b>

**DIRECTORS' REPORT****Performance Based Remuneration**

	Granted	Grant Date	Value per options at grant date	Value of options at grant date	Date exercised	Ordinary shares issued on exercise	Vesting and first exercise date	Last exercise date
	Number		\$	\$		Number		
Richard Hopkins	5,000,000	19 Feb 19	0.0130	65,168	-	-	19 Feb 19	19 Feb 22
Richard Hopkins	5,000,000	19 Feb 19	0.0091	45,265	-	-	16 Oct 20	19 Feb 22
Richard Hopkins	5,000,000	19 Feb 19	0.0067	33,384	-	-	16 Oct 20	19 Feb 22
Richard Hopkins	5,000,000	19 Feb 19	0.0044	22,209	-	-	16 Oct 21	19 Feb 22
Richard Hopkins	5,000,000	19 Feb 19	0.0041	20,284	-	-	16 Oct 21	19 Feb 22

The options were provided at no cost and expire on their expiry date or for unvested options the earlier of their expiry date or the termination of the Key Management Personnel's employment.

**Shares Issued to Key Management Personnel on Exercise of Options**

No key management personnel exercised options during the years ended 30 June 2019 or 30 June 2018.

**Shareholdings of Key Management Personnel**

Number of shares held by Directors and Executives during the year as follows:-

**2019 Financial Year**

	Balance 01/07/2018	Options Exercised	Acquired/ (disposed)	At Appointment/ (Resignation)	Net Change Other	Balance 30/06/2019
Richard Hopkins	-	-	-	700,000	-	700,000
Harry Karelis	49,587,680	-	-	-	-	49,587,680
Stewart Washer	35,198,688	-	-	-	-	35,198,688
Mara Gordon	79,642,326	-	(35,500,000)	-	-	44,142,326
Jason Peterson	74,797,248	-	(203,283)	-	-	74,593,965

**2018 Financial Year**

	Balance 01/07/2017	Options Exercised	Acquired/ (disposed)	At Appointment/ (Resignation)	Net Change Other	Balance 30/06/2018
Harry Karelis	49,587,680	-	-	-	-	49,587,680
Stewart Washer	35,198,688	-	-	-	-	35,198,688
Mara Gordon	79,642,326	-	-	-	-	79,642,326
Jason Peterson	80,292,389	-	(5,495,141)	-	-	74,797,248

## DIRECTORS' REPORT

### Option Holdings of Key Management Personnel

#### 2019 Financial Year

	Balance 01/07/2018	Options Granted as Remuneration	Options Acquired	At Appointment/ (Resignation)	Balance 30/06/2019	Number vested and exercisable
Richard Hopkins	-	25,000,000	-	-	25,000,000	5,000,000
Harry Karelis	6,000,000	-	-	-	6,000,000	6,000,000
Stewart Washer	6,000,000	-	-	-	6,000,000	6,000,000
Mara Gordon	-	-	-	-	-	-
Jason Peterson	8,000,000	-	-	-	8,000,000	8,000,000

#### 2018 Financial Year

	Balance 01/07/2017	Options Granted as Remuneration	Options Acquired	At Appointment/ (Resignation)	Balance 30/06/2018	Number vested and exercisable
Harry Karelis	6,000,000	-	-	-	6,000,000	6,000,000
Stewart Washer	6,000,000	-	-	-	6,000,000	6,000,000
Mara Gordon	-	-	-	-	-	-
Jason Peterson	8,000,000	-	-	-	8,000,000	8,000,000

### Other transactions and balances with Key Management Personnel

There were no other transactions or balances with Key Management Personnel.

### Voting of shareholders at last year's annual general meeting

Zelda Therapeutics Limited received 88.1% of "yes" votes on its remuneration report for the 2018 financial year. The Group did not receive any specific feedback at the AGM or throughout the year on its remuneration practices

**This concludes the Remuneration Report.**

### ENVIRONMENTAL ISSUES

The Group is not subject to any significant environmental legislation.

### INDEMNIFYING OFFICERS

The Company has in place an insurance policy insuring Directors and Officers of the Company against any liability arising from a claim brought by a third party against the Company or its Directors and officers, and against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as a Director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

In accordance with a confidentiality clause under the insurance policy, the amount of the premium paid to the insurers has not been disclosed. This is permitted under Section 300(9) of the Corporations Act 2001.

**DIRECTORS' REPORT****SHARE OPTIONS**

As at the date of this report, details of unissued ordinary shares under option are:

Number	Grant date	Expiry date	Exercise price \$	Fair value at grant date	Vesting date
40,000,000	18 November 2016	17 November 2021	\$0.03125	\$0.0152	18 November 2016.
1,500,000	6 February 2017	6 February 2020	\$0.04	\$0.0153	6 February 2017
4,500,000	6 February 2017	6 February 2020	\$0.04	\$0.0133	6 February 2019
1,000,000	22 August 2018	22 August 2021	\$0.125	\$0.0192	22 August 2018
2,000,000	22 August 2018	22 August 2021	\$0.125	\$0.0192	22 August 2020
1,200,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	16 January 2019
3,000,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	3 September 2019 subject to vesting conditions
3,000,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	3 September 2020 subject to vesting conditions
1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2019
1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2020 subject to vesting conditions
1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2021 subject to vesting conditions
5,000,000	19 February 2019	19 February 2022	\$0.10	\$0.0130	19 February 2019
5,000,000	19 February 2019	19 February 2022	\$0.15	\$0.0091	16 October 2019 subject to vesting conditions
5,000,000	19 February 2019	19 February 2022	\$0.20	\$0.0067	16 October 2019 subject to vesting conditions
5,000,000	19 February 2019	19 February 2022	\$0.28	\$0.0044	16 October 2020 subject to vesting conditions
5,000,000	19 February 2019	19 February 2022	\$0.30	\$0.0041	16 October 2020 subject to vesting conditions

No options over ordinary shares in the Company expired during the year.



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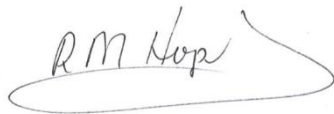
**DIRECTORS' REPORT****AUDITOR'S INDEPENDENCE DECLARATION AND NON-AUDIT SERVICES**

Section 307C of the Corporations Act 2001 requires the Group's auditors to provide the Directors of Zelda Therapeutics Limited with an Independence Declaration in relation to the audit of the financial report. A copy of that declaration is included on page 20 of the Annual Report.

**PROCEEDINGS ON BEHALF OF THE COMPANY**

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

On behalf of the Board

A handwritten signature in black ink that reads "R M Hopkins". The signature is written in a cursive style and is underlined with a single horizontal line.

**R Hopkins**  
**Managing Director**

**Perth, 30 August 2019**

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**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the audit of the consolidated financial report of Zelda Therapeutics Limited for the year ended 30 June 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.



**Perth, Western Australia**  
**30 August 2019**

**B G McVeigh**  
**Partner**

**hlb.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2019**

	NOTE	2019 \$	2018 \$
Interest income	2(a)	90,139	138,569
Other income	3	769,030	422,818
Compliance and regulatory expenses		(152,835)	(149,225)
Consultants and professional fees		(369,613)	(351,278)
Administration		(220,227)	(103,702)
Directors' fees		(570,194)	(266,000)
Travel and accommodation expense		(124,432)	(125,459)
Share based payments		(462,193)	(27,666)
Research Consultancy Fees		(2,327,520)	(1,792,291)
Other expenses		(11,369)	(12,576)
Changes in fair value of financial assets at fair value through profit or loss	8	(188,588)	537,004
		<hr/>	
(Loss) from continuing operations before income tax expense		(3,567,802)	(1,729,806)
Income tax expense	4	<hr/> -	<hr/> -
<b>(Loss) for the year</b>		<hr/> <b>(3,567,802)</b>	<hr/> <b>(1,729,806)</b>
Other Comprehensive Income		<hr/> -	<hr/> -
<b>Total Comprehensive (Loss) for the Year</b>		<hr/> <b>(3,567,802)</b>	<hr/> <b>(1,729,806)</b>
<b>(Loss) per share:</b>			
Basic and diluted (loss) per share (cents per share)	14	(0.47)	(0.23)

*The accompanying notes form part of these consolidated financial statements.*

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2019**

	NOTE	2019 \$	2018 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	3,073,125	5,685,725
Trade and other receivables	7	51,455	91,085
<b>TOTAL CURRENT ASSETS</b>		<u>3,124,580</u>	<u>5,776,810</u>
<b>NON-CURRENT ASSETS</b>			
Financial assets held at fair value	8	348,416	537,004
Other financial assets		9,180	-
Property, plant and equipment		33,022	-
<b>TOTAL NON-CURRENT ASSETS</b>		<u>390,618</u>	<u>537,004</u>
<b>TOTAL ASSETS</b>		<u><b>3,515,198</b></u>	<u><b>6,313,814</b></u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	9	407,235	99,423
<b>TOTAL CURRENT LIABILITIES</b>		<u>407,235</u>	<u>99,423</u>
<b>TOTAL LIABILITIES</b>		<u>407,235</u>	<u>99,423</u>
<b>NET ASSETS / (LIABILITIES)</b>		<u><b>3,107,963</b></u>	<u><b>6,214,391</b></u>
<b>EQUITY</b>			
Issued capital	10	13,823,411	13,823,411
Share based payments reserve		964,822	502,629
Accumulated losses		(11,680,270)	(8,111,649)
<b>TOTAL EQUITY</b>		<u><b>3,107,963</b></u>	<u><b>6,214,391</b></u>

*The accompanying notes form part of these consolidated financial statements.*

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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2019**

	Issued Capital	Accumulated Losses	Reserves	Total
	\$	\$	\$	\$
<b>Balance as at 1 July 2017</b>	<b>13,803,411</b>	<b>(6,381,843)</b>	<b>474,963</b>	<b>7,896,531</b>
Loss for the year	-	(1,729,806)	-	(1,729,806)
Other comprehensive income	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(1,729,806)</b>	<b>-</b>	<b>(1,729,806)</b>
Options issued to consultants	20,000	-	-	20,000
Transaction costs relating to issue of shares	-	-	27,666	27,666
<b>Balance at 30 June 2018</b>	<b>13,823,411</b>	<b>(8,111,649)</b>	<b>502,629</b>	<b>6,214,391</b>
<b>Balance as at 1 July 2018</b>	<b>13,823,411</b>	<b>(8,111,649)</b>	<b>502,629</b>	<b>6,214,391</b>
Loss for the year	-	(3,567,802)	-	(3,567,802)
Other comprehensive income	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(3,567,802)</b>	<b>-</b>	<b>(3,567,802)</b>
Share based payments	-	-	462,193	462,193
<b>Balance at 30 June 2019</b>	<b>13,823,411</b>	<b>(11,680,270)</b>	<b>964,822</b>	<b>3,107,963</b>

*The accompanying notes form part of these consolidated financial statements.*

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 30 JUNE 2019**

	NOTE	2019 \$	2018 \$
<b>Cash Flows from Operating Activities</b>			
Payments to suppliers		(1,262,745)	(1,006,016)
Payments for research		(2,178,243)	(1,763,493)
Interest received		96,765	144,562
<i>Net cash used in operating activities</i>	15(b)	<u>(3,344,223)</u>	<u>(2,624,947)</u>
<b>Cash Flows from Investing Activities</b>			
Research and development incentive		769,030	313,758
Proceeds received from sale of ENT shares		-	109,061
Payments for rental bond		(9,180)	-
Payments for acquisition of property, plant and equipment		(28,226)	-
<i>Net cash from investing activities</i>		<u>731,623</u>	<u>422,819</u>
<b>Cash Flows from Financing Activities</b>			
Proceeds from issue of shares from exercise of options		-	20,000
<i>Net cash from financing activities</i>		<u>-</u>	<u>20,000</u>
<b>Net decrease in cash and cash equivalents</b>		(2,612,600)	(2,182,129)
<b>Cash and cash equivalents at beginning of financial year</b>		5,685,725	7,867,854
<b>Cash and cash equivalents at end of financial year</b>	15(a)	<u>3,073,125</u>	<u>5,685,725</u>

*The accompanying notes form part of these consolidated financial statements.*

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019**

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**1. SUMMARY OF ACCOUNTING POLICIES****(a) Statement of significant accounting policies**

The following is a summary of the significant accounting policies adopted by the Group in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

The financial report covers the consolidated entity of Zelda Therapeutics Limited (“the legal Parent”) and its subsidiary (“the Group”). Zelda Therapeutics Limited (ZLD) is a listed public company, incorporated and domiciled in Australia.

**Reporting basis and conventions**

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

This financial report was authorised for issue by the Board on 30 August 2019.

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied where relevant.

**(b) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

When the Company has less than a majority of the voting rights of an investee, it has the power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights are sufficient to give it power, including,

- the size of the Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties; rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholder meetings.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(b) Basis of consolidation (cont.)**

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the controlling interest having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members are eliminated in full on consolidation.

**Changes in the Group's ownership interest in existing subsidiaries**

Changes in the Group's ownership interest in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in subsidiaries. Any difference between the amount paid by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between:

- The aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- The previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit and loss or transferred to another category of equity as specified/permitted by the applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

**(c) Adoption of new and revised standards****Changes in accounting policies on initial application of Accounting Standards**

A number of new or amended standards became applicable for the current reporting period and the Group had to change its accounting policies as a result of the adoption of the following standards:

- AASB 9 *Financial Instruments*; and
- AASB 15 *Revenue from Contracts with Customers*

The impact of the adoption of these standards and the new accounting policies are disclosed in below. The impact of the new standards adopted by the Group, has not had a material impact on the amounts presented in the Group's financial statements.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(c) Adoption of new and revised standards (cont.)****AASB 9 Financial Instruments – Impact of Adoption***Impairment of financial assets*

The Group's financial assets subject to AASB 9's new expected credit loss model are cash, accrued interest and prepayments as well as its CannPal Options.

The impact of the impairment requirements of AASB 9 on cash and cash equivalents has not resulted in a material impact to the financial statements.

Under AASB 9, the Group was required to revise the impairment methodology used in the calculation of its provision for doubtful debts to the expected credit loss model. This change in methodology has not had a material impact on the financial statements. The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure or a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due.

*Classification*

From 1 July 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss)
- those to be measured at amortised cost.

The classification depends on how the Group manages the financial assets and the contractual terms of the cash flows. At year end, all of the Group's financial assets have been classified as those to be measured at amortised cost or at fair value through profit or loss.

*Measurement*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

*Impairment*

From 1 July 2018, the Group assesses expected credit losses associated on a forward-looking basis. For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**AASB 15 Revenue from Contracts with Customers – Impact of Adoption**

The Group has adopted AASB 15 Revenue from Contracts with Customers from 1 July 2018 which resulted in changes to accounting policies but no adjustments to the amounts recognised in the financial statements. Revenue is recognised upon satisfaction of these performance obligations, which occur when control of goods or services is transferred, rather than on transfer of risks or rewards. Revenue received for a contract that includes a variable amount is subject to revised conditions for recognition, whereby it must be highly probable that no significant reversal of the variable component may occur when the uncertainties around its measurement are removed.

The Group has no material contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. Consequently, the Group does not adjust any of the transaction prices for the time value of money.

*Standards and Interpretations in issue not yet adopted*

The Directors have also reviewed all Standards and Interpretations in issue not yet adopted for the year ended 30 June 2019. Those which may have a material impact on the Group are set out below.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(c) Adoption of new and revised standards (cont.)****AASB 16 Leases**

AASB 16 replaces AASB 117 *Leases*. AASB 16 removes the classification of leases as either operating leases or finance leases-for the lessee – effectively treating all leases as finance leases.

AASB 16 is applicable to annual reporting periods beginning on or after 1 January 2019.

**Impact on operating leases**

AASB 16 will change how the Group accounts for leases previously classified as operating leases under AASB 117, which were off-balance sheet. On initial application of AASB 16, for all leases (except as noted below), the Group will:

- Recognise right-of-use assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of the future lease payments.
- Recognise depreciation of right-of-use assets and interest on lease liabilities in the consolidated statement of profit or loss.
- Separate the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the consolidated cash flow statement.

Lease incentives (e.g. rent-free period) will be recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under AASB 117 they resulted in the recognition of a lease liability incentive, amortised as a reduction of rental expenses on a straight-line basis.

Under AASB 16, right-of-use assets will be tested for impairment in accordance with AASB 136 Impairment of Assets. This will replace the previous requirement to recognise a provision for onerous lease contracts.

For short-term leases (lease term of 12 months or less) and leases of low-value assets (such as personal computers and office furniture), the Group will opt to recognise a lease expense on a straight-line basis as permitted by AASB 16.

**(d) Going concern**

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

Notwithstanding the fact that the Group incurred an operating loss of \$3,567,802 for the year ended 30 June 2019, has a working surplus of \$2,717,345, and a net cash outflow from operating activities amounting to \$3,344,223, the Directors are of the opinion that the Group is a going concern for the following reason:

- The Directors anticipate an equity raising will be required and will be completed in 2019.

Should the equity raising not be completed, there is a material uncertainty that may cast significant doubt as to whether the Group will be available to realise its assets and extinguish its liabilities in the normal course of business.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts or classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

**(e) Cash and Cash Equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(f) Foreign Exchange**

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date.

**(g) Income Tax**

The charge for current income tax expenses is based on the profit/loss for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions or deductibility imposed by the law.

**(h) Other Taxes**

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

**(i) Impairment of Assets**

At each reporting date, the Company reviews the carrying values of tangible assets and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(i) Impairment of assets (cont.)**

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**(j) Employee Benefits**

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled plus related on costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

**(k) Trade and other receivables**

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less allowance for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Company will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Company in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Company.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Company will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Company in making this determination include known

significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Company.

The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original effective interest rate. Where receivables are short-term, discounting is not applied in determining the allowance.

The amount of the impairment loss is recognised in the statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

**(l) Financial assets***Recognition and derecognition*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(l) Financial assets (cont.)***Classification and initial measurement of financial assets*

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI).

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

*Subsequent measurement of financial assets**Financial assets at fair value through profit or loss (FVTPL)*

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

The category also contains an equity investment. The Group accounts for the investment at FVTPL and did not make the irrevocable election to account for the investment in unlisted and listed equity securities at fair value through other comprehensive income (FVOCI). The fair value was determined in line with the requirements of AASB 9, which does not allow for measurement at cost.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss.

The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

**(m) Trade and other payables**

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

**(n) Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019**

and assessing performance of the operating segments, has been identified as the Board of Directors of Zelda Therapeutics Ltd.

**(o) Revenue Recognition**

The revenue and profits recognised in any period are based on the delivery of performance obligations and an assessment of when control is transferred to the customer.

In determining the amount of revenue and profits to record, and related statement of financial position items (such as contract fulfilment assets, capitalisation of costs to obtain a contract, trade receivables, accrued income and deferred income) to recognise in the period, management is required to form a number of key judgements and assumptions. This includes an assessment of the costs the Group incurs to deliver the contractual commitments and whether such costs should be expensed as incurred or capitalised.

Revenue is recognised either when the performance obligation in the contract has been performed, so 'point in time' recognition or 'over time' as control of the performance obligation is transferred to the customer.

**(p) Other income**Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be reliably measured. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that assets' net carrying amount on initial recognition.

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

**(q) Fair Value Estimates**

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance date. The quoted market price used for financial assets held by the Company is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over the unlisted options) is determined using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as discounted cash flows, are used to determine fair value for the remaining financial instruments.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(q) Fair Value Estimates (cont.)**

The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the balance date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

**(r) Earnings per share***Basic earnings (loss) per share*

Basic earnings per share ("EPS") is calculated as net profit or loss, attributable to members, adjusted to exclude any costs of servicing equity.

*Diluted earnings (loss) per share*

Diluted EPS earnings is calculated by adjusting the basic EPS earnings for the after tax effect of financing costs and the effect of conversion to ordinary shares associated with dilutive potential ordinary shares, rather than including the notional earnings on the funds that would have been received by the entity had the potential ordinary shares been converted.

The diluted EPS weighted average number of shares includes the number of ordinary shares assumed to be issued for no consideration in relation to dilutive potential ordinary shares, rather than the total number of dilutive potential ordinary shares. The number of ordinary shares assumed to be issued for no consideration represents the difference between the number that would have been issued at the exercise price and the number that would have been issued at the average price.

The identification of dilutive potential ordinary shares is based on net profit or loss from continuing ordinary operations, not net profit or loss and is applied on a cumulative basis, taking into account the incremental earnings and incremental number of shares for each series of potential ordinary share.

**(s) Share-based payment transactions**

The Company provides benefits to employees (including senior executives) of the Company in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using the Black-Scholes model or the binomial option pricing model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Zelda Therapeutics Limited (market conditions), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Company's best estimate of the number of equity instruments that will ultimately vest.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(s) Share-based payment transactions (cont.)**

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification. If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

**(t) Issued Capital**

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(u) Critical Accounting Estimates and Judgments**

The directors evaluate estimates and judgments incorporated into the financial report 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.

Key estimates:Share based payments

Share-based payments are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019**

	2019 \$	2018 \$
<b>2. REVENUE AND EXPENSES</b>		
<b>(a) Revenue</b>		
Interest revenue	90,139	138,569
<b>(b) Expenses</b>		
Employee benefits expense:		
- Directors' fees	597,780	606,000
<b>3. OTHER INCOME</b>		
Disposal of exploration and prospecting licenses	-	100,000
Net gain on disposal of financial asset	-	9,061
Research and development incentive <sup>1</sup>	769,030	313,757
	<u>769,030</u>	<u>422,818</u>

1. Government grants relate to the Group's research and development (R&D) activities being registered by Innovation and Science Australia for the R&D Tax Incentive. The R&D refund was received by the Company on 30 April 2019.

**4. INCOME TAX EXPENSE**

- (a) The prima facie income tax expense on pre-tax accounting result from operations reconciles to the income tax expense in the financial statements as follows:

Loss before tax from continuing operations	(3,567,802)	(1,729,806)
Income tax (benefit)/expense calculated at 27.5% (2018: 27.5%)	(981,146)	(475,697)
Unused tax losses and tax offset not recognised as deferred tax assets		
Share based payments	127,103	7,608
Other non-deductible expenses	284,224	210,736
Other deferred tax assets and tax liabilities not recognised	569,819	257,353
<b>Income tax (benefit)/expense reported in the statement of comprehensive income</b>	<u>-</u>	<u>-</u>

The tax rate used in the above reconciliation is the corporate tax rate of 27.5% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared with the previous reporting period.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****4. INCOME TAX EXPENSE (CONT.)****(b) Unrecognised deferred tax balances**

The following deferred tax assets and (liabilities) have not been brought to account:

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Deferred tax assets comprise:</b>		
Temporary differences	<u>694,353</u>	<u>394,532</u>
<b>Deferred tax liabilities comprise:</b>		
Temporary differences	<u>(4,125)</u>	<u>(7,072)</u>
<b>Net deferred tax assets</b>	<u>(690,228)</u>	<u>(387,460)</u>

A deferred tax asset has not been recognised in the financial statements because it is not demonstrably probable that sufficient future taxable income will be available against which the Company can utilise the benefits thereof.

The future benefits of these tax assets will only be obtained if:

- The Company derives future assessable income of a nature and at an amount sufficient to enable the benefit from the assets to be realised;
- The Company continues to comply with the conditions for deductibility imposed by relevant tax legislation; and
- No changes in tax legislation adversely affect the Company in realising the benefit from the assets.

**(c) Income tax expense not recognised directly in equity during the year**

Share issue costs	<u>-</u>	<u>-</u>
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**5. KEY MANAGEMENT PERSONNEL**

The Key Management Personnel of Zelda Therapeutics Limited during the year were:

Richard Hopkins (appointed 16 July 2018)  
 Harry Karelis  
 Stewart Washer  
 Jason Peterson  
 Mara Gordon

**Key management personnel compensation**

Short-term employment benefits	573,507	606,000
Post-employment benefits	24,273	-
Share based payments	<u>117,681</u>	<u>-</u>
	<u>715,461</u>	<u>606,000</u>

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****5. KEY MANAGEMENT PERSONNEL (CONT.)**

Gemelli Nominees Pty Ltd, a company of which Mr Harry Karelis is a Director, charged the Group director fees of \$210,000 (2018: \$300,000). \$Nil (2018: \$Nil) was outstanding at year end. The aggregate amount recognised during the year relating to consultancy services was \$nil (30 June 2018: \$ nil), nil of which was outstanding at 30 June 2019 (30 June 2018: \$nil).

Biologica Ventures Pty Ltd, a company of which Dr Stewart Washer is a Director, charged the Group director fees of \$36,000 (2018: \$234,000). \$Nil (2018: \$Nil) was outstanding at year end. Additionally, Biologica Ventures Pty Ltd provided research services to the Group during the period on normal commercial terms and conditions. The aggregate amount recognised during the year relating to research services was \$Nil (30 June 2018: \$100,699), \$Nil of which was outstanding at 30 June 2019 (30 June 2018: \$Nil).

CPS Capital Pty Ltd, a company of which Mr Jason Peterson is a Director, charged the Group director fees of \$36,000 (2018: \$36,000) and provided corporate advisory services to the Group during the year on normal commercial terms and conditions. The aggregate amount recognised during the year relating to corporate advisory services was \$98,000 (30 June 2018: \$48,000, which included re-compliance and capital raising services), \$Nil of which was outstanding at 30 June 2019 (30 June 2018: \$nil).

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>6. CASH AND CASH EQUIVALENTS</b>		
Cash at bank	<u>3,073,125</u>	<u>5,685,725</u>

Cash at bank earns interest at fixed and floating rates based on daily bank and term deposit rates.

**7. TRADE AND OTHER RECEIVABLES****Current**

Trade and other receivables		
GST receivable	13,974	41,708
Accrued interest	19,092	25,718
Other current assets	<u>18,389</u>	<u>23,659</u>
	<u>51,455</u>	<u>91,085</u>

**8. OTHER FINANCIAL ASSETS**

Opening balance – unlisted options	537,004	-
Changes in fair value	<u>(188,588)</u>	<u>537,004</u>
Closing balance	<u>348,416</u>	<u>537,004</u>

On 27 March 2017, Zelda entered into a strategic partnership with CannPal Pty Ltd (CannPal) (Agreement), an Australian company focused on developing cannabis based prescription and non-prescription medicines, and animal feed nutrition for the emerging global pet pharmaceutical market. The Agreement is to promote and encourage collaborative activity to improve the offerings of both CannPal and Zelda and exploit opportunities of mutual interest in both the human and animal pharmaceutical markets.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****8. OTHER FINANCIAL ASSETS (CONT.)**

Under the terms of the agreement CannPal issued Zelda 7,250,000 unlisted options in CannPal (or such other amount equivalent to 10% of the fully diluted issued capital at 27 March 2017) exercisable at the lower of \$0.20 or the next round capital raising price including but not limited to the per share price of any acquisition, reverse takeover transaction or similar event, exercisable within five years from the date of issue. On 23 October 2017, CannPal was admitted to the Official List of ASX Limited and these options have been remeasured to fair value at 30 June 2019. The options have been valued under the Black-Scholes methodology using a volatility rate of 85.49% and a spot price of \$0.15

**9. TRADE AND OTHER PAYABLES**

	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Current (unsecured)</b>		
Trade payables and accruals	407,235	99,423
	<u>407,235</u>	<u>99,423</u>

Terms and conditions relating to the above financial instruments:

- Trade payables are non-interest bearing and are normally settled on 30 day terms.
- Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

	<b>2019</b>	<b>2018</b>
	\$	\$
<b>10. ISSUED CAPITAL</b>		
	<u>13,823,411</u>	<u>13,823,411</u>

	Year to 30 June 2019 No.	Year to 30 June 2018 No.	Year to 30 June 2019 \$	Year to 30 June 2018 \$
<i>Movements in ordinary shares on issue</i>				
At start of period	755,341,934	754,841,934	13,823,411	13,803,411
Shares issued from exercise of options	-	500,000	-	20,000
Share issue expenses	-	-	-	-
At end of period	<u>755,341,934</u>	<u>755,341,934</u>	<u>13,823,411</u>	<u>13,823,411</u>

At shareholders' meetings, each ordinary share is entitled to one vote in proportion to the paid-up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****11. RESERVES****Share-based payments reserve**

This reserve is used to record the value of equity benefits provided to employees and Directors as part of their remuneration. Refer to note 12 for further details of these plans.

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Balance at beginning of period	502,629	474,963
Fair value of options issued under the employee share option plan	462,193	27,666
Balance as at end of period	<u>964,822</u>	<u>502,629</u>

**12. SHARE BASED PAYMENTS****(a) Summary of share-based payments****Unlisted Options (as at Balance date)**

Set out below are the summaries of options granted as share based payments during the year and previous periods:

Series	Number	Grant date	Expiry date	Exercise price \$	Fair value at grant date	Vesting date
1	40,000,000	18 November 2016	17 November 2021	\$0.03125	\$0.0152	18 November 2016.
2	1,500,000	6 February 2017	6 February 2020	\$0.04	\$0.0153	6 February 2017
3	4,500,000	6 February 2017	6 February 2020	\$0.04	\$0.0133	6 February 2019
4	1,000,000	22 August 2018	22 August 2021	\$0.125	\$0.0192	22 August 2018
5	2,000,000	22 August 2018	22 August 2021	\$0.125	\$0.0192	22 August 2020
6	1,200,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	16 January 2019
7	3,000,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	3 September 2019 subject to vesting conditions
8	3,000,000	15 January 2019	16 January 2022	\$0.10	\$0.0158	3 September 2020 subject to vesting conditions
9	1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2019
10	1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2020 subject to vesting conditions
11	1,500,000	8 January 2019	16 January 2022	\$0.10	\$0.0181	21 April 2021 subject to vesting conditions
12	5,000,000	19 February 2019	19 February 2022	\$0.10	\$0.0130	19 February 2019
13	5,000,000	19 February 2019	19 February 2022	\$0.15	\$0.0091	16 October 2019 subject to vesting conditions
14	5,000,000	19 February 2019	19 February 2022	\$0.20	\$0.0067	16 October 2019 subject to vesting conditions
15	5,000,000	19 February 2019	19 February 2022	\$0.28	\$0.0044	16 October 2020 subject to vesting conditions
16	5,000,000	19 February 2019	19 February 2022	\$0.30	\$0.0041	16 October 2020 subject to vesting conditions

No options over ordinary shares in the Company expired during the year.

There were no other share-based payment options on issue during the year.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****(b) Weighted average fair value**

The fair value of the equity-settled options granted is estimated as at the date of grant using the Black and Scholes model taking into account the terms and conditions upon which they were granted.

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Expected volatility (%)	137	122	122	81	81	76	76	76	76	76	76	69	69	69	69	69
Risk-free interest rate (%)	2.18	2.18	2.18	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03	1.03
Expected life of option (years)	5	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3
Exercise price (cents)	3.125	4	4	12.5	12.5	10	10	10	10	10	10	10	15	20	28	30
Grant date share price (cents)	2.5	3	3	7.1	7.1	6.1	6.1	6.1	6.6	6.6	6.6	5.9	5.9	5.9	5.9	5.9

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

**13. FINANCIAL INSTRUMENTS***Fair value measurement*

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy.

The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: unobservable inputs for the asset or liability.

The only financial assets or financial liabilities measured at fair value on a recurring basis are unlisted options (Level 2).

There were no transfers between levels in 2019 and 2018.

Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. Valuation processes and fair value changes are discussed among the Board in line with the Group's reporting dates.

The valuation technique used for instruments categorised in Level 2 is described below:

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****13. FINANCIAL INSTRUMENTS (CONT.)****Unlisted options**

The Group's unlisted options are fair valued using a Black and Scholes model partly using observable variables such as interest rates.

**(a) Financial risk management objectives**

The Company did not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The use of financial derivatives was governed by the Company's policies approved by the Board of directors, which provide written principles on the use of financial derivatives. Compliance with policies and exposure limits is reviewed by the directors on a continuous basis.

The carrying amounts of financial assets and financial liabilities approximate their fair value.

	Variable interest rate \$	Maturity dates		Non interest bearing	Total
		Less than 1 year	1-2 years		
<b>2019</b>					
<b>Financial assets:</b>					
Cash and cash equivalents	810,166	2,262,960	9,180	-	3,082,305
Trade receivables	-	-	-	51,455	51,455
Financial assets held at fair value	-	-	-	348,416	348,416
<b>Financial liabilities:</b>					
Trade payables	-	-	-	407,235	407,235

**2018**

<b>Financial assets:</b>					
Cash and cash equivalents	935,725	4,750,000	-	-	5,685,725
Trade receivables	-	-	-	91,085	91,085
Financial assets held at fair	-	-	-	537,004	537,004
<b>Financial liabilities:</b>					
Trade payables	-	-	-	99,423	99,423

**(b) Interest rate risk sensitivity analysis**

The following table demonstrates the sensitivity of the Group's consolidated statement of profit or loss and other comprehensive income to a reasonably possible change in interest rates, with all other variables constant.

Change in Basis Points	Effect on Post Tax Loss (\$)	
	Increase/(Decrease)	
	2019	2018
Increase 100 basis points	30,823	56,857
Decrease 100 basis points	(30,823)	(56,857)

A sensitivity of 100 basis points has been used as this is considered reasonable given the current level of both short term and long term Australian Dollar interest rates. This would represent two to four movements by the Reserve Bank of Australia.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019**


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**13. FINANCIAL INSTRUMENTS (CONT.)****(c) Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

**(d) Liquidity risk management**

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Management monitor the rolling forecasts of the Company's liquidity on the basis of expected cash flow.

The following table details the expected maturity of the Company's financial assets and liabilities based on the earliest date of maturity or payment respectively. The amounts are stated on an undiscounted basis and include interest.

	Less than 1 month \$	1 – 3 Months \$	3 months – 1 year \$	1 – 5 years \$
<b>2019</b>				
<i>Financial Assets:</i>				
Non-interest bearing	51,455	-	-	-
Variable interest rate	810,166	-	-	-
Fixed interest rate	-	2,262,960	-	9,180
	<u>861,621</u>	<u>2,262,960</u>	<u>-</u>	<u>9,180</u>
<i>Financial Liabilities:</i>				
Non-interest bearing	<u>407,235</u>	-	-	-
	<u>407,235</u>	-	-	-
<b>2018</b>				
<i>Financial Assets:</i>				
Non-interest bearing	91,085	-	-	-
Variable interest rate	844,640	-	-	-
Fixed interest rate	-	2,750,000	2,000,000	-
	<u>935,725</u>	<u>2,750,000</u>	<u>2,000,000</u>	<u>-</u>
<i>Financial Liabilities:</i>				
Non-interest bearing	<u>99,423</u>	-	-	-
	<u>99,423</u>	-	-	-

**(e) Capital Risk Management**

The Board does not deem necessary a formal Capital Risk Management Charter. The Company manages its capital to ensure that it will be able to continue as a going concern whilst maximising the return to shareholders.



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019**

<b>14. EARNINGS / (LOSS) PER SHARE</b>	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
(a) (Loss) used in the calculation of basic and dilutive loss per share	(3,567,802)	(1,729,806)
<b>Basic loss per Share</b>	<b>Number of Shares</b>	<b>Number of Shares</b>
(b) Weighted average number of ordinary shares outstanding during the year used in the calculation of basic loss per share:	755,073,441	755,073,441
Basic (loss) per share (cents per share)	(0.47)	(0.23)
<b>Diluted loss per Share</b>	<b>Number of Shares</b>	<b>Number of Shares</b>
(b) Weighted average number of ordinary shares outstanding during the year used in the calculation of diluted loss per share:	755,073,441	755,073,441
Diluted (loss) per share (cents per share)	(0.47)	(0.23)

**15. CASH FLOW INFORMATION****(a) Reconciliation of cash and cash equivalents**

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments. Cash and cash equivalents at the end of the financial year as shown in the Consolidated Statement of Cash Flows is reconciled to the related items in the Consolidated Statement of Financial Position as follows:

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Cash at bank	3,073,125	5,685,725
<b>(b) Reconciliation of net cash flow used in operating activities with profit / (loss) after income tax</b>		
(Loss) for year	(3,567,802)	(1,729,806)
Cash flows in operating (loss)/profit classified as investing activities		
- Revaluation of financial assets held at fair value	188,588	(537,004)
- Sale of ENT shares and licences	-	(109,061)
Non-cash flows in operating (loss)/profit		
- Research and development incentive	(769,030)	(313,757)
- Share based payments	462,193	27,666
- Foreign exchange gain	(820)	-
Changes in assets and liabilities:		
- (Increase)/Decrease in trade and other receivables	39,631	8,217
- Increase/(Decrease) in trade payables and other accruals	303,017	28,798
<b>Net cash used in operating activities</b>	<b>(3,344,223)</b>	<b>(2,624,947)</b>

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****16. AUDITORS' REMUNERATION**

The auditors of the Company are HLB Mann Judd

Remuneration of the auditor for:

- Auditing or reviewing the financial report

	2019 \$	2018 \$
	33,150	25,250
	<u>33,150</u>	<u>25,250</u>

**17. COMMITMENTS**

Research and development

not later than 1 year

later than 1 year but no later than 5 years

Remuneration

not later than 1 year

	2019 \$	2018 \$
	990,439	599,666
	19,250	58,707
	663,000	658,000

**18. PARENT ENTITY INFORMATION**

The individual financial statements for the parent entity show the following aggregate amounts. The information presented has been prepared using accounting policies as disclosed in Note 1.

	2019 \$	2018 \$
Financial Position		
Current assets	2,485,841	5,123,911
Total assets	2,846,233	5,660,915
Current liabilities	28,309	32,821
Total liabilities	28,309	32,821
Shareholder's equity		
Issued capital	26,033,542	26,033,542
Reserves	964,822	502,629
Accumulated losses	<u>(24,180,441)</u>	<u>(20,908,078)</u>
	2,817,923	5,628,094
Financial Performance		
Loss for the year	<u>(3,272,363)</u>	<u>(524,518)</u>
Total comprehensive loss	<u>(3,272,363)</u>	<u>(524,518)</u>

**Contingencies of the Parent Entity**

There are no contingent liabilities involving the parent entity (2018: Nil).

**Guarantees of the Parent Entity**

There are no guarantees involving the parent entity (2018: Nil).

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****18. PARENT ENTITY INFORMATION (CONT.)****Contractual commitments of the Parent Entity**

Included in the commitments in Note 17 are commitments incurred by the Parent Entity as follows:

	2019 \$	2018 \$
Research and development		
not later than 1 year	433,060	245,347
later than 1 year but no later than 5 years	19,250	19,250
Remuneration and consulting		
not later than 1 year	663,000	658,000

**19. INTERESTS IN SUBSIDIARY**

Transactions with subsidiary:

The consolidated financial statements include the financial statements of Zelda Therapeutics Ltd and the subsidiary in the following table.

	Country of Incorporation	% Equity Interest	
		2019	2018
Zelda Therapeutics Operations Pty Ltd	Australia	100%	100%

**20. SEGMENT REPORTING**

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

During the year ended 30 June 2019, the Company only operated in one segment, being conducting research with medicinal cannabis.

Where applicable, corporate costs, finance costs, interest revenue and foreign currency gains and losses are not allocated to segments as they are not considered part of the core operations of the segments and are managed on a group basis.

**21. RELATED PARTY INFORMATION**

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated.

**Transactions with director related entities:**

Caziwell Inc, a company of which Ms Mara Gordon is a Director, entered into a licence agreement with the Company, including Aunt Zelda's Inc (Caziwell Licence Agreement) pursuant to which Caziwell agreed to licence patient data concerning the medicinal properties of cannabis and cannabis infused products, including formulations and protocols (Existing Data), to Zelda for use in pre-clinical research and human clinical trials and related activities. The material terms of the Caziwell Licence Agreement are set out in Note 23.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019****21. RELATED PARTY INFORMATION (CONT.)****Remuneration related transactions with director related entities:**

CPS Capital Pty Ltd, a company of which Mr Jason Peterson is a Director, provided corporate advisory services to the Group during the year on normal commercial terms and conditions. The aggregate amount recognised during the year relating to corporate advisory services was \$98,000 (30 June 2018: \$48,000, which included re-compliance and capital raising services), \$Nil of which was outstanding at 30 June 2019 (30 June 2018: \$nil).

Details of directors' interests in shares and over options in the Company are disclosed the Remuneration Report.

There were no other related party transactions during the year.

**22. EVENTS SUBSEQUENT TO REPORTING DATE**

There has not been any matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

**23. CONTINGENT LIABILITIES****Caziwell Licence Agreement**

On 21 March 2017, Zelda entered into a licence agreement with Caziwell Inc (Caziwell), including Aunt Zelda's Inc (Caziwell Licence Agreement) pursuant to which Caziwell agreed to licence patient data concerning the medicinal properties of cannabis and cannabis infused products, including formulations and protocols (Existing Data), to Zelda for use in pre-clinical research and human clinical trials and related activities.

The material terms of the Caziwell Licence Agreement are as follows:

- a. Payment of a royalty to Caziwell of 5% of net sales by Zelda (commencing on the first day that a product is sold, transferred, rented, leased or distributed by or Zelda) for products in the autism, eczema, breast and brain cancer fields.
- b. A one-off milestone fee of \$250,000 payable within 7 days of the first dosage by a participant in a Clinical Trial for breast or brain cancer.
- c. Zelda may grant sub-licences to the Existing Data and any data generated as a result of the research and clinical trials undertaken by Zelda to third parties for the duration of the Licence. In consideration, Zelda is required to pay Caziwell a sub-licence royalty of 10% of the licence fees and payments, including milestone fees, made by sub-licensees to Zelda in the above fields.

Other than disclosed above, as at the 30 June 2019 the Company did not have any contingent liabilities.

## **INDEPENDENT AUDITOR'S REPORT**

To the members of Zelda Therapeutic Limited

### **Report on the Audit of the Financial Report**

#### *Opinion*

We have audited the financial report of Zelda Therapeutics Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

#### *Material uncertainty related to going concern*

We draw attention to Note 1(d) in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### *Key audit matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**hlb.com.au**

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Key Audit Matter	How our audit addressed the key audit matter
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<p><b>Valuation of Financial Instruments</b> Refer to Note 8.</p>	
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The degree of estimation and judgement required to determine the fair value of the financial instruments qualifies this as a key audit matter.

As at 30 June 2019, the Group's financial assets, being the 7,250,000 unlisted CannPal options, had a fair value of \$348,416.

Our procedures included but were not limited to:

- review of the appropriate accounting treatment under AASB 9;
- reviewing the valuation methodology, including assessing the inputs used in the fair value calculation; and
- confirming the existence of the financial assets at year-end.

*Information other than the financial report and auditor's report thereon*

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of the directors for the financial report*

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

*Auditor's responsibilities for the audit of the financial report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit

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evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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**Report on the Remuneration Report**

*Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Zelda Therapeutics Limited for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

*Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards

HLB Mann Judd

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**30 August 2019**



**B G McVeigh**  
**Partner**

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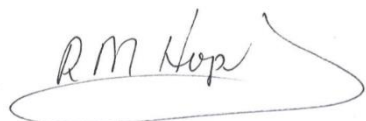
**DIRECTORS' DECLARATION**

The directors of the company declare that:

1. in the directors' opinion, the financial statements and accompanying notes set out on pages 21 to 47 are in accordance with the *Corporations Act 2001* and:
  - a. comply with Accounting Standards and the *Corporations Regulations 2001*; and
  - b. give a true and fair view of the group's financial position as at 30 June 2019 and of its performance for the year ended on that date;
2. note 1 confirms that the financial statements also comply with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB);
3. 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;
4. the directors have been given the declarations by the Chief Executive Officer (or equivalent) and Chief Financial Officer required by section 295A.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

This declaration is made in accordance with a resolution of the Board of Directors.

A handwritten signature in black ink, appearing to read 'R M Hopkins', enclosed within a simple, hand-drawn oval shape.

Dr Richard Hopkins  
Managing Director

Dated at Perth this 30<sup>th</sup> day of August 2019.

## CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 30 August 2019 and has been approved by the Board of the Company.

This Corporate Governance Statement discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication *Corporate Governance Principles and Recommendations 3<sup>rd</sup> Edition* (Recommendations). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons for not following them, along with what (if any) alternative governance practices have been adopted in lieu of the Recommendation.

The Company has adopted Corporate Governance Policies which provide written terms of reference for the Company's corporate governance practices. The Board of the Company has not yet formed an audit committee, nomination committee, risk management committee or remuneration committee.

The Company's Corporate Governance Policies are available on the Company's website at [www.zeldatherapeutics.com](http://www.zeldatherapeutics.com)

### ***Principle 1: Lay solid foundations for management and oversight***

#### ***Roles of the Board & Management***

The Board is responsible for evaluating and setting the strategic direction for the Company, establishing goals for management and monitoring the achievement of these goals. The Managing Director (or equivalent) is responsible to the Board for the day-to-day management of the Company.

The principal functions and responsibilities of the Board include, but are not limited to, the following:

- Appointment, evaluation and, if necessary, removal of the Managing Director, any other executive directors, the Company Secretary and the Chief Financial Officer and approval of their remuneration;
- Determining, in conjunction with management, corporate strategy, objectives, operations, plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- Establishing appropriate levels of delegation to the Managing Director to allow the business to be managed efficiently;
- Approval of remuneration methodologies and systems;
- Monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level to understand at all times the financial and operating conditions of the Company;
- Monitoring the performance of senior management, including the implementation of strategy and ensuring appropriate resources are available;
- Identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;
- Overseeing the management of safety, occupational health and environmental issues;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- Ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- Authorising the issue of any shares, options, equity instruments or other securities within the constraints of the Corporations Act and the ASX Listing Rules; and
- Ensuring that the Company acts legally and responsibly on all matters and assuring itself that the

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Company has adopted, and that its practice is consistent with, a number of guidelines including:

- Code of Conduct;
- Continuous Disclosure Policy;
- Diversity Policy;
- Performance Evaluation Policy;
- Procedures for Selection and Appointment of Directors;
- Remuneration Policy;
- Risk Management and Internal Compliance and Control Policy.
- Securities Trading Policy; and
- Shareholder Communications Policy.

Subject to the specific authorities reserved to the Board under the Board Charter, the Board delegates to the Managing Director responsibility for the management and operation of Zelda Therapeutics. The Managing Director is responsible for the day-to-day operations, financial performance and administration of Zelda Therapeutics within the powers authorised to him from time-to-time by the Board. The Managing Director may make further delegation within the delegations specified by the Board and will be accountable to the Board for the exercise of those delegated powers.

Further details of Board responsibilities, objectives and structure are set out in the Board Charter on the Zelda Therapeutics website.

#### **Board Committees**

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate committees at this time including audit, risk, remuneration or nomination committees, preferring at this stage of the Company's development, to manage the Company through the full Board of Directors. The Board assumes the responsibilities normally delegated to the audit, risk, remuneration and nomination Committees.

If the Company's activities increase, in size, scope and nature, the appointment of separate committees will be reviewed by the Board and implemented if appropriate.

#### **Board Appointments**

The Company undertakes comprehensive reference checks prior to appointing a director, or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.

The terms of the appointment of a non-executive director, executive directors and senior executives are agreed upon and set out in writing at the time of appointment.

#### **The Company Secretary**

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board, including agendas, Board papers and minutes, advising the Board and its Committees (as applicable) on governance matters, monitoring that the Board and Committee policies and procedures are followed, communication with regulatory bodies and the ASX and statutory and other filings.

#### **Diversity**

The Board has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect to gender, age, ethnicity and cultural diversity.

The Diversity Policy allows the Board to set measurable gender diversity objectives (if considered appropriate) and to assess annually both the objectives (if any have been set) and the Company's progress towards achieving them.

The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Diversity Policy at this time is not appropriate. The Board will consider setting measurable objectives as the Company increases in size and complexity.

The participation of women in the Company at the date of this report is as follows:

- |  |     |
|--|-----|
| • Women employees in the Company       | 50% |
| • Women in senior management positions | 50% |
| • Women on the Board                   | 20% |

The Company's Diversity Policy is available on its website.

#### **Board & Management Performance Review**

On an annual basis, the Board conducts a review of its structure, composition and performance.

The annual review includes consideration of the following measures:

- comparing the performance of the Board against the requirements of its Charter;
- assessing the performance of the Board over the previous 12 months having regard to the corporate strategies, operating plans and the annual budget;
- reviewing the Board's interaction with management;
- reviewing the type and timing of information provided to the Board by management;
- reviewing management's performance in assisting the Board to meet its objectives; and
- identifying any necessary or desirable improvements to the Board Charter.

The method and scope of the performance evaluation will be set by the Board and may include a Board self-assessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.

The Chairman has primary responsibility for conducting performance appraisals of Non-Executive Directors, in conjunction with them, having particular regard to:

- contribution to Board discussion and function;
- degree of independence including relevance of any conflicts of interest;
- availability for and attendance at Board meetings and other relevant events;
- contribution to Company strategy;
- membership of and contribution to any Board committees; and
- suitability to Board structure and composition.

Given, the size of the Board, the substantial changes to the composition of the Board in December 2018 and the current level of operations of the Company, no formal appraisal of the Board was conducted during the financial year.

The Board conducts an annual performance assessment of the Managing Director against agreed key performance indicators.

#### **Independent Advice**

Directors have a right of access to all Company information and executives. Directors are entitled, in fulfilling their duties and responsibilities, to obtain independent professional advice on any matter connected with the discharge of their responsibilities, with prior notice to the Chairman, at Zelda Therapeutics' expense.

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## Principle 2: Structure the board to add value

### **Board Composition**

During the financial year and to the date of this report the Board was comprised of the following members:

Dr Richard Hopkins	Managing Director (appointed 16 July 2018)
Mr Harry Karelis	Non-Executive Chairman
Dr Stewart Washer	Non-Executive Director
Mr Mara Gordon	Non- Executive Director
Mr Jason Peterson	Non-Executive Director

The Board currently consists of one Executive and four Non-Executive Directors.

Zelda Therapeutics has adopted a definition of 'independence' for Directors that is consistent with the Recommendations.

All of the Board members are not considered to be independent as they are executives of the Company.

### **Board Selection Process**

The Board considers that a diverse range of skills, backgrounds, knowledge and experience is required in order to effectively govern Zelda Therapeutics. The Board believes that orderly succession and renewal contributes to strong corporate governance and is achieved by careful planning and continual review.

The Board is responsible for the nomination and selection of directors. The Board reviews the size and composition of the Board regularly and at least once a year as part of the Board evaluation process.

The Group does not have an established board skills matrix on the mix of skills and diversity for Board membership. The Board continues to monitor the mix of skills and diversity on the Board however, due to the size of the Group, the Board does not consider it appropriate at this time to formally set matrix on the mix of skills and diversity for Board membership

### **Induction of New Directors and Ongoing Development**

New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including Director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any Committee work.

An induction program is in place and new Directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

## Principle 3: Act ethically and responsibly

The Company has implemented a Code of Conduct, which provides guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability within the Company.

All employees and Directors are expected to:

- respect the law and act in accordance with it;
- maintain high levels of professional conduct;
- respect confidentiality and not misuse Company information, assets or facilities;
- avoid real or perceived conflicts of interest;
- act in the best interests of shareholders;

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- by their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the community and environment in which it operates;
- perform their duties in ways that minimise environmental impacts and maximise workplace safety;
- exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and
- act with honesty, integrity, decency and responsibility at all times.

An employee that breaches the Code of Conduct may face disciplinary action including, in the cases of serious breaches, dismissal. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

#### **Principle 4: Safeguard integrity in corporate reporting**

The Board as a whole fulfills the functions normally delegated to the Audit Committee as detailed in the Audit Committee Charter.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

The Board receives regular reports from management and from external auditors. It also meets with the external auditors as and when required.

The external auditors attend Zelda Therapeutics' AGM and are available to answer questions from security holders relevant to the audit.

Prior approval of the Board must be gained for non-audit work to be performed by the external auditor. There are qualitative limits on this non-audit work to ensure that the independence of the auditor is maintained.

There is also a requirement that the audit partner responsible for the audit not perform in that role for more than five years.

#### **CEO and CFO Certifications**

The Board, before it approves the entity's financial statements for a financial period, receives from its CEO and CFO (or, if none, the persons fulfilling those functions) a declaration provided in accordance with Section 295A of the Corporations Act that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

**Principle 5: Make timely and balanced disclosure**

The Company has a Continuous Disclosure Policy which outlines the disclosure obligations of the Company as required under the ASX Listing Rules and Corporations Act. The policy is designed to ensure that procedures are in place so that the market is properly informed of matters which may have a material impact on the price at which Company securities are traded.

The Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers in its meetings. Individual Directors are required to make such a consideration when they become aware of any information in the course of their duties as a Director of the Company.

The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company.

The Board has designated the Company Secretary as the person responsible for communicating with the ASX. The Chairman, Managing Director and the Company Secretary are responsible for ensuring that:

- a) Company announcements are made in a timely manner, that announcements are factual and do not omit any material information required to be disclosed under the ASX Listing Rules and Corporations Act; and
- b) Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

**Principle 6: Respect the rights of security holders**

The Company recognises the value of providing current and relevant information to its shareholders.

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

- communicating effectively with shareholders through releases to the market via ASX, the company website, information mailed to shareholders and the general meetings of the Company;
- giving shareholders ready access to clear and understandable information about the Company; and
- making it easy for shareholders to participate in general meetings of the Company.

The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company. These contact details are available on the "contact us" page of the Company's website.

Shareholders may elect to, and are encouraged to, receive communications from Zelda Therapeutics and Zelda Therapeutics' securities registry electronically.

The Company maintains information in relation to its Constitution, governance documents, Directors and senior executives, Board and committee charters, annual reports and ASX announcements on the Company's website.

**Principle 7: Recognise and manage risk**

The Board is committed to the identification, assessment and management of risk throughout Zelda Therapeutics' business activities.

The Board is responsible for the oversight of the Company's risk management and internal compliance and control framework. The Company does not have an internal audit function. Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Managing Director having ultimate responsibility to the Board for the risk management and internal compliance and control framework. Zelda Therapeutics has established policies for the oversight and management of material business risks.

Zelda Therapeutics' Risk Management and Internal Compliance and Control Policy recognises that risk management is an essential element of good corporate governance and fundamental in achieving its strategic and operational objectives. Risk management improves decision making, defines opportunities and mitigates material events that may impact security holder value.

Zelda Therapeutics believes that explicit and effective risk management is a source of insight and competitive advantage. To this end, Zelda Therapeutics is committed to the ongoing development of a strategic and consistent enterprise wide risk management program, underpinned by a risk conscious culture.

Zelda Therapeutics accepts that risk is a part of doing business. Therefore, the Company's Risk Management and Internal Compliance and Control Policy is not designed to promote risk avoidance. Rather Zelda Therapeutics' approach is to create a risk conscious culture that encourages the systematic identification, management and control of risks whilst ensuring we do not enter into unnecessary risks or enter into risks unknowingly.

Zelda Therapeutics assesses its risks on a residual basis; that is it evaluates the level of risk remaining and considering all the mitigation practices and controls. Depending on the materiality of the risks, Zelda Therapeutics applies varying levels of management plans.

The Board has required management to design and implement a risk management and internal compliance and control system to manage Zelda Therapeutics' material business risks. It receives regular reports on specific business areas where there may exist significant business risk or exposure. The Company faces risks inherent to its business, including economic risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. The Company has in place policies and procedures, including a risk management framework (as described in the Company's Risk Management and Internal Compliance and Control Policy), which is developed and updated to help manage these risks. The Board does not consider that the Company currently has any material exposure to environmental or social sustainability risks.

The Company's process of risk management and internal compliance and control includes:

- identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect those risks.
- formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls.
- monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

The Board reviews the Company's risk management framework at least annually to ensure that it continues to effectively manage risk.

Management reports to the Board as to the effectiveness of Zelda Therapeutics' management of its material business risks on at each Board meeting.



**Principle 8: Remunerate fairly and responsibly**

The Board as a whole fulfils the functions normally delegated to the Remuneration Committee as detailed in the Remuneration Committee Charter.

Zelda Therapeutics has implemented a Remuneration Policy which was designed to recognise the competitive environment within which Zelda Therapeutics operates and also emphasise the requirement to attract and retain high calibre talent in order to achieve sustained improvement in Zelda Therapeutics' performance. The overriding objective of the Remuneration Policy is to ensure that an individual's remuneration package accurately reflects their experience, level of responsibility, individual performance and the performance of Zelda Therapeutics.

The key principles are to:

- link executive reward with strategic goals and sustainable performance of Zelda Therapeutics;
- apply challenging corporate and individual key performance indicators that focus on both short-term and long-term outcomes;
- motivate and recognise superior performers with fair, consistent and competitive rewards;
- remunerate fairly and competitively in order to attract and retain top talent;
- recognise capabilities and promote opportunities for career and professional development; and
- through employee ownership of Zelda Therapeutics shares, foster a partnership between employees and other security holders.

The Board determines the Company's remuneration policies and practices and assesses the necessary and desirable competencies of Board members. The Board is responsible for evaluating Board performance, reviewing Board and management succession plans and determines remuneration packages for the Managing Director, Non-Executive Directors and senior management based on an annual review.

Zelda Therapeutics' executive remuneration policies and structures and details of remuneration paid to directors and senior managers (where appointed) are set out in the Remuneration Report.

Non-Executive Directors receive fees (including statutory superannuation where applicable) for their services, the reimbursement of reasonable expenses and, in certain circumstances options. They do not receive any termination or retirement benefits, other than statutory superannuation.

The maximum aggregate remuneration approved by shareholders for Non-Executive Directors is \$300,000 per annum. The Directors set the individual Non-Executive Directors fees within the limit approved by shareholders. The total fees paid to Non-Executive Directors during the reporting period were \$228,000.

Executive directors and other senior executives (where appointed) are remunerated using combinations of fixed and performance based remuneration. Fees and salaries are set at levels reflecting market rates and performance based remuneration is linked directly to specific performance targets that are aligned to both short and long term objectives.

In accordance with the Company's Securities Trading Policy, participants in an equity based incentive scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.

Further details in relation to the company's remuneration policies are contained in the Remuneration Report, within the Directors' report.

**ASX ADDITIONAL INFORMATION**

Additional information as required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. This information is current as at 14 August 2019.

**Distribution of equity security holders (number of holders)**

	1 1,000	– 5,000	1,001 – 10,000	5,001 – 100,000	10,001 – 100,000	100,001 and over	Total
Fully Paid Ordinary Shares (ZLD)	165		1,168	2,388	4,485	741	8,947
Options – 3.125c 17/11/21 Escrowed 24 Months	-	-	-	-	-	8	8
Options – 4c 06/02/20	-	-	-	-	-	3	3
Options – 12.5c 22/08/21	-	-	-	-	-	3	3
Options – 10c 16/01/22	-	-	-	-	-	2	2
Options – 10c 19/02/22	-	-	-	-	-	1	1
Options – 15c 19/02/22	-	-	-	-	-	1	1
Options – 20c 19/02/22	-	-	-	-	-	1	1
Options – 28c 19/02/22	-	-	-	-	-	1	1
Options – 30c 19/02/22	-	-	-	-	-	1	1

There are 2,211 holders of shares holding less than a marketable parcel.

**Quoted equity securities as at 14 August 2019**

Equity Security	Quoted
Ordinary Shares	757,341,934

**Voting rights**

Ordinary shares carry one vote per share. There are no voting rights attached to the options in the Company.

**(d) Unquoted Securities as at 14 August 2019**

The number of unquoted securities on issue as at 14 August 2019:

Unquoted Securities	Number on Issue	Exercise Price	Expiry Date
Unquoted Options <sup>1</sup>	38,000,000	3.125c	17/11/2021
Unquoted Options <sup>2</sup>	6,000,000	4c	6/02/2020
Unquoted Options <sup>3</sup>	3,000,000	12.5	22/08/2021
Unquoted Options <sup>4</sup>	11,700,000	10	16/01/2022
Unquoted Options <sup>5</sup>	5,000,000	10	19/02/2022
Unquoted Options <sup>5</sup>	5,000,000	15	19/02/2022
Unquoted Options <sup>5</sup>	5,000,000	20	19/02/2022
Unquoted Options <sup>5</sup>	5,000,000	28	19/02/2022
Unquoted Options <sup>5</sup>	5,000,000	30	19/02/2022

Persons holding more than 20% of a given class of unquoted securities as at 20 August 2019:

- 1) 21% held by Sunset Capital Management Pty Ltd <Sunset Superfund>
- 2) 33% held by Mr Noah Federman, 33% held by Ms Christina Sanchez Garcia, 33% held by Ms Christina Sanchez Garcia <Pablo Valino Sanchez A/C>
- 3) 50% held by Mr David Casarett, 50% held by Mr Dustin Sulak
- 4) 62% held by Dr Deborah Cooper, 38% held by Dr Meghan Thomas
- 5) 100% held by Mr Richard Hopkins and Ms Maya Vanden Driesen <Jesam A/C>

**Restricted equity securities as at 14 August 2019**

There are no restricted securities under ASX restricted escrow.

**Substantial shareholders as at 14 August 2019**

The Company has been notified of the following substantial shareholdings:

Mr Jason Peterson	74,593,965
Gemelli Nominees Pty Ltd	49,587,680
Ms Mara Gordon	44,142,326

**Twenty largest holders of quoted shares as at 14 August 2019**

	<u>Name</u>	<u>No. of Shares</u>	<u>%</u>
1	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	55,413,617	7.32
2	GEMELLI NOMINEES PTY LTD <GEMELLI FAMILY A/C>	49,587,680	6.55
3	MARA GORDON	44,142,326	5.83
4	MAL WASHER NOMINEES PTY LTD <MAL WASHER FAMILY A/C>	35,198,688	4.65
5	CITICORP NOMINEES PTY LIMITED	13,743,101	1.81
6	MR AMIT GUPTA	13,199,999	1.74
7	COSSACK HOLDINGS (AUST) PTY LTD <THE LOXTON SUPER FUND A/C>	13,000,000	1.72
8	THE TRUST COMPANY (AUSTRALIA) LIMITED <MOF A/C>	12,815,275	1.69
9	CELTIC CAPITAL PTY LTD <THE CELTIC CAPITAL A/C>	11,200,000	1.48
10	COPPER LAKE HOLDINGS LIMITED	10,075,203	1.33
10	MR ALAN TROUNSON	10,075,203	1.33
12	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	7,882,068	1.04
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,845,722	0.77
14	CELTIC CAPITAL PTE LTD <INVESTMENT 1 A/C>	5,800,000	0.77
15	CAPERANGE INVESTMENTS PTY LTD <SOUTHBANK EQUITY SUPER A/C>	5,768,918	0.76
16	CAPERANGE INVESTMENTS PTY LTD <SOUTHBANK EQUITY S/F A/C>	5,500,000	0.73
17	GOLDNEY PTY LTD <BLACKMAN MUTUAL A/C>	5,464,389	0.72
18	BROBEN ENGINEERING PTY LTD <BROBEN SUPERFUND A/C>	5,250,000	0.69
19	DANNY STEPHENS PTY LTD <DANNY STEPHENS FAMILY A/C>	5,107,601	0.67
20	SEPHOR INVESTMENTS LIMITED	4,500,000	0.59
	<b>TOTAL</b>	<b>319,569,790</b>	<b>42.20</b>

**Stock Exchange**

The Company is listed on the Australian Securities Exchange and has been allocated the code "ZLD". The "Home Exchange" is Perth. Securities are also listed on the US OTCQB market under the code "ZLDAF".

**Other information**

Zelda Therapeutics Limited, is incorporated and domiciled in Australia, and is a publicly listed company limited by shares.

**On-market buy-back**

There is no current on-market buy-back.