

RHYTHM BIOSCIENCES LIMITED (ASX: RHY)

INTERIM FINANCIAL REPORT

TO 31 DECEMBER 2017

Rhythm Biosciences Limited Corporate directory 31 December 2017

Directors	Mr Shane Francis Tanner Dr Trevor John Lockett Mr Louis (Lou) James Panaccio Mr David John White
Company secretary	Adrien Wing
Registered office	Level 17, 500 Collins Street Melbourne VIC 3000 Australia + 61 3 9614 0600 (Phone) + 61 3 9614 0550 (Facsimile)
Share register	Link Market Services Limited QV1, Level 12, 250 St. Georges Terrace Perth WA 6000
Auditor	BDO East Coast Partnership Collins Square Tower 4 Level 18, 727 Collins Street Melbourne VIC 3008
Stock exchange listing	Rhythm Biosciences Limited shares are listed on the Australian Securities Exchange (ASX code: RHY)

Rhythm Biosciences Limited Contents 31 December 2017

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General information

The financial statements cover Rhythm Biosciences Limited as a consolidated entity consisting of Rhythm Biosciences Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Rhythm Biosciences Limited's functional and presentation currency.

Rhythm Biosciences Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 17 500 Collins Street Melbourne VIC 3000

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 27 February 2018.

Rhythm Biosciences Limited Directors' report 31 December 2017

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Rhythm Biosciences Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2017.

Directors

The following persons were directors of Rhythm Biosciences Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Dr Trevor Lockett Shane Tanner David White Lou Panaccio (appointed 1 August 2017)

Principal activities

Rhythm Biosciences Limited is developing and commercialising Australian medical diagnostics technology for sale in domestic and international markets. Its ColoSTAT product in development aims to provide an accurate and early detection test for colorectal cancer.

The Company commenced trading on the Australian Securities Exchange on 7 December 2017.

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$681,322.

As at 31 December 2017, the Company held \$8.79 million in cash.

Refer to detailed review of operations that directly follows this report.

Significant changes in the state of affairs

On 25 August 2017, the consolidated entity executed its Licence Agreement with CSIRO.

On 1 September 2017, the Company issued 2,500,000 fully paid ordinary shares to finalise the licence agreement.

On 6 December 2017, the Company was officially listed on the Australian Securities Exchange. As part of this process, the Company issued 45,000,000 fully paid ordinary shares raising \$9,000,000 before associated costs.

There were no other significant changes in the state of affairs of the consolidated entity during the financial half-year.

Matters subsequent to the end of the financial half-year

In January 2018, Rhythm announced it had signed a research contract with the Commonwealth Scientific and Industrial Research Organisation (CSIRO) to complete development of the key reagents needed for ColoSTAT[™]. This is a key objective for Rhythm as outlined in its Prospectus. With Rhythm having already developed for most of the ColoSTAT[™] targets, CSIRO researchers will develop antibodies and target protein for the last of these targets and evaluate their performance relative to commercially available reagents. Rhythm will use a \$50,000 grant from the CSIRO Kick-Start Program to offset some of the \$413,000 cost of this project.

This work has commenced and is showing significant promise. Rhythm expects the work to be complete by the end of calendar year 2018.

Rhythm Biosciences Limited Directors' report 31 December 2017

On completion of the program, Rhythm anticipates having in hand all key reagents necessary for the lead version of its ColoSTAT[™] test, paving the way to move into a pivotal clinical trial.

Since the end of the period Rhythm has also continued the development of its IVD kit, which remains on schedule. The IVD kit development, as well as technology transfer, is another pivotal step in enabling commercial-scale production of ColoSTAT[™].

Rhythm management are also in consultation with several diagnostic laboratories to help define key test parameters and features that would facilitate the easy adaptation of ColoSTAT[™] into the existing workflows of major diagnostic companies and service providers.

No other matter or circumstance has arisen since 31 December 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors

Maan

Trevor Lockett

27 February 2018

Rhythm Biosciences Limited Detailed review of operations 31 December 2017

Rhythm Biosciences Limited commenced trading on the Australian Securities Exchange (ASX) on 7 December 2017 following completion of a successful Initial Public Offering (IPO) in which it raised \$9 million via the issue of 45 million new shares at a price of \$0.20 per share.

Rhythm's lead product, ColoSTAT[™], is an antibody-based blood test targeting the accurate and early detection of colorectal cancer. It is intended to provide the accurate and early detection of colorectal cancer, acting as either a 'first-step' screening test or within the triage of persons with a positive faecal immunochemical test (FIT) or colonoscopy. As well as being of value to those with risk factors associated with colorectal cancer, ColoSTAT[™] provides an alternative for those who choose not to or are unable to be assessed using standard screening programs.

Summary of results of Study 4 – sensitivity of ColoSTAT™ for detection of colorectal cancers at the different clinical stages at 95% specificity (compared to FIT published study^{2.3})

Stage	0	1	П	Ш	IV	Overall
ColoSTAT [™] Sensitivity ¹ (Specificity 95%)	-	58%	80%	74%	83%	73%
FIT Sensitivity Comparison ² (Specificity 94.9%)	-	53%	70%	78%	78%	65.8%
FIT Sensitivity Comparison ³ (Specificity 92%)	Ē	58.8%	68.0%	58.8%	71.4%	63.6%

Sources:

1. Fung KY, Tabor B, Buckley MJ, Priebe IK, Purins L, Pompeia C, Brierley GV, Lockett T, Gibbs P, Tie J, McMurrick P, Moore J, Ruszkiewicz A,

Nice E, Adams TE, Burgess A, Cosgrove LJ. Blood-based protein biomarker panel for the detection of colorectal cancer. PLoS One (2015) 10 3.

 Morikawa T, Kato J, Yamaji Y, et al. A comparison of the immunochemical fecal occult blood test and total colonoscopy in the asymptomatic population. Gastroenterology 2005;129:422–8.

 Symonds EL, Pedersen SK, Baker RT, Murray DH, Gaur S, Cole SR, Gopalsamy G, Mangira D, LaPointe LC, Young GP.A Blood Test for Methylated BCAT1 and IKZF1 vs. a Fecal Immunochemical Test for Detection of Colorectal Neoplasia. Clinical and Translational Gastroenterology (2016) 7, e137; doi:10.1038/ctg.2015.67.

The authors of the published reports referred to above have not provided their consent for the above statements to be included in this Prospectus.

Colorectal cancer is a significant global health risk. As seen in the Figure below, in 2012, colorectal cancer was the third most common cancer with nearly 1.4 million new cases diagnosed, and the third largest cause of cancer related mortality, with approximately 694,000 deaths recorded worldwide that same year.

New cases of various cancers globally and deaths for colorectal cancers globally in 2012



Source:

World Cancer Research Fund International, WHO 2015.

The World Health Organisation (WHO) predicts cancer rates will almost double within the next 20 years, resulting in a major increase in the human and financial costs of these diseases.

Recognising this, countries such as Australia have introduced publicly funded colorectal cancer screening programs. When fully implemented (anticipated to be 2019), Australia's National Bowel Cancer Screening Program (NBCSP) will advise all

Rhythm Biosciences Limited Detailed review of operations 31 December 2017

eligible Australians in the 50-74 age bracket, an age where the incidence of colorectal cancer rises sharply, to take a faecal test every two years. This aims to help detect those most likely to have colorectal cancer, providing an opportunity for early intervention and improved treatment outcomes. However, even with such screening initiatives in place, many people are reluctant or unable to participate, compromising the effectiveness of these important health programs.

Rhythm is seeking to address this market opportunity with its prospective product, ColoSTAT[™], a proposed low cost, screening blood test for the accurate and early detection of colorectal cancer.

ColoSTAT[™] uses antibodies to measure the levels of several proteins in the blood. The concentrations of these proteins in blood have been shown to vary in the presence or absence of colorectal cancer.

An early objective for Rhythm is to develop its own antibodies and target proteins to give the Company control of the supply, quality and cost of these key reagents that will underpin the reliable manufacture of test kits with consistently high diagnostic performance properties.



Estimated colorectal cancer unscreened elevated-risk population in Rhythm's initial target markets¹

Notes:

1. Sources include regional census data and government statistics, and screening figures from the American Cancer Society, Australian Institute of

Health and Welfare and the International Agency for Research on Cancer.

2. Includes FOBT/FIT for EU-28, FOBT/FIT and colonoscopies for Australia the US.

INDICATIVE TIMELINE





Collins Square, Tower Four Level 18, 727 Collins Street Melbourne VIC 3008 GPO Box 5099 Melbourne VIC 3001 Australia

DECLARATION OF INDEPENDENCE BY JAMES MOONEY TO THE DIRECTORS OF RHYTHM BIOSCIENCES LIMITED

As lead auditor for the review of Rhythm Biosciences Limited for the half-year ended 31 December 2017, I declare that, to the best of my knowledge and belief, there have been:

- 1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- 2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Rhythm Biosciences Limited and the entities it controlled during the period.

James Mooney Partner

BDO East Coast Partnership

Melbourne, 27 February 2018

Rhythm Biosciences Limited Statement of profit or loss and other comprehensive income For the half-year ended 31 December 2017

	Note	Consolidated 31 December 2017 \$
Revenue	4	2,306
Expenses Corporate and administration expenses Listing expenses Employee benefits expense Share based payment expense Depreciation and amortisation expense Other expenses	7	(229,977) (189,322) (185,950) (35,908) (570) (41,901)
Loss before income tax expense		(681,322)
Income tax expense		
Loss after income tax expense for the half-year attributable to the owners of Rhythm Biosciences Limited		(681,322)
Other comprehensive income for the half-year, net of tax		
Total comprehensive income for the half-year attributable to the owners of Rhythm Biosciences Limited		(681,322)
		Cents
Basic earnings per share Diluted earnings per share		(1.23) (1.23)

Rhythm Biosciences Limited Statement of financial position As at 31 December 2017

		Consolidated		
	Note	31 December 2017 \$	30 June 2017 \$	
Assets				
Current assets Cash and cash equivalents Trade and other receivables Other Total current assets		8,792,676 30,825 10,845 8,834,346	1,494,987 4,369 1,499,356	
Non-current assets Property, plant and equipment Intangibles Total non-current assets Total assets	5	3,513 610,760 614,273 9,448,619	50,000 50,000 1,549,356	
Liabilities				
Current liabilities Trade and other payables Employee benefits Total current liabilities		116,412 2,503 118,915	126,483	
Total liabilities		118,915	126,483	
Net assets		9,329,704	1,422,873	
Equity Issued capital Reserves Accumulated losses	6 7	10,047,245 35,908 (753,449)	1,495,000 - (72,127)	
Total equity		9,329,704	1,422,873	

Rhythm Biosciences Limited Statement of changes in equity For the half-year ended 31 December 2017

Consolidated	lssued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2017	1,495,000	-	(72,127)	1,422,873
Loss after income tax expense for the half-year Other comprehensive income for the half-year, net of tax	-	-	(681,322)	(681,322)
Total comprehensive income for the half-year	-	-	(681,322)	(681,322)
<i>Transactions with owners in their capacity as owners:</i> Contributions of equity, net of transaction costs (note 6) Share based payments (note 7)	8,552,245 	- 35,908	-	8,552,245 35,908
Balance at 31 December 2017	10,047,245	35,908	(753,449)	9,329,704

Rhythm Biosciences Limited Statement of cash flows For the half-year ended 31 December 2017

	Consolidated 31 December 2017 \$
Cash flows from operating activities Interest received Payments to suppliers and employees (inclusive of GST)	2,306 (546,997)
Net cash used in operating activities	(544,691)
Cash flows from investing activities Payments for property, plant and equipment Payments for intangibles Net cash used in investing activities	(4,083) (310,760) (314,843)
Cash flows from financing activities Proceeds from issue of shares Share issue transaction costs Net cash from financing activities	9,042,500 (885,277) 8,157,223
Net increase in cash and cash equivalents Cash and cash equivalents at the beginning of the financial half-year	7,297,689 1,494,987
Cash and cash equivalents at the end of the financial half-year	8,792,676

Note 1. Significant accounting policies

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

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2017 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

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

Comparatives

The Company was incorporated on 1 June 2017, meaning that there is no comparative information in the statement of comprehensive income, statement of cash flows and statement of changes in equity.

New or amended Accounting Standards and Interpretations adopted

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Refer to Note 10 for the inputs used in the valuation model.

Note 3. Operating segments

Identification of reportable operating segments

The consolidated entity is organised into one operating segment relating to the development of new diagnostic tests for colorectal cancer.

Rhythm Biosciences Limited Notes to the financial statements 31 December 2017

Note 4. Revenue

Consolidated 31 December 2017 \$
2,306

Note 5. Non-current assets - intangibles

		Consolidated 31 December		
	2017 \$	30 June 2017 \$		
Intellectual property - at cost	600,000	50,000		
Patents and trademarks - at cost	10,760			
	610,760	50,000		

Note 6. Equity - issued capital

	Consolidated			
	31 December 3		31 December	
	2017 Shares	30 June 2017 Shares	2017 \$	30 June 2017 \$
Ordinary shares - fully paid Shares to be issued	100,750,000	37,500,000	10,047,245	37,500 1,457,500
	100,750,000	37,500,000	10,047,245	1,495,000

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance Issue of shares Shares issued to acquire licence agreement Shares issued to settle IPO expenses IPO shares issued Less cost of capital raising	1 July 2017 29 August 2017 1 September 2017 6 December 2017 6 December 2017	37,500,000 15,000,000 2,500,000 750,000 45,000,000	\$0.10 \$0.10 \$0.20 \$0.20	37,500 1,500,000 250,000 150,000 9,000,000 (890,255)
Balance	31 December 2017	100,750,000	_	10,047,245

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Note 7. Equity - reserves

	Conso 31 December	olidated
	2017 \$	30 June 2017 \$
Share-based payments reserve	35,908	

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Movements in reserves

Movements in each class of reserve during the current financial half-year are set out below:

Consolidated	Share-based payments \$	Total \$
Balance at 1 July 2017 Share-based payments (note 10)	- 35,908	- 35,908
Balance at 31 December 2017	35,908	35,908

Note 8. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial half-year.

Note 9. Events after the reporting period

In January 2018, Rhythm announced it had signed a research contract with the Commonwealth Scientific and Industrial Research Organisation (CSIRO) to complete development of the key reagents needed for ColoSTAT[™]. This is a key objective for Rhythm as outlined in its Prospectus. With Rhythm having already developed for most of the ColoSTAT[™] targets, CSIRO researchers will develop antibodies and target protein for the last of these targets and evaluate their performance relative to commercially available reagents. Rhythm will use a \$50,000 grant from the CSIRO Kick-Start Program to offset some of the \$413,000 cost of this project.

This work has commenced and is showing significant promise. Rhythm expects the work to be complete by the end of calendar year 2018.

On completion of the program, Rhythm anticipates having in hand all key reagents necessary for the lead version of its ColoSTAT[™] test, paving the way to move into a pivotal clinical trial.

Since the end of the period Rhythm has also continued the development of its IVD kit, which remains on schedule. The IVD kit development, as well as technology transfer, is another pivotal step in enabling commercial-scale production of ColoSTAT[™].

Rhythm management are also in consultation with several diagnostic laboratories to help define key test parameters and features that would facilitate the easy adaptation of ColoSTAT[™] into the existing workflows of major diagnostic companies and service providers.

No other matter or circumstance has arisen since 31 December 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Rhythm Biosciences Limited Notes to the financial statements 31 December 2017

Note 10. Share-based payments

During the financial half-year the Company granted 2,000,000 options to key management personnel as part of their remuneration.

Set out below are summaries of options granted under the plan:

31 December 2017							
		Exercise	Balance at the start of			Expired/ forfeited/	Balance at the end of
Grant date	Expiry date	price	the half-year	Granted	Exercised	other	the half-year
21/07/2017	07/12/2020	\$0.30	-	2,000,000	-	-	2,000,000
			-	2,000,000	-	-	2,000,000

For the options granted during the current financial half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
21/07/2017	07/12/2020	\$0.10	\$0.30	100.00%	-	2.00%	\$0.045

Rhythm Biosciences Limited Directors' declaration 31 December 2017

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2017 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors

Maar

Trevor Lockett

27 February 2018



Collins Square, Tower Four Level 18, 727 Collins Street Melbourne VIC 3008 GPO Box 5099 Melbourne VIC 3001 Australia

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Rhythm Biosciences Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Rhythm Biosciences Limited (the Company) and its subsidiaries (the Group), which comprises the statement of financial position as at 31 December 2017, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the half-year then ended, and notes comprising a statement of accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Group is not in accordance with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2017 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

Directors' responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2017 and its financial performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of the Group, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards



and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

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

BDO East Coast Partnership

James Mooney Partner

Melbourne, 27 February 2018