

CONCILIUM LIMITED

**Annual Financial Statements
For The Period 17 January 2017 to 31 December 2017**

CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES

COMPANY REGISTRATION NUMBER: 52236

ANNUAL FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

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DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are responsible for the preparation, integrity and fair presentation of the annual financial statements of the group and subsidiaries. The annual financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS).

The directors consider that, having applied IFRS in preparing the financial statements, they have used the most appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all IFRS considered applicable, have been followed. The directors are satisfied that the information contained in the financial statements fairly present the results of the operations for the year, and the financial position of the Group and Company at year end, in accordance with International Financial Reporting Standards (IFRS).

The directors are also responsible for the systems of internal control. These are designed to provide reasonable, but not absolute, assurance as to the reliability of the annual financial statements, and to adequately safeguard, verify and maintain accountability of assets, as well as prevent and detect material misstatement and loss. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year. The annual financial statements are prepared on a going concern basis. Nothing has come to the attention of the directors to indicate that the Group and Company will not remain a going concern for the foreseeable future, based on forecasts and available cash resources. These financial statements support the viability of the Group and Company.

The group's external auditors were given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the Board of Directors and Committees of the Board. The directors believe that all representations made to the independent auditors during their audit are valid and appropriate.

The annual financial statements and notes thereto set out on pages 4 to 21 were approved by the Board of Directors on 22 June 2018 and are signed on its behalf by:



PROF A DE KOKER
Group Chief Executive Officer



DR R J E BEALE
Group Chief Financial Officer



22 June 2018

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES**
REGISTRATION NUMBER : 52236

We have audited the annual financial statements of Concilium Limited and its subsidiaries, which comprise the directors' report, the statement of financial position as at 31 December 2017, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the period 17 January 2017 to 31 December 2017, a summary of significant accounting policies and other explanatory notes, as set out on pages 7 to 21.

Directors' responsibility for the financial statements

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and in the manner required by the Companies Act of Bermuda. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the group and company as of 31 December 2017, and of the financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards, and in the manner required by the Companies Act of Bermuda.



LEONARD REYNEKE CA (SA) RA

REPORT OF THE DIRECTORS

The director submits his report for the year ended 31 December 2017

1. NATURE OF BUSINESS

Concilium Limited is incorporated in Bermuda under the Registration Number 52236.

Concilium Limited is an investment holding company and listed on the Bermuda Stock Exchange (BSX). The business profile of the Concilium Group includes fiduciary services, information technology and property.

Concilium Limited's registered office is located at Belvedere Building, 69 Pitts Bay Road, Pembroke HM 08, Bermuda.

The BSX is a member of the World Federation of Exchanges (WFE), an affiliate member of the International Organisation of Securities Commission (IOSCO) and regulated by the Bermuda Monetary Authority (BMA).

The BSX is recognised by the US Securities Exchange Commission as a Designated Offshore Securities Exchange (DOSM), and by the UK Financial Services Authority (FSA) as 'Designated Investment Exchange'.

2. SHAREHOLDING AND CHANGES

The company was incorporated on 17 January 2017 with an the authorised stated capital amounting to 1,000 Class A voting shares and 49 999 000 Class B non-voting shares, at a par value of US\$ 0.001 per share.

The company issued 150 Class A voting shares, and 4 000 000 Class B voting shares at a par value of US\$ 0.001 per share, as at 17 January 2018.

3. ACCOUNTING PRACTICES

The annual financial statements for the year ended December 31, 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, IFRS Interpretations

Committee ("IFRS IC"), interpretations applicable to companies reporting under IFRS, Financial Reporting Standards Council and the requirements of the Companies Act.

4. REVIEW OF RESULTS

The results of the Group and the Company have been set out in the attached financial statements as set out on pages 7 to 21.

REPORT OF THE DIRECTORS
(continued)

5. DIVIDENDS

No dividends were paid or declared during the current fiscal year.

6. GOING CONCERN

The directors have reviewed the Company cash flow forecast for the year ending December 31, 2018. On the basis of this review, and in light of the current financial position and existing borrowing facilities, the directors are satisfied that the Company have access to adequate resources to continue in operational existence for the foreseeable future and are going concerns.

The directors have continued to adopt the going concern basis in preparing the financial statements.

7. DIRECTORATE

The Board of Directors of the Company comprises:

Executive directors

Prof Alwyn de Koker (Chair)
Dr Robin John Elliot Beale
Thomas Lawrence Craig

8. EVENTS AFTER REPORTING PERIOD

The directors are not aware of any matters material or otherwise arising since December 31, 2017 and up to the date of this report, not otherwise dealt with herein.

9. SUBSIDIARIES

The Company has prepared consolidated financial statements for its subsidiaries and shareholder.

10. COMPANY SECRETARY

The company secretarial is performed by James A.F. Watlington and Alexander Management Ltd.

REPORT OF THE DIRECTORS
(continued)

11. INTEREST IN SUBSIDIARY COMPANIES

The holding of your company in its subsidiary companies is -

Name	Cost USD	Held by company
Concilium Capital Ltd	100	100%
Geneva Trust Corporation	1 670 915	100%
Geneva Trustees (Pty) Ltd	100	100%
GenTrust (Pty) Ltd	100	100%
Oceanic Holdings Limited	100	100%
Shomer SA	100	100%
	<u>1 671 415</u>	

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STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2017

	Notes	2017
		USD
ASSETS		
Non-current assets		1 671 415
Investment in subsidiaries	3	1 671 415
Total assets		<u>1 671 415</u>
EQUITY AND LIABILITIES		
Equity		4 000
Share capital	7	4 000
Non-current liabilities		1 667 415
Other financial liabilities	8	1 667 415
Total equity and liabilities		<u>1 671 415</u>

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STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

	Notes	2017
		USD
TURNOVER		-
OTHER INCOME		-
OPERATING COSTS		-
NET OPERATING PROFIT after taking the following items into account:		-
TAXATION	10	-
TOTAL COMPREHENSIVE PROFIT after taxation		=

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STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

	2017
	USD
Ordinary share capital	
Opening balance at beginning of period	-
Share capital issued	4 000

Closing balance at end of period	4 000

TOTAL EQUITY	<u>4 000</u>

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STATEMENT OF CASHFLOWS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

	Notes	2017
		USD
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash generated by operations	11	-
CASH FLOWS FROM INVESTING ACTIVITIES:		
Increase in investments		1 671 415
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in share capital		(4 000)
Increase in other financial liabilities		(1 667 415)
TOTAL CASH movement for the period		--
CASH at the beginning of the period		-
TOTAL CASH at the end of the period	6	-

CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

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	Notes	2017 USD
ASSETS		
Non-current assets		3 319 628
Plant and equipment	2	1
Other financial assets	4	3 196 627
Current assets		5 606 892
Trade and other receivables	5	131 972
Cash and cash equivalents	6	5 474 920
Total assets		<u>8 803 520</u>
EQUITY AND LIABILITIES		
Equity		331 564
Share capital	7	4 000
Distributable Reserves		327 564
Non-current liabilities		3 667 415
Other financial liabilities	8	3 667 415
Current liabilities		4 804 541
Trade and other payables	9	5 000
Trust payables		4 799 541
Total equity and liabilities		<u>8 803 520</u>

CONCILIJUM LIMITED AND IS SUBSIDIARY COMPANIES
 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
 FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

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	Notes	2017
		USD
TURNOVER		346 444
OTHER INCOME		48 982
OPERATING COSTS		(67 862)
NET OPERATING PROFIT after taking the following items into account:		327 564
INCOME		
Interest received		32 922
Profit on disposal of investments		8 137
Profit on foreign exchange		7 924
PROFIT before taxation		327 564
TAXATION	10	-
TOTAL COMPREHENSIVE PROFIT after taxation		<u>327 564</u>

CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

2017

USD

Ordinary share capital

Opening balance at beginning of period

-

Shared capital issued

4 000

Closing balance at end of period

4 000

Retained earnings

Opening balance at beginning of period

-

Movement for the year:

Comprehensive profit for the period

327 564

Closing balance at end of period

327 564

TOTAL EQUITY

331 564

CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES

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CONSOLIDATED STATEMENT OF CASHFLOWS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

	Notes	2017
		USD
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash generated by operations	11	3 201 642
Interest received		32 922
CASH FLOWS FROM INVESTING ACTIVITIES:		
Decrease in other financial assets		1 250 090
Proceeds from disposal of investment		33 167
TOTAL CASH movement for the year		3 392 821
CASH at the beginning of the year		2 082 099
TOTAL CASH at the end of the year	6	<u>5 474 920</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017

1. PRESENTATION OF FINANCIAL STATEMENTS

General information

Concilium Limited (the Company) is incorporated and domiciled in Bermuda and the shares of Concilium Limited are publicly traded on the Bermuda Stock Exchange.

The address of the Company's registered office is 201 Rogers Office Building, Edwin Wallace Rey Drive, George Hill, Anguilla AI-2640.

The financial statements were approved by the Board of Directors.

Principal accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These accounting policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The annual financial statements of the Company for the period ended December 31, 2017 have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board, IFRS Interpretations Committee (IFRIC) interpretations applicable to companies reporting under IFRS, Financial Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act of Anguilla and, as subsidiary of Concilium Limited, the Listings Requirements of the Bermuda Stock Exchange.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies

Plant and equipment

Costs include costs incurred initially to acquire or construct an item of plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of plant and equipment, the carrying amount of the replaced part is derecognised.

Plant and equipment are carried at cost less accumulated depreciation and any impairment losses.

Depreciation is provided on all plant and equipment other than freehold land, to write down the cost, less residual value, by equal instalments over their useful lives as follows:

Item	Useful life
Computer Equipmnt	6 years

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017
(continued)

Plant and equipment (continued)

The depreciation charge for each period is recognised in profit or loss, unless it is included in the carrying amount of another asset.

The gain or loss arising from the derecognising of an item of plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognising of plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Investments in subsidiaries

Investments in subsidiaries are included at cost less any accumulated acquisition

Financial instruments

Initial measurement

Financial instruments are initially measured at the transaction price. This includes transaction costs, except for financial instruments which are measured at fair value through profit or loss.

Financial instruments at amortised cost

Debt instruments, as defined in the standard, are subsequently measured at cost using the effective interest method. Debt instruments which are classified as current assets or current liabilities are measured at the undiscounted amount of the cash expected to be received or paid, unless the arrangement effectively constitutes a financing transaction.

At the end of each reporting date, the carrying amounts of assets held in this category are reviewed to determine whether there is any objective evidence of impairment. If so, an impairment loss is recognised.

Financial instruments at cost

Commitments to receive a loan are measured at cost less impairment.

Equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably are measured at cost less impairment. This includes equity instruments held in unlisted investments.

All financial assets whose fair value cannot otherwise be measured reliably, and which do not meet the criteria to be designated as an instruments measured at amortised cost, are measured at cost less impairment.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017
(continued)

Financial instruments at fair value

All other financial instruments are measured at fair value through profit and loss.

Foreign exchange

Foreign currency transactions

Exchange difference arising on monetary items are recognised in profit or loss in the year in which they arise.

The foreign exchange component of a non-monetary item is recognised consistently with any other gains or losses on those items, in other comprehensive income or in profit or loss.

Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

If the company reacquires its own equity instruments, those are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments. Consideration paid or received shall be recognised directly in equity.

Revenue recognition

Revenue comprises amounts invoices and is recognised at the date the risk and rewards of ownership of the services have passed to the customer.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017
(continued)

	Company (USD) 2017	Group (USD) 2017
2 PLANT AND EQUIPMENT		
OWNED		
Computer equipment		
Gross carrying amount at beginning of year	-	7 776
Accumulated depreciation at beginning of year	-	(7 775)
	--	--
Net carrying value at beginning of year	-	1
No movement for the year.	--	--
Net carrying value at end of year	-	1
	--	--
Represented by:		
Gross carrying amount at end of year	-	7 776
Accumulated depreciation at end of year	-	(7 775)
	--	--
Net carrying value at end of year	-	1
	--	--
TOTAL NET CARRYING VALUE	∓	1
3. INVESTMENT IN SUBSIDIARIES		
The carrying amounts of subsidiaries are shown net of impairment losses.		
Shares at carrying value	<u>1 671 415</u>	∓

CONCILIUM LIMITED AND ITS SUBSIDIARY COMPANIES

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017
(continued)

	Company (USD) 2017	Group (USD) 2017
4. OTHER FINANCIAL ASSETS		
Loans receivable:		
Other loans	-	1 000 127
Investments at fair value:		
Nyalazone Solutions (Pty) Ltd	-	196 500
VNH Company Limited	-	2 000 000
	-	-----
	==	<u>3 196 627</u>
<p>The loans are interest free and have no fixed terms of repayment.</p>		
5. TRADE AND OTHER RECEIVABLES		
Trade receivables	-	131 972
	-	-----
	==	<u>131 972</u>
6. CASH AND CASH EQUIVALENTS		
<p>Cash and cash equivalents consist of:</p>		
Bank balances	-	5 474 920
	-	-----
	==	<u>5 474 920</u>
7. SHARE CAPITAL		
<p>Authorised: 1 000 Class A Voting shares of par value 49 999 000 Class B Non -Voting shares of par value</p>		

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 17 JANUARY 2017 TO 31 DECEMBER 2017
(continued)

	Company (USD) 2017	Group (USD) 2017
7. SHARE CAPITAL		
(Continued)		
Reconciliation of number of shares issued:		
Balance at the beginning of the period	-	-
Movement during the current period:		
Share capital issued	4 000	4 000
	<u>4 000</u>	<u>4 000</u>
Reported as at 31 December 2017	<u>4 000</u>	<u>4 000</u>
Issued:		
Class A Voting Shares	-	-
Class B Non Voting Shares	4 000	4 000
	<u>4 000</u>	<u>4 000</u>
Reported as at 31 December 2017	<u>4 000</u>	<u>4 000</u>
8. OTHER FINANCIAL LIABILITIES		
Loans payable:		
GTC Consortium	-	2 000 000
Other loans	1 667 415	1 667 415
	<u>1 667 415</u>	<u>3 667 415</u>
The loans are unsecured, interest free and have no fixed terms of repayment.		
9. TRADE AND OTHER PAYABLES		
Other payables	-	5 000
	<u>5 000</u>	<u>5 000</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017
(continued)

Company (USD)
2017

Group (USD)
2017

10. TAXATION

No taxation has been provided for as the company is not liable for tax during the year under review

11. CASH GENERATED BY OPERATIONS

Profit before taxation	-	327 564
Adjustments for:		
Interest received	-	(32 922)
Profit on disposal of investment	-	(8 137)
Changes in working capital:		
Trade and other receivables	-	13 689
Trade and other payables	-	-
Trust payables	-	2 901 448
	-	
	=	<u>R3 201 642</u>