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21 October 2015

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(74 pages by email)

Dear Madam

**ANNUAL REPORT CORPORATE GOVERNANCE STATEMENT  
AND NOTICE OF AGM**

I attach the Company's Annual Report and Corporate Governance Statement for the year ended 30 June 2015 and a copy of the Company's Notice of Annual General Meeting to be held on 24 November 2015.

Yours sincerely



Peter J. Nightingale  
Company Secretary

pjn8262

*Biotron*

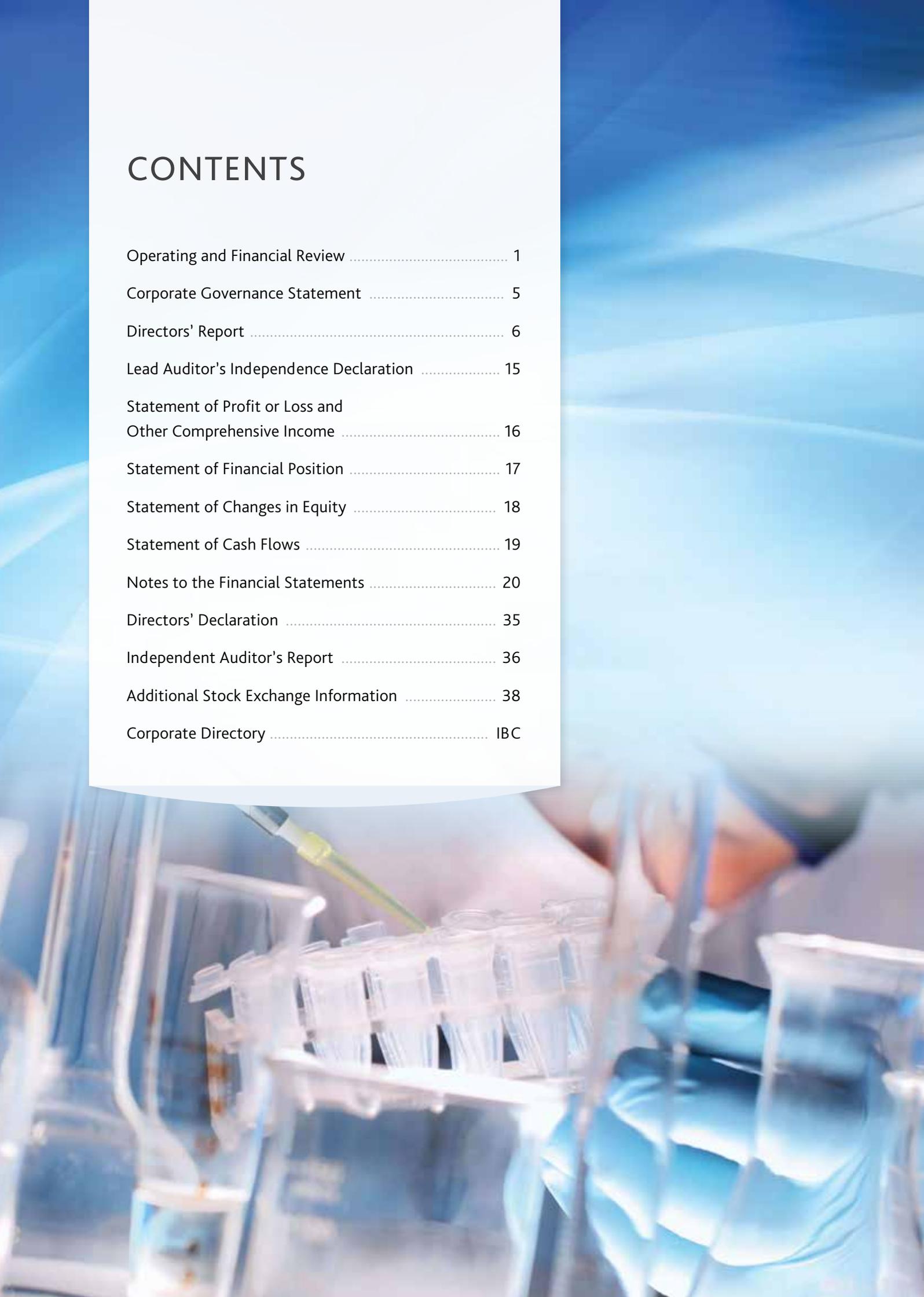


# 2015

ANNUAL REPORT

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# OPERATING AND FINANCIAL REVIEW

## REVIEW OF OPERATIONS

### Executive Summary

Biotron's strategy is to systematically grow the value of the Company and work towards a commercial outcome for shareholders. This is best achieved by the demonstration of positive data, from clinical trials and other supporting studies. To date, focus has been on the planned, step-wise clinical development of the Company's lead antiviral drug, BIT225. Significant progress has been made with all the Company's clinical programs, which include clinical trials in HIV, Hepatitis C virus ('HCV') and in HIV/HCV co-infected patients.

Positive data has been reported in all clinical studies completed to date, which have demonstrated that BIT225 has activity (the antiviral effectiveness) against both HIV and HCV.



A summary of significant events achieved in the period under review includes:

- Report of positive data from the Phase 2 trial (BIT225-006) of BIT225 in patients co-infected with HIV and HCV. This study showed that all genotype 3 patients who completed dosing were HCV-virus free 12 weeks after completing all drug treatment (known as SVR12), indicating that they were cured of HCV infection.
- Completion of enrolment of a longer term, 12 week dosing, Phase 2 trial (BIT225-008) of BIT225 in HCV genotype 1 and 3 patients.
- An independent Data and Safety Monitoring Committee (DSMC) review of preliminary interim data from the BIT225-008 trial recommended the Company focus further development of BIT225 in combination with new classes of HCV drugs.
- Report that BIT225 is able to reverse HIV-induced immune activation in HIV-infected patients.
- Showcasing the Company to the international investment community at various events in the USA and Australia.
- Successful completion of a fully underwritten rights issue, raising \$4.06 million in November 2014, and a placement, raising \$2 million in June 2015. Subsequent to the end of the 2015 financial year, an additional \$2 million was raised via a share purchase plan to eligible shareholders.

### HCV and HIV Clinical Programs

As summarised below, significant progress has been made by the Company to date with clinical programs, which include clinical trials in HIV, HCV and HIV/HCV co-infected populations. BIT225 is in mid-stage clinical development with 7 clinical trials completed and one trial currently in progress. Encouraging efficacy results against both HCV and HIV in clinical studies completed to date include:

- 100% of HCV genotype 1 patients receiving 400mg of BIT225 plus interferon and ribavirin (IFN/RBV) were HCV virus free at 48 weeks (BIT225-005), compared to 75% of controls who received IFN/RBV alone.
- 100% of HCV genotype 3 and HIV co-infected patients completing dosing with 300mg of BIT225 plus 48 weeks of IFN/RBV were HCV virus free 12 weeks after completing treatment (SVR12) (BIT225-006).

# OPERATING AND FINANCIAL REVIEW

- BIT225 accelerated viral load reductions in HCV genotype 3 patients (BIT225-006).
- BIT225 shown to have HCV pan-genotype activity (i.e. activity against the 6 major strains of HCV) in *in vitro* laboratory studies.
- BIT225 shown to target HIV in monocyte reservoir cells, reducing virus production from these long-lived viral pools that are not cleared with current anti-HIV drugs (BIT225-004).
- BIT225 shown to reduce HIV-induced impairment of the immune system (BIT225-004).

BIT225 has a unique mode of action compared to other antiviral drugs in development. It works by targeting the assembly of virus particles and has dual activity against both HIV and HCV. Chronic viral diseases such as HCV and HIV need to be treated with two or more different classes of drugs in combination to stop the virus mutating and becoming resistant to treatment.

Both markets are large and growing. The worldwide anti-HCV drug market is forecast to grow from the current US\$4.7 billion to US\$19 billion by end of the decade. HIV drug sales in the major markets, which include the USA, Europe and Japan, were US\$11.9 billion in 2013. Due to growth in the HIV drug market, stimulated by new drug launches and increasing prevalence of HIV, this market is projected to reach US\$16.8 billion by 2020.

The Company aims to position BIT225 to maximise its chances of being licensed for use in combination with other anti-HCV drugs. To this end, a series of clinical trials have been undertaken in different HCV patient populations, designed to determine BIT225's anti-HCV activity profile. As demonstrated by the above summary of results of clinical trials, BIT225 has shown encouraging activity against HCV.

BIT225 is being positioned to fill treatment gaps that are being left by other new HCV drug classes, in particular in HCV genotype 3 and HIV/HCV co-infected patients. In trials to date, BIT225 has been used in combination with existing drugs IFN/RBV, which are being replaced with new, safer HCV drugs used in combination. To be considered for inclusion in future HCV drug combinations treatment regimes, BIT225 will need to be tested in patients in combination with other new HCV drugs.

During the 2015 financial year, the Company has progressed BIT225 along the path to commercialisation. Clinical data from the BIT225-006 HIV/HCV trial supports ongoing development of BIT225, in particular for the treatment of HCV genotype 3. Other new classes of HCV drugs are not

as effective against this type of HCV. There is a real need for alternative classes of HCV drugs that can improve viral clearance and/or reduce the treatment time for genotype 3.

The completion of enrolment in the Phase 2 HCV 3-month dosing trial is a key milestone for the Company. This trial is important as it will provide key data for future dosing regimens with BIT225, as well as important longer-term dosing safety data. It will also provide additional efficacy data against HCV genotypes 1 and 3. The review of the preliminary interim data by the independent DSMC, which recommended that Biotron should focus on groups with unmet needs such as the HCV genotype 3 population in future studies with BIT225. This is in line with the Company's previously stated strategy.

The extent to which any virus remains in the blood 12 weeks after stopping all drug treatment (SVR12 = Sustained Virological Response at Week 12) is the measure of successful treatment with HCV drugs. The BIT225-008 trial protocol required administration of IFN/RBV to G1 and G3 patients for different periods after the 12 weeks of treatment with BIT225. This means that SVR12 will be reached at Week 36 of the trial for HCV genotype 3, and at Week 60 of the trial for HCV genotype 1. It is anticipated that SVR12 for G3 will be reported in 3Q15, and SVR12 for G1 will be reported in 1Q16.

Significant treatment gaps remain for HCV, such as genotype 3, despite new drugs coming on the market. There remains a need for additional drugs that will shorten treatment time and improve outcomes for particular patients who currently have limited treatment options. In addition, it is becoming apparent that more patients than anticipated are failing treatment with the new HCV drugs. The DSMC noted this and said that this population, which has very limited choices, may be an area of advantage for BIT225 given its novel and different anti-viral mechanism of action.

BIT225 also has antiviral activity against HIV. Despite advances in HIV treatments, significant hurdles remain. The incidence of infections is on the rise, with rates in Australia at a 20-year high. The number new cases being diagnosed increased by over 10% in the last 12 months. Estimates are that there could be up to 10,000 Australians who do not know that they are HIV positive. In the USA, over 1.1 million people are living with HIV infection, with almost 1 in 6 unaware of their infection.

Reservoirs of HIV exist in patients despite treatment with current anti-HIV drugs. Biotron's BIT225 has shown that it can target HIV in one of the main reservoirs, with the potential to reduce viral burdens in patients, and reverse HIV-induced impairment of the immune system. BIT225 is able to cross the blood-brain barrier, and may have an impact on HIV associated dementia.

# OPERATING AND FINANCIAL REVIEW

“During the 2015 financial year, the Company has progressed BIT225 along the path to commercialisation. Clinical data from the BIT225-006 HIV/HCV trial supports ongoing development of BIT225, in particular for the treatment of HCV genotype 3.”

## Other Viral Programs

Biotron has a portfolio of clinical and preclinical antiviral programs developing drugs targeting HCV, HIV, Dengue virus and Influenza virus. At present, focus is on the development of its lead compounds for the treatment of HCV and HIV. Resources will be committed to additional projects once the more advanced programs have been successfully commercialised or as more resources become available.

## Outlook for the Next 12 Months

The Company's objective is to progress its HIV and HCV programs, with specific focus on ensuring the programs comply with US Food and Drug Administration ('FDA') regulatory guidelines, to position BIT225 within the HCV and HIV drug landscapes.

As detailed in the Prospectus released with the recent successful Rights Issue, Biotron proposes to continue to progress these programs through to a commercial outcome. A key milestone on this commercialisation pathway is the filing of Investigational New Drug ('IND') applications with the USA FDA. IND filings are necessary to undertake clinical trials in the USA and are key steps on the process towards final drug approvals.

The Company is currently well funded to complete its stated objectives, achievement of which will be important in the selection of a partner for the further development of BIT225 within the HCV treatment landscape. These include:

- The Phase 2 trial (BIT225-008) evaluating BIT225 as a potential new therapy for treatment of HCV in HCV genotype 1 (G1) and genotype 3 (G3) subjects and to extend efficacy data against HCV G1 and G3, and to provide further information regarding BIT225's safety and tolerability profile in longer term dosing using the capsule formulation of the drug.

- Modelling of pharmacokinetic data from previous trials to determine optimal BIT225 dose and frequency in future trials.
- Additional *in vitro* laboratory studies of BIT225's antiviral activity, including studies in combination with other HCV drugs.
- Determination of potential drug-drug interactions between BIT225 and other HCV drug(s), to assist with design of the proposed IND study.
- Progressing towards filing an IND with the US FDA.

The data from the BIT225-008 trial is key for completing pre-IND activities. With the data received, the Company expects to progress to an IND filing for the BIT225 HCV program.

There is renewed industry interest in eradicating HIV reservoirs from patients. This is likely to require several different drug strategies working in combination and BIT225, with its unique anti-HIV activity, has the potential to be a key part of future HIV eradication strategies.

The Company has been in discussions with international HIV experts, designing a pivotal clinical study that will facilitate positioning BIT225 within the HIV treatment arena. The safety and pharmacokinetic data on BIT225 from the recent HCV trials have served a dual purpose - supporting both the HCV and HIV programs. One of the primary purposes of the recent successful capital raising is to fund preparation and submission of regulatory and ethics documentation, and if approved, initiate a Phase 2 HIV trial.

The results of these studies will assist with positioning BIT225 in the commercial HCV and HIV landscapes.

In parallel with undertaking activities associated with the IND filings, the Company plans to progress discussions with potential partners.

## Patents

Biotron is focused on progressing patents related to its antiviral programs through the international patenting process. The Company recognises that the key to establishment of partnerships is the expansion and continued strengthening of Biotron's intellectual property portfolio. Strong, defensible, international patents are essential to attract partners and to ensure a competitive advantage for the Company's products in the marketplace.

# OPERATING AND FINANCIAL REVIEW

A summary of Biotron's patent portfolio is as follows:

Title	Status
<b>WO0021538</b> Method of modulating ion channel functional activity Priority - 12 October 1998	Granted in Australia, Canada, China, Germany, France, United Kingdom, The Netherlands, Japan, New Zealand and USA.
<b>WO9813514</b> Method of determining ion channel activity of a substance Priority - 27 September 1996	Granted in Australia, Canada, Japan, Europe, United Kingdom and USA.
<b>WO04112687</b> Antiviral compounds and methods Priority - 26 June 2003	Granted in Australia, Canada, China, India, Japan, Korea, New Zealand, Singapore, and South Africa. Under or awaiting examination in Brazil, Europe, Hong Kong, and USA.
<b>WO06135978</b> Antiviral compounds and methods Priority - 24 June 2005	Granted in Australia, Canada, China, Japan, Europe and United Kingdom, New Zealand, Singapore, South Africa, and USA. Under or awaiting examination in Brazil and India.
<b>WO2009/018609</b> Hepatitis C antiviral compounds and methods Priority - 3 August 2007	Granted in Australia, Europe, Japan, New Zealand, Singapore, and South Africa. Under or awaiting examination in Brazil, Canada, China, Hong Kong, India, Korea, and USA.

## Corporate

In April 2015, the Company received an R&D Tax Incentive rebate of \$1.7 million for the 2014 financial year. The R&D Tax Incentive is an Australian Government program under which companies receive cash refunds for 45% of eligible expenditure on research and development.

The cash refund results from expenditure on Biotron's HCV and HIV drug development programs. It is an important source of funds for the Company's ongoing research and development activities.

During the financial year and subsequent to the end of the financial year, the Company raised ~\$8 million in equity capital. The funds will be used to support the Company's ongoing activities described above, and will, by strengthening the Company's balance sheet, improve the Company's position to engage in the negotiation of a commercialisation transaction.

On behalf of the Board we would like to thank the Biotron staff for their commitment and dedication during the year. Biotron is poised to achieve the outcome that we have all been working towards - demonstration that its systematic approach to antiviral drug development can result in significant clinical benefit to patients and generate value for our shareholders.

We look forward to the next year with confidence.



**Michael J. Hoy**  
Chairman



**Michelle Miller**  
Managing Director

# CORPORATE GOVERNANCE STATEMENT

The Board is committed to maintaining the highest standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders. The Company has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (3<sup>rd</sup> edition) published by the ASX Corporate Governance Council.

The 2015 corporate governance statement is dated as at 6 August 2015 and reflects the corporate governance practices throughout the 2015 financial year. The 2015 corporate governance was approved by the board on 6 August 2015. A description of the Company's current corporate governance practices is set out in the Company's corporate governance statement which can be viewed at <http://www.biotron.com.au/corporate-governance/>

“Positive data has been reported in all clinical studies completed to date, which have demonstrated that BIT225 has activity (the antiviral effectiveness) against both HIV and HCV.”



# DIRECTORS' REPORT

The directors present their report together with the financial statements of Biotron Limited ('the Company') for the year ended 30 June 2015 and the auditor's report thereon.

## Directors

The names and particulars of the directors of the Company at any time during or since the end of the financial year are:

### Mr Michael J. Hoy

#### Independent and Non-Executive Chairman

Mr Hoy has more than 30 years' corporate experience in Australia, the United Kingdom, USA and Asia. He is Chairman of Teleso Technologies Limited and Lipotek Pty Limited and a former director of John Fairfax Holdings Limited and FXF Trust.

Mr Hoy has been a director since 7 February 2000 and Chairman since 16 March 2000.

### Dr Michelle Miller

*BSc, MSc, PhD, GCertAppFin (Finsia)*

#### Managing Director

Dr Miller has worked for over 20 years in the bioscience industry, with extensive experience in commercial development of early to mid stage technologies. She completed her PhD in the Faculty of Medicine at Sydney University investigating molecular models of cancer development. Her experience includes several years at Johnson and Johnson developing anti-HIV gene therapeutics through preclinical research to clinical trials. She has finance industry experience from time spent as an Investment Manager with a specialist bioscience venture capital fund.

Dr Miller was appointed as Managing Director on 21 June 2002.

### Dr Susan M. Pond

*AM, MD DSc, FTSE*

#### Independent and Non-Executive Director

Dr Pond has a strong scientific and commercial background having held executive positions in the biotechnology and pharmaceutical industry for 12 years, most recently as chairman and managing director of Johnson & Johnson Research Pty Limited (2003 - 2009). She has held many previous board positions including as executive director of Johnson & Johnson Pty Limited, non-executive director and chairman of AusBiotech Limited, director of the Australian Nuclear Science and Technology Organisation and board member of Innovation Australia.

Dr Pond is currently on the boards of the Australian Academy of Technological Sciences and Engineering, of which she is Vice-President. She is a Fellow of the Australian Institute of Company Directors and the Australian Academy of Health and Medical Sciences.

Dr Pond holds a first class honours degree in Bachelor of Medicine and Surgery from the University of Sydney and a Doctor of Medicine degree from the University of New South Wales. She obtained specialist clinical credentials in internal medicine, clinical pharmacology and clinical toxicology and has held academic appointments at the University of California, San Francisco and the University of Queensland before joining the industry.

Dr Pond was appointed as a director on 7 March 2012.

# DIRECTORS' REPORT

## Mr Robert B. Thomas

*BEC, MSDIA, SF Fin, FICD*

### Independent and Non-Executive Director

Mr Thomas has over 35 years' experience in the securities industry, with Potter Partners (now UBS), County NatWest and Citigroup.

He is the chairman of Starpharma Holdings Limited and a director of Aus Bio Limited, Heartware Inc, REVA Medical Limited and Virgin Australia Limited. He chairs Grahger Capital Securities and is a director of O'Connell Street Associates Pty Limited.

Mr Thomas has a Bachelor of Economics degree from Monash University (1963 - 1966). He has been a member of the Securities Institute of Australia since 1976 and was appointed as a Fellow to the Institute in 1997. He is a Master Stockbroker and is a Fellow of the Institute of Company Directors.

Mr Thomas was appointed as a director on 7 March 2012.

## Dr Denis N. Wade

### Independent and Non-Executive Director

Dr Wade has been involved for over 40 years with the development of research based pharmaceuticals and medical devices in both industry and academia. He has been a director of several private and public companies in the healthcare sector, including Heartware Limited and subsequently Heartware International Inc., since December 2004. He was a director and chairman of Gene Shears Pty Limited and, from 1987 until his retirement in 2002, was managing director and chairman of Johnson & Johnson Research Pty Ltd, a research and development company of Johnson & Johnson Inc. He was also a member of the J&J Corporate Office of Science and Technology. Prior to that, Dr Wade was the Foundation Professor of Clinical Pharmacology at the University of New South Wales and served as a member of a number of state and federal bodies related to the drug industry, including the P3 Committee.

He is a former chairman of the Australian Academy National Committee for Pharmacology, the Australasian Society for Clinical and Experimental Pharmacology and Toxicology and a former chairman of the Clinical Pharmacology Section of the International Union of Pharmacology.

Dr Wade holds a first class honours degree in Medicine and Science from the University of Sydney and a Doctorate of Philosophy from the University of Oxford. He was awarded an Honorary Doctorate of Science by the University of New South Wales and is a Fellow of the Royal Australasian College of Physicians and of the Australian Academy of Technological Sciences and Engineering. In 1999 he was made a Member of the Order of Australia.

Dr Wade was appointed as a director on 30 April 2010.

## Mr Peter J. Nightingale

### Company Secretary

Mr Nightingale graduated with a Bachelor of Economics degree from the University of Sydney and is a member of the Institute of Chartered Accountants in Australia. He has worked as a chartered accountant in both Australia and the USA.

As a director or company secretary Mr Nightingale has, for more than 25 years, been responsible for the financial control, administration, secretarial and in-house legal functions of a number of private and public listed companies in Australia, the USA and Europe including Bolnisi Gold N.L., Callabonna Uranium Limited, Cockatoo Coal Limited, Mogul Mining N.L., Pangea Resources Limited, Perseverance Corporation Limited, Sumatra Copper & Gold plc, Timberline Minerals, Inc. and Valdora Minerals N.L. Mr Nightingale is currently a director of ASX listed Augur Resources Ltd, Planet Gas Limited and unlisted public companies Nickel Mines Limited and Prospech Limited.

Mr Nightingale has been Company Secretary since 23 February 1999.

# DIRECTORS' REPORT

## Directors' Meetings

The number of directors' meetings held and number of meetings attended by each of the directors of the Company, while they were a director, during the year are:

Director	Directors' Meetings	
	No. of Eligible Meetings to Attend	No. of Meetings Attended
Michael J. Hoy	8	8
Michelle Miller	8	8
Susan M. Pond	8	8
Robert B. Thomas	8	8
Denis N. Wade	8	8

## Directors' Interests

At the date of this report, the beneficial interests of each director of the Company in the issued share capital of the Company and options, each exercisable to acquire one fully paid ordinary share of the Company are:

	Fully Paid Ordinary Shares	Options	Option Terms (Exercise Price and Term)
<b>Directors</b>			
Michael J. Hoy	3,855,283	700,961	\$0.12 at any time up to 30 September 2016
Michelle Miller	-	2,000,000	\$0.21 at any time up to 30 October 2015
Susan M. Pond	-	3,000,000	\$0.24 at any time up to 30 October 2015
Robert B. Thomas	305,556	55,556	\$0.12 at any time up to 30 September 2016
Denis N. Wade	5,265,000	1,237,038	\$0.12 at any time up to 30 September 2016
	1,506,871	273,977	\$0.12 at any time up to 30 September 2016

In November 2014 the options issued to Michelle Miller were repriced. The 2,000,000 options issued were repriced from \$0.22 to \$0.21 and the 3,000,000 options issued were repriced from \$0.25 to \$0.24.

There were no options over unissued ordinary shares granted as compensation to directors or executives of the Company during or since the end of the financial year.

## Unissued Shares Under Option

At the date of this report, unissued ordinary shares of the Company under option are:

Number of Shares	Exercise Price	Expiry Date
2,000,000	\$0.21	30 October 2015
3,000,000	\$0.24	30 October 2015
50,720,453	\$0.12	30 September 2016

All options expire on the earlier of their expiry date or termination of the employee's employment provided the exercise period has been reached. In the event that the employment of the option holder is terminated, any options which have not reached their exercise period will lapse and any options which have reached their exercise period may be exercised within three months of the date of termination of employment. Any options not exercised within this three month period will lapse. The persons entitled to exercise the options do not have, by virtue of the options, the right to participate in a share issue of the Company or any other body corporate.

# DIRECTORS' REPORT

## Shares Issued on Exercise of Options

During or since the end of the financial year, the Company issued ordinary shares as a result of the exercise of options as follows (there are no amounts unpaid on the shares issued):

Number of Shares	Amount paid on each share
12,201	\$0.12

## Principal Activities

The principal activities of the Company during the financial year were the funding and management of intermediate and applied biotechnology research and development projects.

## Financial Result and Review of Operations

The operating loss of the Company for the financial year after income tax was \$2,723,221 (2014 - \$3,085,814 loss).

A review of the Company's operations for the year is set out in the Operating and Financial Review.

## Impact of Legislation and Other External Requirements

There were no changes in environmental or other legislative requirements during the year that have significantly impacted the results or operations of the Company.

## Dividends

The directors recommend that no dividend be paid by the Company. No dividend has been paid or declared since the end of the previous financial year.

## State of Affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Company that occurred during the year ended 30 June 2015.

## Environmental Regulations

The Company's operations are not subject to significant environmental regulations under Commonwealth or State legislation in relation to its research projects.

## Events Subsequent to Balance Date

On 18 June 2015, the company offered all eligible shareholders the opportunity to participate in a Share Purchase Plan ("SPP"). The offer closed on 10 July 2015. The Shareholders subscribed for 17,361,111 ordinary shares under the SPP at \$0.1152 per share, raising \$2,000,000 before issue costs. All shares were issued 15 July 2015.

Other than the matter discussed above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

# DIRECTORS' REPORT

## Likely Developments

During the year ended 30 June 2015, the Company continued to fund and manage its research and development projects. The success of these research projects, which cannot be assessed on the same fundamentals as trading and manufacturing enterprises, will determine future likely developments.

## Indemnification of Officers and Auditors

During or since the end of the financial year, the Company has not indemnified or made a relevant agreement to indemnify an officer or auditor of the Company against a liability incurred by such an officer or auditor. In addition, the Company has not paid or agreed to pay, a premium in respect of a contract insuring against a liability incurred by an officer or auditor.

## Remuneration Report - Audited

### Principles of compensation - Audited

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company. Key management personnel comprise the directors of the Company and the Company Secretary. No other employees have been deemed to be key management personnel.

The policy of remuneration of directors and senior executives is to ensure the remuneration package properly reflects the person's duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board is responsible for reviewing its own performance. The non-executive directors are responsible for evaluating the performance of the executive directors who, in turn, evaluate the performance of all other senior executives. The evaluation process is intended to assess the Company's business performance, whether long term strategic objectives are being achieved and the achievement of individual performance objectives.

Remuneration generally comprises salary and superannuation. Longer term incentives are able to be provided through the Company's Incentive Option Plan which acts to align the directors and senior executives' actions with the interests of the shareholders. The remuneration disclosed below represents the cost to the Company for the services provided under these arrangements.

No directors or senior executives receive performance related remuneration. Options issued in prior periods as remuneration were subject to minimum service periods being met. All outstanding options have fully vested at 30 June 2015.

There were no remuneration consultants used by the Company during the year ended 30 June 2015, or in the prior year.

### Consequences of performance on shareholder wealth - Audited

In considering the Company's performance and benefits for shareholders wealth, the Board have regard to the following indices in respect of the current financial year and the previous four financial years.

	2015	2014	2013	2012	2011
Net loss attributable to equity holders of the Company	\$2,723,221	\$3,085,814	\$3,850,745	\$2,378,052	\$1,907,527
Dividends paid	-	-	-	-	-
Change in share price	3.0 cents	2.0 cents	(2.0) cents	(1.0) cents	4.8 cents

The overall level of key management personnel's compensation is assessed on the basis of market conditions, status of the Company's projects, and financial performance of the Company.

# DIRECTORS' REPORT

## Details of remuneration for the year ended 30 June 2015 - Audited

Details of director and senior executive remuneration and the nature and amount of each major element of the remuneration of each director of the Company, and other key management personnel of the Company are set out below:

	Year	Primary Fees \$	Superannuation \$	Share Based Payments - Options \$	Total \$	Value of Options as a % of Remuneration
<b>Directors</b>						
<b>Non-executive</b>						
Michael J. Hoy (Chairman)	2015	68,807	6,537	-	75,344	-
	2014	68,807	6,365	-	75,172	-
Susan M. Pond	2015	36,697	3,486	-	40,183	-
	2014	36,697	3,394	-	40,091	-
Robert B. Thomas	2015	36,697	3,486	-	40,183	-
	2014	36,697	3,394	-	40,091	-
Denis N. Wade	2015	36,697	3,486	-	40,183	-
	2014	36,697	3,394	-	40,091	-
Bruce Hundertmark	2015	-	-	-	-	-
	2014	13,106	1,212	-	14,318	-
<b>Executive</b>						
Michelle Miller (Managing Director)	2015	328,846	31,240	-	360,086	-
	2014	343,254	29,885	-	373,139	-
<b>Executives</b>						
Peter J. Nightingale (Company Secretary)	2015	75,000	-	-	75,000	-
	2014	75,000	-	-	75,000	-

No bonuses were paid during the financial year and no performance based components of remuneration exist. The Company employed no other key management personnel.

## Options granted as compensation - Audited

There were no options granted as compensation to key management personnel during the 2015 and 2014 financial years.

## Modification of terms of equity-settled share-based payment transactions - Audited

In November 2014 the 5,000,000 options on issue to Michelle Miller were repriced. The modification resulted in an immaterial change to the fair value of the options and no expense has been recognised as a result.

No other terms of equity-settled share-based payment transactions (including options granted as compensation to a key management person) have been altered or modified by the issuing entity during 2015 and 2014 financial year.

## Exercise of options granted as compensation - Audited

There were no shares issued on the exercise of options previously granted as compensation during the 2015 and 2014 financial years.

# DIRECTORS' REPORT

## Analysis of options and rights over equity instruments granted as compensation - Audited

All options refer to options over ordinary shares of Biotron Limited, which are exercisable on a one-for-one basis.

Director	Options granted		% vested in year	% forfeited in year	Financial year in which grant vests
	Number	Date			
Michelle Miller	1,000,000	24 December 2010	-%	-%	1 July 2010
	1,000,000	24 December 2010	-%	-%	1 July 2011
	3,000,000	24 December 2010	-%	-%	1 July 2012

The number of options that had vested as at 30 June 2015 is 5,000,000 (2014 - 5,000,000). No options were granted subsequent to year end.

## Analysis of movements in options - Audited

Director	Granted in the year	Valuation of options exercised in the year	Lapsed in the year
Michelle Miller	-	-	-

## Options and rights over equity instruments - Audited

The movement during the reporting period in the number of options over ordinary shares in the Company held directly, indirectly or beneficially, by each key management person, including their personally related entities, is as follows:

### Option holdings 2015 - Audited

	Held at 1 July 2014	Purchased	Exercised	Expired	Held at 30 June 2015	Vested and exercisable at 30 June 2015
<b>Directors</b>						
Michael J. Hoy	-	700,961	-	-	700,961	700,961
Michelle Miller	5,000,000	-	-	-	5,000,000	5,000,000
Susan M. Pond	-	55,556	-	-	55,556	55,556
Robert B. Thomas	-	1,237,038	-	-	1,237,038	1,237,038
Denis N. Wade	-	273,977	-	-	273,977	273,977
<b>Executives</b>						
Peter J. Nightingale	-	1,151,924	-	-	1,151,924	1,151,924

## Loans to key management personal and their related parties - Audited

There were no loans made to key management personnel or their related parties during the 2015 and 2014 financial years and no amounts were outstanding at 30 June 2015 (2014 - \$nil).

# DIRECTORS' REPORT

## Other transactions with key management personnel - Audited

The following key management personnel holds a position in another entity that results in them having control or joint control over the financial or operating policies of that entity, and this entity transacted with the Company during the year as follows:

- During the year ended 30 June 2015, Peter J. Nightingale had a controlling interest in an entity, MIS Corporate Pty Limited, which provided full administrative services, including rental accommodation, administrative staff, services and supplies, to the entity. Fees paid to MIS Corporate Pty Limited during the year amounted to \$144,000 (2014 - \$144,000). There were no outstanding amounts at 30 June 2015 (2014 - \$nil).
- During the year ended 30 June 2015, Peter J. Nightingale had a controlling interest in an entity, Rosignol Consultants Pty Limited, which provided consulting services specifically in relation to the capital raise conducted by the Company in October 2014. The additional fees paid to Rosignol Consultants Pty Limited during the period amounted to \$5,000. There were no outstanding amounts at 30 June 2015.

## Movements in shares - Audited

The movement during the reporting period in the number of ordinary shares in the Company held directly, indirectly or beneficially, by each key management person, including their personally-related entities, is as follows:

	Held at 1 July 2014	Purchased	Received on exercise of options	Sales	Held at 30 June 2015
<b>Directors</b>					
Michael J. Hoy	3,154,322	700,961	-	-	3,855,283
Michelle Miller	-	-	-	-	-
Susan M. Pond	250,000	55,556	-	-	305,556
Robert B. Thomas	5,566,666	1,237,038	-	1,538,704	5,265,000
Denis N. Wade	1,232,894	273,977	-	-	1,506,871
<b>Executives</b>					
Peter J. Nightingale	4,348,076	1,151,924	-	-	5,500,000

## Service contracts - Audited

There are no service contracts for the key management personnel.

## Non-executive directors - Audited

Total compensation for all non-executive directors is determined by the Board based on market conditions.

## Non-audit Services

During the year KPMG, the Company's auditor, performed no other services in addition to their statutory duties.

A copy of the auditors' independence declaration as required under Section 307C of the *Corporations Act 2001* is included in the Directors' Report.

Details of the amounts paid and accrued to the auditor of the Company, KPMG, and its related practices for audit and non-audit services provided during the year are set out below.

	2015 \$	2014 \$
<b>Statutory audit</b>		
Audit and review of financial reports - KPMG	38,500	31,300

# DIRECTORS' REPORT

## Lead Auditor's Independence Declaration

The Lead Auditor's Independence Declaration is set out on page 15 and forms part of the Directors' Report for the year ended 30 June 2015.

This report has been signed in accordance with a resolution of the directors and is dated 28 August 2015:



**Michael J. Hoy**  
Chairman



**Michelle Miller**  
Managing Director

# DIRECTORS' REPORT



## Lead Auditor's Independence Declaration under Section 307C of the *Corporations Act 2001*

To: the Directors of Biotron Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2015, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

A handwritten signature in black ink, appearing to read 'Adam Twemlow', with a long horizontal line extending to the right.

**KPMG**

**Adam Twemlow**  
**Partner**

Brisbane  
28 August 2015

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Liability limited by a scheme approved under Professional Standards Legislation.

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015

	Notes	2015 \$	2014 \$
<b>Continuing operations</b>			
Other income	5	1,672,265	1,722,481
Administration and consultants' expenses		(300,112)	(302,636)
Depreciation	12	(16,957)	(11,193)
Employee and director expenses		(801,660)	(831,497)
Direct research and development expenses	6	(2,882,954)	(3,237,229)
Rent and outgoings expenses		(85,289)	(65,825)
Travel expenses		(44,776)	(90,842)
Other expenses from ordinary activities		(311,429)	(339,045)
<b>Operating loss before financing income</b>		<b>(2,770,912)</b>	<b>(3,155,786)</b>
Interest income		47,691	69,972
<b>Net financing income</b>		<b>47,691</b>	<b>69,972</b>
<b>Loss before tax</b>		<b>(2,723,221)</b>	<b>(3,085,814)</b>
Income tax expense	9	-	-
<b>Loss for the year</b>		<b>(2,723,221)</b>	<b>(3,085,814)</b>
<b>Other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive loss for the year</b>		<b>(2,723,221)</b>	<b>(3,085,814)</b>
Basic and diluted loss per share (cents)	7	(1.04) cents	(1.35) cents

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

# STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2015

	Notes	2015 \$	2014 \$
<b>Current assets</b>			
Cash and cash equivalents	8	4,523,224	1,764,181
Trade and other receivables	10	10,184	-
Other assets	11	35,025	35,033
<b>Total current assets</b>		<b>4,568,433</b>	<b>1,799,214</b>
<b>Non-current assets</b>			
Plant and equipment	12	47,769	64,726
<b>Total non-current assets</b>		<b>47,769</b>	<b>64,726</b>
<b>Total assets</b>		<b>4,616,202</b>	<b>1,863,940</b>
<b>Current liabilities</b>			
Trade and other payables	13	283,319	295,327
Employee entitlements	14	189,857	179,317
<b>Total current liabilities</b>		<b>473,176</b>	<b>474,644</b>
<b>Total liabilities</b>		<b>473,176</b>	<b>474,644</b>
<b>Net assets</b>		<b>4,143,026</b>	<b>1,389,296</b>
<b>Equity</b>			
Issued capital	15	37,207,759	32,548,656
Reserves	15	1,339,848	522,000
Accumulated losses		(34,404,581)	(31,681,360)
<b>Total equity</b>		<b>4,143,026</b>	<b>1,389,296</b>

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2015

Attributable to equity holders of the Company	Notes	Issued Capital \$	Option Reserves \$	Accumulated Losses \$	Total \$
<b>Balance at 1 July 2013</b>		32,548,656	522,000	(28,595,546)	4,475,110
<b>Total comprehensive income for the year</b>					
Loss for the year		-	-	(3,085,814)	(3,085,814)
Other comprehensive income		-	-	-	-
Total comprehensive loss for the year		-	-	(3,085,814)	(3,085,814)
<b>Balance at 30 June 2014</b>	15	32,548,656	522,000	(31,681,360)	1,389,296
<b>Balance at 1 July 2014</b>		32,548,656	522,000	(31,681,360)	1,389,296
<b>Total comprehensive income for the year</b>					
Loss for the year		-	-	(2,723,221)	(2,723,221)
Other comprehensive income		-	-	-	-
Total comprehensive loss for the year		-	-	(2,723,221)	(2,723,221)
<i>Transactions with owners, recorded directly in equity</i>					
<b>Contribution by and distribution to owners</b>					
Ordinary shares/options issued		5,242,032	818,045	-	6,060,077
Cost of shares issued		(583,126)	-	-	(583,126)
Exercise of options		197	(197)	-	-
<b>Balance at 30 June 2015</b>	15	37,207,759	1,339,848	(34,404,581)	4,143,026

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2015

	Notes	2015 \$	2014 \$
<b>Cash flows from operating activities</b>			
Cash receipts in the course of operations		1,672,265	1,722,481
Payments for research and development		(2,932,696)	(3,162,882)
Cash payments in the course of operations		(1,507,222)	(1,605,482)
Interest received		47,953	70,035
<b>Net cash used in operating activities</b>	16	<b>(2,719,700)</b>	<b>(2,975,848)</b>
<b>Cash flows from investing activities</b>			
Payments for plant and equipment		-	(52,408)
<b>Net cash used in investing activities</b>		<b>-</b>	<b>(52,408)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares and options		6,060,077	-
Cost of issue of shares and options		(583,126)	-
<b>Net cash from financing activities</b>		<b>5,476,951</b>	<b>-</b>
<b>Net increase/(decrease) in cash held</b>		<b>2,757,251</b>	<b>(3,028,256)</b>
<b>Cash and cash equivalents at 1 July</b>		<b>1,764,181</b>	<b>4,792,437</b>
<b>Effect of exchange rate adjustments on cash held</b>		<b>1,792</b>	<b>-</b>
<b>Cash and cash equivalents at 30 June</b>	8	<b>4,523,224</b>	<b>1,764,181</b>

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 1. REPORTING ENTITY

Biotron Limited (the 'Company') is a company domiciled in Australia. The address of the Company's registered office is at Level 2, 66 Hunter Street, Sydney, NSW 2000. The Company is a for-profit entity and is primarily engaged in the funding and management of intermediate and applied biotechnology research and development projects.

## 2. BASIS OF PREPARATION

### (a) Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards ('AASBs') adopted by the Australian Accounting Standards Board ('AASB') and the *Corporations Act 2001*. The financial statements of the Company also comply with International Financial Reporting Standards ('IFRSs') adopted by the International Accounting Standards Board ('IASB').

The financial report was authorised for issue by the directors on 28 August 2015.

### (b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

### (c) Functional and presentation currency

These financial statements are presented in Australian dollars, which is the Company's functional currency.

### (d) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in the following notes:

- Note 9 - Unrecognised deferred tax asset

## 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by the Company.

### (a) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

### (b) Trade and other receivables

Trade and other receivables are stated at their amortised cost less impairment losses.

### (c) Property, plant and equipment

Property plant and equipment are stated at their historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognised in profit or loss using the reducing balance method from the date of acquisition at rates between 13% and 40% per annum.

### (d) Research and development

#### *Grants*

Where a grant is received relating to research and development costs that have been expensed, the grant is recognised as other income when the grant becomes receivable and the Company complies with all attached conditions.

#### *Costs*

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit and loss when incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in profit or loss when incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

### (e) Trade and other payables

Trade and other payables are stated at their amortised cost, are non-interest bearing and are normally settled within 60 days.

### (f) Employee entitlements

#### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

#### *Long term employee benefits*

The Company's net obligation in respect of long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

#### *Share-based payment transactions*

The grant-date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

### (g) Financial Instruments

#### *Non-derivative financial assets*

The Company holds loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised at fair value plus any

directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. They are included in current assets, except for those with maturities greater than 12 months after the reporting period, which are classified as non-current assets. Loans and receivables comprise cash and cash equivalents and trade and other receivables.

The Company initially recognises loans and receivables on the date that they are originated.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### *Non-derivative financial liabilities*

The Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Other financial liabilities comprise trade and other payables.

### (h) Share Capital

#### *Ordinary Shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

### (i) Tax

Income tax comprises of current tax and deferred tax and is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

### *Current tax*

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Current tax assets and liabilities are offset only if certain criteria are met.

### *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### *Goods and services tax*

Revenue, expenses and assets are recognised net of the amount of goods and services tax ('GST'), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the balance sheet.

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

### **(j) Finance income**

Finance income comprises interest income on funds invested. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

### **(k) Earnings per share**

The Company presents basic and diluted earnings per share ('EPS') data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

### **(l) Impairment**

#### *Non-derivative financial assets*

A financial asset not classified as at fair value through profit or loss is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

#### *Financial assets measured at amortised cost*

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. Losses are recognised within profit or loss. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

### *Non-financial assets*

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit ('CGU') exceeds its recoverable amount. The recoverable amount of an asset or CGU is the greater of their fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Impairment losses are recognised in profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **(m) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

### **(n) Segment reporting**

#### *Determination and presentation of operating segments*

The Company determines and presents operating segments based on the information that is provided internally to the Managing Director, who is the Company's chief operating decision maker.

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are regularly reviewed by the Company's Managing Director to make decisions about resources to be allocated to the segment and assess its performance.

Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and income tax assets and liabilities.

### **(o) New standards and interpretations not yet adopted**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2014, and have not been applied in preparing these financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early.

#### *AASB 9 Financial Instruments*

AASB 9 replaces the existing guidance in AASB 139 *Financial Instruments: Recognition and Measurement*. AASB 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from AASB 139.

AASB 9 is effective for the Company's annual reporting period beginning 1 July 2018 and can be early adopted. The Company does not plan to adopt this standard early and the standard is not expected to have a significant effect on the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 4. DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

### *Trade and other receivables*

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the measurement date. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

### *Share-based payment transactions*

The fair value of employee share options is measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value. Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions.

### *Non-derivative financial liabilities*

Non-derivative financial liabilities are measured at fair value, at initial recognition, and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

	2015 \$	2014 \$
<b>5. OTHER INCOME</b>		
Research and development rebate	1,672,265	1,722,481
<b>6. LOSS FROM OPERATING ACTIVITIES</b>		
Loss from ordinary activities has been arrived at after charging the following items:		
Auditors' remuneration paid to KPMG		
- Audit and review of financial reports	38,500	31,300
Depreciation		
- Office equipment	15,817	9,351
- Plant and equipment	1,140	1,842
Direct research and development expenditure expensed as incurred	2,882,954	3,237,229
Provision for employee entitlements	10,540	7,062
Superannuation expense	109,051	99,464

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 7. LOSS PER SHARE

The calculation of basic and diluted loss per share at 30 June 2015 was based on the loss attributable to ordinary shareholders of \$2,723,221 (2014 - \$3,085,814 loss) and a weighted average number of ordinary shares outstanding during the financial year ended 30 June 2015 of 260,882,383 (2014 - 228,296,944), calculated as follows:

	2015 \$	2014 \$
Net loss for the year	2,723,221	3,085,814

	2015 Number	2014 Number
<b>Weighted average number of ordinary shares (basic and diluted)</b>		
Issued ordinary shares at 1 July	228,296,944	228,296,944
Weighted average number of ordinary shares at 30 June	260,882,383	228,296,944

As the Company is loss making, none of the potentially dilutive securities are currently dilutive.

	2015 \$	2014 \$
<b>8. CASH AND CASH EQUIVALENTS</b>		
Cash at bank	4,523,224	1,764,181
Cash and cash equivalents in the statement of cash flows	4,523,224	1,764,181

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

	2015 \$	2014 \$
<b>9. INCOME TAX EXPENSE</b>		
<b>Current tax expense</b>		
Current year	(1,351,580)	(1,459,680)
Tax losses not recognised	1,351,580	1,459,680
	-	-
<b>Deferred tax expense</b>		
Current year	33,987	18,570
De-recognition of temporary differences	(33,987)	(18,570)
	-	-
<b>Numerical reconciliation between tax expense and pre-tax net profit</b>		
Loss before tax - continuing operations	(2,723,221)	(3,085,814)
Prima facie income tax benefit at the Australian tax rate of 30% (2014 - 30%)	(816,966)	(925,744)
Increase in income tax expense due to:		
- Adjustments not resulting in temporary differences	(500,626)	(515,366)
- Effect of tax losses not recognised	1,351,580	1,459,680
- Unrecognised temporary differences	(33,988)	(18,570)
Income tax expense current and deferred	-	-
<b>Deferred tax assets have not been recognised in respect of the following items</b>		
Deductible temporary differences (net)	226,406	85,455
Tax losses	9,549,564	9,312,955
Net	9,775,970	9,398,410

The deductible temporary differences and tax losses do not expire under the current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits of the deferred tax asset.

## 10. TRADE AND OTHER RECEIVABLES

### Current

Other debtors	10,184	-
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## 11. OTHER ASSETS

Current prepayments	19,894	19,902
Security deposits	15,131	15,131
	35,025	35,033

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

	2015 \$	2014 \$
<b>12. PLANT AND EQUIPMENT</b>		
Office equipment - at cost	201,088	201,088
Accumulated depreciation	(159,084)	(143,267)
	42,004	57,821
Plant and equipment - at cost	506,463	506,463
Accumulated depreciation	(500,698)	(499,558)
	5,765	6,905
Total plant and equipment - net book value	47,769	64,726
<b>Reconciliations</b>		
Reconciliations of the carrying amounts for each class of plant and equipment are set out below:		
<b>Office equipment</b>		
Balance at 1 July	57,821	14,765
Additions	-	52,408
Depreciation	(15,817)	(9,352)
Carrying amount at the end of the financial year	42,004	57,821
<b>Plant and equipment</b>		
Balance at 1 July	6,905	8,746
Depreciation	(1,140)	(1,841)
Carrying amount at the end of the financial year	5,765	6,905
Total carrying amount at the end of the financial year	47,769	64,726
<b>13. TRADE AND OTHER PAYABLES</b>		
<b>Current</b>		
Creditors	249,213	267,077
Accruals	34,106	28,250
	283,319	295,327
<b>14. EMPLOYEE ENTITLEMENTS</b>		
<b>Current</b>		
Employee annual leave provision	78,694	79,051
Long service leave provision	111,163	100,266
	189,857	179,317
Number of employees at the end of the financial year	4	4

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

	2015 \$	2014 \$
<b>15. CAPITAL AND RESERVES</b>		
<b>Issued and paid up capital</b>		
296,402,910 (2014 - 228,296,944) fully paid ordinary shares	37,207,759	32,548,656
<b>Fully paid ordinary shares</b>		
Balance at the beginning of the financial year	32,548,656	32,548,656
Issue of shares	5,242,032	-
Exercise of options	197	-
Costs of issue	(583,126)	-
	<u>37,207,759</u>	<u>32,548,656</u>

The Company does not have authorised capital or par value in respect of its issued shares. All issued shares are fully paid.

During the year ended 30 June 2015 the following shares and options were issued:

- In October 2014 the Company offered eligible shareholders to purchase one new share and one new listed option through a pro-rata renounceable rights issue. Under this offer, the Company issued 50,732,654 ordinary shares and 50,732,654 listed options for cash totalling \$4,058,613. Total issue cost of \$403,709 was recognised as a reduction in proceeds of issue of these shares. The listed options are each exercisable at 12 cents to acquire one fully paid ordinary share exercisable at any time up to 30 September 2016.
- In June 2015 the Company issued 17,361,111 ordinary shares through a share placement offer for cash totalling \$2,000,000. Total issue costs of \$179,417 were recognised as a reduction in the proceeds of the issue of these shares.

In addition to the above share issues 12,201 ordinary shares were issued through the exercise of the listed options for cash totalling \$1,464. The fair value of the options issued was \$197.

## Terms and conditions - Shares

Holders of ordinary shares are entitled to receive dividends as declared and, are entitled to one vote per share at shareholders' meetings. In the event of winding up of the Company, ordinary shareholders rank after creditors and are fully entitled to any proceeds of liquidation.

## Option Reserves

Equity based compensation reserve (a)	522,000	522,000
Option premium reserve (b)	817,848	-
	<u>1,339,848</u>	<u>522,000</u>

## Movements during the period

### (a) Equity based compensation reserve

Balance at the beginning of period	522,000	522,000
<b>Balance at end of period</b>	<u>522,000</u>	<u>522,000</u>

### (b) Option premium reserve

Balance at the beginning of period	-	-
Issue of options	818,045	-
Exercise of options	(197)	-
<b>Balance at end of period</b>	<u>817,848</u>	<u>-</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 15. CAPITAL AND RESERVES (Cont.)

### Nature and purpose of reserves

#### Equity based compensation reserve:

The equity based compensation reserve is used to recognise the grant date fair value of options issued but not exercised.

#### Option premium reserve:

The option premium reserve is used to accumulate proceeds received from the issuing of options.

	2015 \$	2014 \$
<b>16. STATEMENT OF CASH FLOWS</b>		
<b>Reconciliation of cash flows from operating activities</b>		
Loss for the period	(2,723,221)	(3,085,814)
<b>Adjustments for:</b>		
Depreciation of plant and equipment	16,957	11,193
Provisions	10,540	7,062
Effect of exchange rate adjustments	(1,792)	-
<b>Changes in assets and liabilities</b>		
Decrease/(Increase) in receivables	(10,184)	1,723
Decrease in prepayments	8	13,485
Decrease/(Increase) in payables	(12,008)	76,503
<b>Net cash used in operating activities</b>	<b>(2,719,700)</b>	<b>(2,975,848)</b>

## 17. RELATED PARTIES

### Key management personnel and director transactions

The following key management personnel holds a position in another entity that results in them having control or joint control over the financial or operating policies of that entity, and this entity transacted with the Company during the year as follows:

- During the year ended 30 June 2015, Peter J. Nightingale had a controlling interest in an entity, MIS Corporate Pty Limited, which provided full administrative services, including rental accommodation, administrative staff, services and supplies, to the entity. Fees paid to MIS Corporate Pty Limited during the year, amounted to \$144,000 (2014 - \$144,000). There were no outstanding amounts at 30 June 2015 (2014 - \$nil).
- During the year ended 30 June 2015, Peter J. Nightingale had a controlling interest in an entity, Rosignol Consultants Pty Limited, which provided consulting services specifically in relation to the capital raise conducted by the Company in October 2014. The additional fees paid to Rosignol Consultants Pty Limited during the period amounted to \$5,000. There were no outstanding amounts at 30 June 2015.

### Key management personnel compensation

During the year ended 30 June 2015 compensation of key management personnel totalled \$630,979 (2014 - \$657,902), which comprised primary salary and fees of \$582,744 (2014 - \$610,257), superannuation of \$48,235 (2014 - \$47,645), and share based payments of Nil (2014 - Nil). During the 2015 and 2014 financial years, no long term benefits or termination payments were paid.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 18. SHARE BASED PAYMENTS

The Company has an Incentive Option Plan to provide eligible persons, being employees or directors, or individuals whom the Plan Committee determine to be employees for the purposes of the Plan, with the opportunity to acquire options over unissued ordinary shares in the Company. The number of options granted or offered under the Plan will not exceed 10% of the Company's issued share capital and the exercise price of options will be the greater of the market value of the Company's shares as at the date of grant of the option or such amount as the Plan Committee determines. Options have no voting or dividend rights. The vesting conditions of options issued under the plan are based on minimum service periods being achieved. There are no other vesting conditions attached to options issued under the plan.

In the event that the employment or office of the option holder is terminated, any options which have not reached their exercise period will lapse and any options which have reached their exercise period may be exercised within three months of the date of termination of employment. Any options not exercised within this three month period will lapse.

During the 2015 and 2014 financial years, no options were issued under the Incentive Option Plan.

### Options outstanding at 30 June 2015

Grant date	Number of options	Exercise price	Fair value at grant date	Vesting date*	Expiry date
24 December 2010	1,000,000	\$0.21	\$0.105	24 December 2010	30 October 2015
24 December 2010	1,000,000	\$0.21	\$0.105	30 October 2011	30 October 2015
24 December 2010	3,000,000	\$0.24	\$0.104	30 October 2012	30 October 2015

\*Vesting conditions are based on minimum service periods being achieved.

The options on issue at 30 June 2015 were modified in November 2014. The strike price of the options was reduced by 1c for each option. The modification had an immaterial impact on the fair value of each option on issue, and accordingly no expense has been recognised in relation to the modification.

### Options outstanding at 30 June 2014

Grant date	Number of options	Exercise price	Fair value at grant date	Vesting date*	Expiry date
24 December 2010	1,000,000	\$0.22	\$0.105	24 December 2010	30 October 2015
24 December 2010	1,000,000	\$0.22	\$0.105	30 October 2011	30 October 2015
24 December 2010	3,000,000	\$0.25	\$0.104	30 October 2012	30 October 2015

\* Vesting conditions are based on minimum service periods being achieved.

### Movement of options in the equity based compensation reserve during the year

	Number of options 2015	Weighted average exercise price 2015	Number of options 2014	Weighted average exercise price 2014
Outstanding at 1 July	5,000,000	\$0.23	5,000,000	\$0.24

The equity based compensation reserve is used to record the options issued to directors and executives of the Company as compensation. Options are valued using the Black-Scholes option pricing model.

The weighted average remaining contractual life of share options outstanding at the end of the year in the equity based compensation reserve was 0.33 years (2014 - 1.33 years).

No ordinary shares have been issued as a result of the exercise of any option granted pursuant to the Incentive Option Plan during the current and prior financial year.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 18. SHARE BASED PAYMENTS (Cont.)

### Fair value of options

The fair value of options granted is measured at grant date and recognised as an expense over the period during which the employee becomes unconditionally entitled to the options. The fair value of the options granted is measured using an option valuation methodology, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of options that vest.

When options on issue are modified and the modification is beneficial to the other party the incremental fair value at the date of the modification is recognised over the remaining modified vesting period and the original grant-date fair value is recognised over the remaining original vesting period. When the modification is to options on issue that have fully vested the incremental fair value is recognised as an expense in the period the modification occurs. The incremental fair value is the difference between the fair value of the share based payment at the date of modification between the old and new terms.

### Expenses arising from share-based payment transactions

No expenses arising from share based payment transactions were recognised during the year ended 30 June 2015 (2014 - \$Nil).

## 19. FINANCIAL INSTRUMENTS

### Financial risk management objectives and policies

The Company's financial instruments comprise deposits with banks, receivables, trade and other payables and from time to time short term loans from related parties. The Company does not trade in derivatives or in foreign currency.

The Company manages its risk exposure of its financial instruments in accordance with the guidance of the Board of Directors. The main risks arising from the Company's financial instruments are market risk, credit risk and liquidity risks. This note presents information about the Company's exposure to each of these risks, its objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

### Risk management framework

The Board has overall responsibility for the establishment and oversight of the risk management framework. Informal risk management policies are established to identify and analyse the risks faced by the Company. The primary responsibility to monitor the financial risks lies with the Managing Director and the Company Secretary under the authority of the Board.

### Credit risk

Credit risk arises mainly from the risk of counterparties defaulting on the terms of their agreements.

The carrying amounts of the following assets represent the Company's maximum exposure to credit risk in relation to financial assets:

	Note	Carrying amount	
		2015 \$	2014 \$
Cash and cash equivalents	8	4,523,224	1,764,181
Trade and other receivables	10	10,184	-
Security deposits	11	15,131	15,131
		<u>4,548,539</u>	<u>1,779,312</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 19. FINANCIAL INSTRUMENTS (Cont.)

### Cash and cash equivalents

The Company mitigates credit risk on cash and cash equivalents by dealing with regulated banks in Australia.

### Trade and other receivables

Credit risk of trade and other receivables is very low as it usually consists predominantly of amounts recoverable from taxation and other government authorities in Australia.

All financial assets are current and are not past due or impaired and the Company does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Company.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity management rests with the Board. The Company monitors rolling forecasts of liquidity on the basis of expected fund raisings, trade payables and other obligations for the ongoing operation of the Company. At balance date, the Company has available funds of \$4,523,224 for its immediate use.

The following are the contractual maturities of financial liabilities, including estimated interest payments:

Company	Carrying amount \$	Contractual cash flows \$	Less than one year \$	Between one and five years \$	Interest \$
<b>30 June 2015</b>					
Trade and other payables	283,319	(283,319)	(283,319)	-	-
<b>30 June 2014</b>					
Trade and other payables	295,327	(295,327)	(295,327)	-	-

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

### Market Risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 19. FINANCIAL INSTRUMENTS (Cont.)

### Interest rate risk

The Company's income statement is affected by changes in interest rates due to the impact of such changes on interest income from cash and cash equivalents and interest bearing security deposits. The average interest rate on funds held during the year was 1.64% (2014 - 2.41%).

At balance date, the Company had the following mix of financial assets exposed to variable interest rate risk that are not designated as cash flow hedges:

	Note	2015 \$	2014 \$
<b>Financial assets</b>			
Cash and cash equivalents	8	4,523,224	1,764,181
Security deposits	11	15,131	15,131
Net exposure		<u>4,538,355</u>	<u>1,779,312</u>

The Company did not have any interest bearing financial liabilities in the current or prior year.

The Company does not have interest rate swap contracts. The Company always analyses its interest rate exposure when considering renewals of existing positions including alternative financing.

### Sensitivity analysis

The following sensitivity analysis is based on the interest rate risk exposures at balance date.

An increase of 100 basis points in interest rates throughout the reporting period would have decreased the loss for the period by the amounts shown below, whilst a decrease would have increased the loss by the same amount. The Company's equity consists of fully paid ordinary shares. There is no effect on fully paid ordinary shares by an increase or decrease in interest rates during the period.

<u>29,270</u>	<u>29,018</u>
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### Currency risk

The Company is exposed to currency risk on cash and cash equivalents that are denominated in United States currency. The company's gross financial exposure to foreign currency risk at balance date was US\$433,934 (2014 - nil).

### Sensitivity analysis

The following sensitivity analysis is based on the currency risk exposures at balance date.

A 5% strengthening of the United States dollar to Australian dollar at 30 June 2015 would have decreased post tax profit and net assets for the period by the amounts shown below, while weakening would have increased the post-tax profit and net assets for the period.

<u>28,334</u>	-
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The Company is not exposed to price risks.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 19. FINANCIAL INSTRUMENTS (Cont.)

### Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Board ensures costs are not incurred in excess of available funds and will seek to raise additional funding through issues of shares for the continuation of the Company's operations. There were no changes in the Company's approach to capital management during the year.

The Company is not subject to externally imposed capital requirements.

### Estimation of fair values

The carrying amounts of financial assets and liabilities approximate their net fair values, given the short time frames to maturity and or variable interest rates.

## 20. FINANCIAL REPORTING BY SEGMENTS

The Company operates in one reportable operating and geographical segment, being the biotechnology industry in Australia.

## 21. OPERATING LEASES

The Company leases an office in North Ryde, Sydney. The lease is for a period of 3 years starting from November 2013 with an option to renew lease after that 3 years.

During the year ended 30 June 2015, \$85,289 was recognised as an expense in profit or loss in respect of the operating lease (2014 - \$65,825).

The future minimum leases payments under non-cancellable operating leases are payable as follows:

	2015 \$	2014 \$
Less than one year	66,640	66,640
Between one and five years	24,250	90,890

## 22. COMMITMENTS AND CONTINGENCIES

The Company may be party to commercial disputes and litigation in the normal course of business. No material liabilities are expected to arise in respect of the commercial disputes and litigation existing at balance date.

There are no capital commitments at the date of these financial statements.

## 23. SUBSEQUENT EVENTS

On 18 June 2015, the company offered all eligible shareholders the opportunity to participate in a Share Purchase Plan ("SPP"). The offer closed on 10 July 2015. The Shareholders subscribed for 17,361,111 ordinary shares under the SPP raising \$2,000,000 before issue costs. All shares were issued 15 July 2015.

Other than the matter discussed above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

# DIRECTORS' DECLARATION

1. In the opinion of the directors of Biotron Limited:
  - a) the financial statements and notes set out on pages 16 to 34, and the Remuneration Report in the Directors' Report, set out on pages 10 to 13, are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of the Company's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the *Corporations Regulations 2001*;
  - b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 30 June 2015.
3. The directors draw attention to note 2(a) of the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

This report has been signed in accordance with a resolution of the directors and is dated 28 August 2015:



**Michael J. Hoy**  
Chairman



**Michelle Miller**  
Managing Director

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BIOTRON LIMITED



## Report on the Financial Report

We have audited the accompanying financial report of Biotron Limited (the Company), which comprises the Statement of Financial Position as at 30 June 2015, and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, notes 1 to 23 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

### Directors' responsibility 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 is free from material misstatement, whether due to fraud or error. In note 2(a), the directors also state, in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

### Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view 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 report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Company's financial position and of its performance.

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

### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Liability limited by a scheme approved under Professional Standards Legislation.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BIOTRON LIMITED



## Auditor's opinion

In our opinion:

- a) the financial report of Biotron Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Company's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(a).

## Report on the remuneration report

We have audited the Remuneration Report included in pages 10 to 13 of the directors' report for the year ended 30 June 2015. 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 auditing standards.

## Auditor's opinion

In our opinion, the Remuneration Report of Biotron Limited for the year ended 30 June 2015 complies with Section 300A of the *Corporations Act 2001*.

A handwritten signature of Adam Twemlow in dark ink, appearing as 'KPMG'.

A handwritten signature of Adam Twemlow in dark ink, consisting of a stylized, cursive script.

**KPMG**

**Adam Twemlow**  
**Partner**

Brisbane  
28 August 2015

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Liability limited by a scheme approved under Professional Standards Legislation.

# ADDITIONAL STOCK EXCHANGE INFORMATION

## Home Exchange

The Company is listed on the ASX Limited. The home exchange is Sydney.

## Use of Cash and Assets

Since the Company's listing on the ASX, the Company has used its cash and assets in a way consistent with its stated business objectives.

## Class of Shares and Voting Rights

There is only one class of shares in the Company, fully paid ordinary shares.

The rights attaching to shares in the Company are set out in the Company's Constitution. The following is a summary of the principal rights of the holders of shares in the Company.

Every holder of shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of shares who is present in person or by proxy, attorney or representative has one vote for every fully paid share registered in the shareholder's name on the Company's share register.

A poll may be demanded by the chairperson of the meeting, by at least 5 shareholders entitled to vote on the resolution or shareholders with at least 5% of the votes that may be cast on the resolution on a poll.

## Distribution of Equity Securityholders

As at 31 July 2015, the distribution of each class of equity was as follows:

Range	Fully Paid Ordinary Shares	30 October 2015 \$0.22 Unlisted Options	30 October 2015 \$0.25 Unlisted Options	30 September 2016 \$0.12 Listed Options
1 - 1,000	95	-	-	63
1,001 - 5,000	445	-	-	209
5,001 - 10,000	433	-	-	81
10,001 - 100,000	1,278	-	-	291
100,001 and over	464	1	1	96
	2,715	1	1	740

At 31 July 2015, 442 shareholders held less than a marketable parcel of shares and 340 listed option holders held less than a marketable parcel of options.

# ADDITIONAL STOCK EXCHANGE INFORMATION

## Twenty Largest Quoted Shareholders

At 31 July 2015 the twenty largest fully paid ordinary shareholders held 29.87% of fully paid ordinary as follows:

	Name	Fully Paid Ordinary Shares	%
1	Bond Street Custodians Limited <PDP-V24171 A/C>	10,000,000	3.19
2	Armco Barriers Pty Ltd	9,150,000	2.92
3	Scott's A V Pty Ltd <Scotts Acorn EMP S/F A/C>	9,014,000	2.87
4	Mr Mark Hamish Lochtenberg + Mr Michael Lochtenberg <The Rigi Super Fund A/C>	7,827,755	2.49
5	CBDF Pty Limited<Canberra Bus Dev Fund A/C>	6,060,000	1.93
6	Warman Investments Pty Ltd	5,280,556	1.68
7	Mr Robert Thomas +Mrs Kyrenia Thomas <Rob Thomas Super Fund A/C>	5,086,805	1.62
8	Pathold No 222 Pty Ltd	4,800,000	1.53
9	Rigi Investments Pty Limited	4,308,746	1.37
10	Umbiram Pty Ltd <Michael Hoy Superannuation Fund>	3,985,491	1.27
11	Twynam Agricultural Group Pty Ltd	3,830,208	1.22
12	Mr. Peter James Nightingale	3,594,903	1.15
13	Mrs Narelle Fay	3,279,402	1.05
14	Fordholm Investments Pty Ltd <Fordholm Super Fund A/C>	3,200,000	1.02
15	Mrs Wishny Sritharan Krishnarajah	2,620,000	0.84
16	Jey Investments Pty Ltd	2,560,445	0.82
17	Linkenholt Pty Limited <Grant Austin Family A/C>	2,500,000	0.80
18	Ramsab Pty Ltd <L Hamby & I Neering S/F A/C>	2,444,445	0.78
19	Rosignol Pty Ltd <Nightingale Family A/C>	2,165,513	0.69
20	Dr Peter Mun Sun Chan	2,000,000	0.64

There are no current on-market buy-backs.

# ADDITIONAL STOCK EXCHANGE INFORMATION

## Twenty Largest Quoted Option Holders

At 31 July 2015 the twenty largest option holders held 43.50% of listed options as follows:

	<b>Name</b>	<b>Fully Paid Ordinary Shares</b>	<b>%</b>
1	Armco Barriers Pty Ltd	4,650,000	9.17
2	Rigi Investments Pty Limited	2,003,112	3.95
3	Mr Russell Dean Thomson	1,760,000	3.47
4	BMMDH Pty Ltd <The Halder Super Fund A/C>	1,444,000	2.85
5	Mr Robert Thomas +Mrs Kyrenia Thomas <Rob Thomas Super Fund A/C>	1,181,482	2.33
6	CBDF Pty Limited<Canberra Bus Dev Fund A/C>	1,077,891	2.13
7	Bond Street Custodians Limited <PDP-V24171 A/C>	1,000,000	1.97
8	Mr Daryl John Halder	955,000	1.88
9	Viking Management Services Pty Ltd <VHK Superannuation A/C>	822,223	1.62
10	Mr Russel Wayne Halder	800,000	1.58
11	Pudd & Co Pty Ltd	727,278	1.43
12	Umbiram Pty Ltd <Michael Hoy Superannuation Fund>	700,961	1.38
13	Fordholm Investments Pty Ltd <Fordholm Super Fund A/C>	666,666	1.31
14	Mr Mark Hamish Lochtenberg + Mr Michael Lochtenberg <The Rigi Super Fund A/C>	666,666	1.31
15	Mrs Narelle Fay	632,619	1.25
16	Mr. Peter James Nightingale	629,945	1.24
17	Altinova Nominees Pty Ltd	625,000	1.23
18	Lenvat Pty Ltd Lenvat Super Fund A/C	600,000	1.18
19	Mr Donal Francis O'Sullivan	600,000	1.18
20	Rosignol Pty Ltd <Nightingale Family A/C>	521,979	1.03

# CORPORATE DIRECTORY

## Directors

Mr Michael J. Hoy (Chairman)  
Dr Michelle Miller (Managing Director)  
Dr Susan M. Pond  
Mr Robert B. Thomas  
Dr Denis N. Wade

## Company Secretary

Mr Peter J. Nightingale

## Registered Office

Level 2, 66 Hunter Street  
SYDNEY NSW 2000  
Phone: + 61 2 9300 3344  
Fax: + 61 2 9221 6333  
E-mail: [enquiries@biotron.com.au](mailto:enquiries@biotron.com.au)  
Homepage: [www.biotron.com.au](http://www.biotron.com.au)

## Principal Administration Office

Suite 1.9, 56 Delhi Road  
NORTH RYDE NSW 2113  
Phone: + 61 2 9805 0488  
Fax: + 61 2 9805 0688

## Share Registrar

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
SYDNEY NSW 2000  
Phone: 1300 787 272  
Fax: +61 3 9473 2500

## Auditors

KPMG Level 16, Riparian Plaza  
71 Eagle Street  
BRISBANE QLD 4000

## Home Exchange

ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

## Solicitors

Minter Ellison  
88 Phillip Street  
SYDNEY NSW 2000

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

www.*Biotron*.COM.AU

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Biotron Ltd

ABN / ARBN:

60 086 399 144

Financial year ended:

30 June 2015

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: [www.biotron.com.au](http://www.biotron.com.au)

The Corporate Governance Statement is accurate and up to date as at 28 August 2015 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 28 August 2015

Name of Director or Secretary authorising lodgement: Peter Nightingale

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and, where applicable, the information referred to in paragraph (b): <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.biotron.com.au">www.biotron.com.au</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration 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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> at www.biotron.com.au	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at www.biotron.com.au	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]  ... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]  ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at www.biotron.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

**CORPORATE GOVERNANCE STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2015  
(ASX: BIT)**

This Corporate Governance Statement is current as at 28 August 2015 and has been approved by the Board of Biotron Ltd ('the Company'), on that date. A copy can be found on the Company's website at [www.biotron.com.au](http://www.biotron.com.au).

This statement outlines the main Corporate Governance practices that were in place throughout the financial year, which comply with the Australian Stock Exchange ('ASX') Corporate Governance Principles and Recommendations ('Recommendations'), unless otherwise stated.

**CORPORATE GOVERNANCE STATEMENT**

The Board of Directors of the Company ('the Board') is committed to maintaining the highest standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders.

The Board of Directors supports the Recommendations developed by the ASX Corporate Governance Council ('Council'). Whilst the Company's practices are largely consistent with the Council's guidelines, the Board considers that the implementation of some Recommendations are not appropriate having regard to the nature and scale of the Company's activities and size of the Board. The Board uses its best endeavours to ensure exceptions to the Council's guidelines do not have a negative impact on the Company and the best interests of shareholders as a whole. When the Company is not able to implement one of the Council's Recommendations the Company applies the 'if not, why not' explanation approach by applying practices in accordance with the spirit of the relevant principle.

The following discussion outlines the ASX Corporate Governance Council's eight principles and associated recommendations and the extent to which the Company complies with those recommendations.

Details of all of the Council's Recommendations can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au).

**Principle 1 – Lay solid foundations for management and oversight**

**Board role and responsibilities**

The Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. The Board is also responsible for the overall corporate governance and management oversight of the Company and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Company.

The Board also ensures that the Company complies with all of its contractual, statutory and any other legal or regulatory obligations. The Board has the final responsibility for the successful operations of the Company.

Where the Board considers that particular expertise or information is required, which is not available from within their members, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.

Without intending to limit the role of the Board, the principal functions and responsibilities of the Board include the following:

- formulation and approval of the strategic direction, objectives and goals of the Company;
- the prudential control of the Company's finances and operations, monitoring the financial performance and approving budgets and major expenditures of the Company;
- the resourcing, review and monitoring of performance of senior management;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- the identification of significant business risks and ensuring that such risks are adequately managed;
- the timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market;
- the establishment and maintenance of appropriate ethical standards;
- overseeing the integrity of the accounting and corporate reporting systems and the external audit process;
- approving the Company's remuneration framework; and
- monitoring the effectiveness of corporate governance practices.

Having regard to the current size of the Company and the nature of its activities and the composition and structure of the Board, those functions usually reserved to management for implementing the strategic objectives of the Company are the responsibility of the Managing Director.

The Company has followed Recommendation 1.1 by establishing the functions reserved to the Board and those delegated to senior executives as disclosed above.

### **Appointment as a Director**

The Company has followed Recommendation 1.2 by ensuring that the appointment of directors who will come before shareholders for re-election at the Company's Annual General Meeting are suitable for the Company and equipped with the knowledge and information to discharge their roles adequately. In addition, the Company ensures that all relevant information that it possess is disclosed in the notice of meeting to enable shareholders to make a decision on whether or not to elect or re-elect a director.

The Company has followed Recommendation 1.3 by having a written agreement with each director and senior executive setting out the terms of their appointment.

### **Company Secretary**

The Company has followed Recommendation 1.4 by ensuring that the Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

### **Diversity**

The Company's Board does take into account the gender, age, ethnicity, and cultural background of potential Board members, Company executives and employees and understands that promotion of gender diversity can broaden the pool for recruitment of high quality employees, enhance employee retention and improve corporate image and reputation. Hence, approximately 50% of the Company's employees and two of the five directors, including the Managing Director, are female. However, given the small size of the Company, a formal diversity policy has not been established and therefore Recommendation 1.5 has not been followed.

## Board performance review and evaluation

The Board has the policy to ensure that the directors are equipped with the knowledge and information they need to effectively discharge their responsibilities. The Chairman monitors the performance of the Board, individual directors and committees on an on-going basis and speaks to directors individually regarding their role as a director. In doing so, the Company has followed Recommendation 1.6.

## Senior executives' performance review and evaluation

Having regard to the size of the Company and the small number of employees, other than the directors, the Company does not have any senior executives and therefore, Recommendation 1.7 is not applicable.

## Principle 2 – Structure the Board to add value

### Board of Directors – composition and structure

Having regard to the size of the Company and the nature of its activities, the composition and structure of the Board is adequate to discharge its responsibilities and duties.

#### *Nomination Committee*

The objective of a Nomination Committee is to make recommendations to the Board regarding various matters including board succession, recruitment, induction, professional development, performance evaluation, recommending an appropriate balance of skills, knowledge, experience, independence and diversity as required. A Nomination Committee has not been established, however in accordance to Recommendation 2.1, the full Board has the responsibility for and performs the functions of a Nomination Committee.

#### *Skills of the Board*

The Board consists of a blend of personal experience at director-level and relevant corporate experience required by the Group for effective decision-making. Directors are appointed based on the specific operational, corporate and governance skills required by the Group and the Company follows Recommendation 2.2 by disclosing the directors' qualifications and experience, which satisfy the Board skill matrix below, in the Directors' Report section of the Annual Report.

### Board skill matrix

Area	Competence
Business Finance	Business strategy, financial literacy, executive management
Investment	Corporate mergers and acquisitions, corporate financing, portfolio management
Technical	Development of research based pharmaceuticals, managing commercial bioscience research and clinical trials.
Leadership	Experience in public listed companies having the ability but not limited to setting Board directives and representing the Company appropriately

Additionally the Company follows Recommendation 2.3 by disclosing those directors considered by the Board to be independent directors and the length of service of each director.

### *Board composition and independence*

Having regard to the size of the Company and the nature of its activities, the Board has five directors all of whom have been, or are, involved in the management of the Company or are substantial shareholders in the Company. The names of the directors of the Company in office at the date of this report and their length of service are as follows:

Mr. Michael J. Hoy, independent, non-executive Chairman – appointed 7 February 2000

Dr. Michelle Miller, Managing Director – appointed 21 June 2002

Dr. Susan Pond – independent and non-executive director, appointed 7 March 2012

Mr. Robert B. Thomas – independent and non-executive director, appointed 7 March 2012.

Dr. Denis Wade – independent and non-executive director, appointed 30 April 2010

The Company follows Recommendation 2.4, with all the directors being independent and non-executive except for the Managing Director and it is the Board's opinion that all directors bring to the Board their independent judgement.

### *Chairman and CEO*

Mr. Michael Hoy, an independent non-executive director, holds the office of Chairman. The Company follows Recommendation 2.5 as the Chairman does not hold the position of Chief Executive Officer.

### *Directors' induction and education*

In accordance with Recommendation 2.6 the Company encourages directors to continue their professional development to assist them in performing their role effectively and has a policy to provide each new director or officer with a copy of the following documents:

- Code of Conduct;
- Continuous Disclosure Policy;
- Share Trading Policy; and
- Shareholders Communication Policy.

## **Principle 3 – Act ethically and responsibly**

### **Code of Conduct Policy and ethical standards**

All directors, executives and employees are expected to act with the utmost integrity and objectivity in carrying out their duties and responsibilities, endeavouring at all times to enhance the reputation and performance of the Company. Every employee has direct access to a director to whom they may refer any ethical issues that may arise from their employment. The Company has followed Recommendation 3.1 and has adopted a formal Code of Conduct policy which is available on the Company's website at [www.biotron.com.au](http://www.biotron.com.au).

### *Access to Company information and confidentiality*

All directors have the right of access to all relevant Company books and to the Company's executive management. In accordance with legal requirements and agreed ethical standards, directors and executives of the Company have agreed to keep confidential information received in the course of exercising their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

### *Share dealings and disclosures*

The Company has adopted a policy relating to the trading of Company securities. The Board restricts directors, executives and employees from acting on material information until it has been released to the market. Directors are required to consult with the Chairman prior to dealing in securities in the Company or other companies with which the Company has a material relationship.

Share trading by directors, executives or employees is not permitted at any time whilst in the possession of price sensitive information not already available to the market. In addition, the Corporations Act prohibits the purchase or sale of securities whilst a person is in possession of inside information.

The trading windows for restricted persons are 60 days after the release of the half year results, the full year results or the holding of the Annual General Meeting. Restricted persons are prohibited from trading in the Company's securities outside these trading windows unless in special circumstances and with the approval of the Chairman.

### *Conflicts of interest*

To ensure that directors are at all times acting in the best interests of the Company, directors must:

- disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the director and the interests of any other parties in carrying out the activities of the Company; and
- if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a director cannot, or is unwilling to remove a conflict of interest then the director must, as required by the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters about which the conflict relates.

### *Related party transactions*

Related party transactions include any financial transaction between a director and the Company as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction. The Company also discloses related party transactions in its financial statements as required under relevant Accounting Standards.

## **Principle 4 – Safeguard integrity in financial reporting**

### *Audit Committee*

Having regard to the size of the Company and the nature of its activities and the composition and structure of the Board, an Audit Committee has not been established, however, in compliance with Recommendation 4.1, the full Board has the responsibility for and performs the following functions of an Audit Committee:

- the adequacy of the corporate reporting processes;
- evaluation from time to time the effectiveness of the financial statements;
- the appointment and removal of the external auditor;
- the scope and adequacy of the external audit and the rotation of the audit engagement partner;
- risk management and compliance procedures;
- the appropriateness of the accounting judgement exercised by management; and
- ensuring that independent judgement is always exercised.

### *CEO and CFO declarations*

The Company has followed Recommendation 4.2. The Board has determined that the Managing Director and the CFO or the Company Secretary if the Company does not have a CFO are the appropriate persons to make the CEO and CFO declarations as required under section 295A of the Corporations Act.

The declaration confirms that, the internal control system is operating effectively in all material respects, the financial records of the Company have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company.

### *Auditor attendance at Annual General Meeting*

The Company has followed Recommendation 4.3. The Company's external auditor attends the Company's AGM and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the auditor's report.

## **Principle 5 – Make timely and balanced disclosure**

### **Continuous Disclosure Policy**

The Company has followed Recommendation 5.1 and has adopted a formal Continuous Disclosure Policy which is available on the Company's website at [www.biotron.com.au](http://www.biotron.com.au).

### *Continuous Disclosure to the ASX*

The Board has designated the Managing Director and Company Secretary as being responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. Accordingly the Company will notify the ASX promptly of information:

- concerning the Company, that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Announcements are made in a timely manner, are factual and do not omit material information in order to avoid the emergence of a false market in the Company's securities.

## **Principle 6 – Respect the rights of security holders**

The Company has followed Recommendation 6.1 by keeping investors informed through the Company's website at [www.biotron.com.au](http://www.biotron.com.au) and on the ASX website, [www.asx.com.au](http://www.asx.com.au), under ASX code 'BIT' regarding information about the Company, the Board, policies, reports and ASX announcements.

The Company has followed Recommendations 6.2 and 6.3 by designing a communications program to promote effective communication with shareholders and to encourage their participation at general meetings.

The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders and the market through:

- the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- the half-yearly financial statements;
- quarterly activities and cash flow reports; and
- other announcements released to the ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders or made available through the Company's website.

The Company has followed Recommendation 6.4. The Company via its share registry, Computershare Investor Services, gives shareholders the option to receive communications electronically. Additionally through the Company's website shareholders or other interested parties are able to sign up for a mailing list to which all ASX announcements are sent immediately following the release of the announcement.

## **Principle 7 – Recognise and manage risk**

### *Risk Committee*

Having regard to the size of the Company and the nature of its activities and the composition and structure of the Board, a Risk Committee has not been established, however, in compliance with Recommendation 7.1, the full Board has the responsibility for and performs the functions of a Risk Committee.

The full Board is responsible for the identification, monitoring and management of significant business risks, assessment of the Company's insurance program and the implementation of appropriate levels of internal control, recognising, however, that no cost effective internal control system will preclude all errors and irregularities.

### *Risk management*

The Company has followed Recommendation 7.2, whereby the full Board regularly throughout the year reviews and monitors systems of external and internal controls and areas of significant operational, financial and property risk, and ensures arrangements are in place to contain such risks to acceptable levels.

### *Internal audit function*

Having regard to the size of the Company and the nature of its activities, an internal audit function has not been established, however, in compliance with Recommendation 7.3, it is disclosed that the full Board carries out the risk management and internal audit functions.

### *Risks and risk management*

In compliance with Recommendation 7.4, the material manageable risks which the Company is exposed to include operational risks, capital risks and human resources risks as follows:

- obtaining government and other regulatory approvals;
- biotechnology research and development issues;
- patents and protection of the Company's intellectual property;
- commercialisation of the Company's intellectual property;
- the ability to raise additional capital; and
- recruiting and retaining qualified personnel.

The full Board is responsible to oversee the risk management function and the Managing Director is in charge of implementing an appropriate level of control to mitigate these risks within the Company. The full Board reviews all major Company strategies and decisions and takes appropriate actions on a continuous basis.

## **Principle 8 – Remunerate fairly and responsibly**

### *Remuneration Committee*

The Company has followed Recommendation 8.1 by establishing a Remuneration Committee as detailed in the Directors' Report section of the Annual Report. The Remuneration Committee Charter is available on the Company's website at [www.biotron.com.au](http://www.biotron.com.au).

The Remuneration Committee reviews and makes recommendations to the Board in relation to:

- executive director and senior executive remuneration;
- non-executive directors remuneration;
- performance measurement policies and procedures;
- superannuation arrangements;
- incentive plans;
- equity based plans;
- termination policies and procedures; and
- remuneration public disclosures.

### *Remuneration policy*

In compliance with Recommendation 8.2, it is disclosed that the Company remunerates its directors and senior executives based on fixed and incentive component salary packages to reflect the short and long-term objectives of the Company.

The following remuneration guidelines have been adopted to ensure that remuneration arrangements are equitable, appropriate, and not excessive:

- directors' remuneration is voted on for approval by shareholders at the Annual General Meeting;
- the full Board approves the salary and emoluments paid to senior executives;
- consultants are engaged as required pursuant to service agreements;
- the full Board ensures that fees, salaries and emoluments are in line with general standards for publicly listed companies of the size and type of the Company; and
- all salaries of directors and key management personnel are disclosed in the Annual Report.

The Company has a policy to remunerate its directors and officers based on fixed and incentive component salary packages to reflect the short and long term objectives of the Company.

The salary component of non-executive and executive directors is made up of:

- fixed remuneration; and
- equity based remuneration when invited to participate by the Board in the executive share option plan of the Company.

In compliance with Recommendation 8.3, it is disclosed that the Company has adopted a policy on that participants in the Company's equity based remuneration scheme are not permitted to enter into transactions which limit the economic risk of participating in the scheme.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at **Level 3, 66 Hunter Street, Sydney, NSW, 2000** on **24 November 2015** at **11.30 am**.

## AGENDA

### BUSINESS

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 30 June 2015.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

### Ordinary Resolutions

- Resolution 1.** 'That Mr. Michael J. Hoy be and is hereby re-elected as a Director.'
- Resolution 2.** 'That Dr. Susan M. Pond be and is hereby re-elected as a Director.'
- Resolution 3.** 'That the Remuneration Report for the year ended 30 June 2015 be and is hereby adopted.'
- Resolution 4.** 'That, for the purposes of ASX Listing Rule 7.2, Exception 9, the Biotron Incentive Option Plan as set out in the Explanatory Memorandum accompanying this Notice of Meeting be and is hereby approved.'
- Resolution 5.** 'That, for the purposes of ASX Listing Rule 10.11, the grant of 5,000,000 options to Dr. Michelle Miller in accordance with the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting be and is hereby approved.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board



**Peter J. Nightingale**  
Company Secretary

23 October 2015

# NOTES

## Notes:

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, that the Company's shares quoted on the Australian Stock Exchange Limited at 7.00 pm Sydney time on 22 November 2015 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

## Voting Exclusion Statements

A. The Company will disregard any votes cast on Resolution 3 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

B. The Company will disregard any votes cast on Resolution 4 by:

- any Directors of the Company; and
- any associates of the Directors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

C. The Company will disregard any votes cast on Resolution 5 by:

- Michelle Miller; and
- any associates of Michelle Miller.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# EXPLANATORY MEMORANDUM

This is an Explanatory Memorandum to the Notice of Annual General Meeting of Biotron Limited to be convened at Level 3, 66 Hunter Street, Sydney, NSW, 2000 on 24 November 2015 at 11.30 am.

## RESOLUTION 1

### **Re-election of Mr. Michael J. Hoy as a Director**

In accordance with Article 58 of the Company's Constitution and the Corporations Law, Michael Hoy retires as a Director by rotation and, being eligible, offers himself for re-election.

Mr. Hoy has more than 30 years' corporate experience in Australia, the United Kingdom, USA and Asia. He is Chairman of Telesso Technologies Limited and Lipotek Pty Limited and a former director of John Fairfax Holdings Limited and FXF Trust.

Mr. Hoy has been a director since 7 February 2000 and Chairman since 16 March 2000 and, as at the date of this Notice of Annual General Meeting, has a beneficial interest of 3,985,491 fully paid ordinary shares and 700,961 30 September 2016 12 cents listed options in the Company.

**With Michael Hoy abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 1.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.**

## RESOLUTION 2

### **Re-election of Dr. Susan M. Pond as a Director**

In accordance with Article 58 of the Company's Constitution and the Corporations Law, Susan Pond retires as a Director by rotation and, being eligible, offers herself for re-election.

Dr. Pond has a strong scientific and commercial background having held executive positions in the biotechnology and pharmaceutical industry for 12 years, most recently as chairman and managing director of Johnson & Johnson Research Pty Limited (2003 - 2009). She has held many previous board positions including as executive director of Johnson & Johnson Pty Limited, non-executive director and chairman of AusBiotech Limited, director of the Australian Nuclear Science and Technology Organisation and board member of Innovation Australia.

Dr. Pond is currently on the boards of the Australian Academy of Technological Sciences and Engineering, of which she is Vice-President. She is a Fellow of the Australian Institute of Company Directors and the Australian Academy of Health and Medical Sciences.

Dr. Pond holds a first class honours degree in Bachelor of Medicine and Surgery from the University of Sydney and a Doctor of Medicine degree from the University of New South Wales. She obtained specialist clinical credentials in internal medicine, clinical pharmacology and clinical toxicology and has held academic appointments at the University of California, San Francisco and the University of Queensland before joining the industry.

Dr. Pond was appointed as a director on 7 March 2012 and, as at the date of this Notice of Annual General Meeting, has a beneficial interest of 348,958 fully paid ordinary shares and 55,556 30 September 2016 12 cents listed options in the Company.

**With Susan Pond abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 2.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.**

# EXPLANATORY MEMORANDUM

## RESOLUTION 3

### Adoption of the Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2015 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 3, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 3.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.**

## RESOLUTION 4

### Approval of the Biotron Incentive Option Plan for the purposes of ASX Listing Rule 7.2 Exception 9

ASX Listing Rule 7.2 Exception 9(b) provides that ASX Listing Rule 7.1, which prohibits the Company issuing equity securities which in aggregate exceed 15% of the fully paid ordinary share capital of the Company in a 12 month period, does not apply in respect of the issue of securities by the Company under an employee incentive scheme if, within 3 years before the date of issue of the securities, the shareholders of the Company have approved the issue of securities under the plan.

The Directors propose to establish the Biotron Incentive Option Plan ('Plan') and wish to exclude issues of securities to eligible employees under the Plan from the 15% limit in ASX Listing Rule 7.1.

Shareholder approval of the Plan has not previously been sought and no securities have been issued under the Plan.

The options which may be granted under the Plan will form part of eligible employees' remuneration packages and are intended to provide an incentive to those eligible employees and to recognise their contribution to the Company's success. The Directors consider that the incentive represented by these options is a cost effective and efficient incentive offered by the Company when compared with alternative forms of incentive such as cash bonuses or increased remuneration.

A summary of the terms of the Plan is set out in Attachment A.

The Company will disregard any votes cast on Resolution 4 by:

- any Directors of the Company; and
- any associates of the Directors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**The Directors recommend that you vote IN FAVOUR of Resolution 4.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.**

# EXPLANATORY MEMORANDUM

## RESOLUTION 5

### Approval of the grant of 5,000,000 options to Michelle Miller for the purposes of ASX Listing Rule 10.11

As part of her remuneration as Managing Director, Michelle Miller had been granted 5,000,000 options which expire on 30 October 2015. Resolution 5 proposes the replacement of these options by granting three tranches of options to Michelle Miller with the following principal terms and conditions:

Class of securities to be issued:	30 November 2018 options
Number of options to be issued:	5,000,000
Issue price	\$nil
Entitlement per option:	Exercisable at any time after the vesting date and before the expiry date to acquire 1 fully paid ordinary share
Exercise prices per option:	<ul style="list-style-type: none"><li>• \$0.15 for the first tranche of 1,000,000 options</li><li>• \$0.15 for the second tranche of 1,000,000 options</li><li>• \$0.18 for the third tranche of 3,000,000 options</li></ul>
Vesting dates:	<ul style="list-style-type: none"><li>• Immediately following shareholder approval of the grant of options for the first tranche of 1,000,000 options</li><li>• 30 November 2016 for the second tranche of 1,000,000 options</li><li>• 30 November 2017 for the third tranche of 3,000,000 options</li></ul>
Expiry date:	the earlier of 30 November 2018 and the date which is 2 months after the date of ceasing to be an officer of the Company (other than due to the occurrence of a Special Circumstance as defined by the Biotron Incentive Option Plan)

By obtaining shareholder approval for Resolution 5 as required by ASX Listing Rule 10.11, the Company will satisfy the requirements of Exception 14 of ASX Listing Rule 7.2 and thereby not require shareholder approval for these issues under Listing Rule 7.1.

The options issued under Resolution 5 allow for the rights of the optionholder to be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. The optionholder cannot participate in new issues without exercising the options.

All options granted under Resolution 5 may be allotted immediately following shareholder approval at the Annual General Meeting and, in any event, within one month following the close of the meeting or such later date as approved by ASX.

No funds will be raised from the issue of the options. In the event that any of the options are exercised the funds raised will be used to continue the Company's biotechnology projects and for working capital purposes.

The options which may be granted are intended to provide an incentive to Michelle Miller to recognise her contribution to the Company. The Directors consider that the incentive represented by these options is a cost effective and efficient incentive offered by the Company when compared with alternative forms of incentive such as cash bonuses or increased remuneration.

The Company will disregard any votes cast on Resolution 5 by:

- Michelle Miller; and
- any associates of Michelle Miller.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**With Michelle Miller abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 5.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 5.**

# ATTACHMENT A

## SUMMARY OF THE TERMS OF THE BIOTRON INCENTIVE OPTION PLAN

The following is a summary of the Biotron Incentive Option Plan ('Plan'). For full details of the operation of the Plan, shareholders should read the Plan's terms and conditions ('Rules'). Copies of the Rules are available on request to the Company. Capitalised terms in the following summary are defined in the Rules.

### 1. BACKGROUND

Biotron Limited ('the Company') has adopted the Plan to provide individuals whom the Plan Committee determines to be:

- (a) in the full-time or part-time employment of the Company, (including any employee on parental leave, long service leave or other special leave as approved by the Plan Committee);
- (b) a director the Company who holds a salaried employment or office in the Company;
- (c) an individual who provides services to the Company whom the Plan Committee determines to be an Employee for the purposes of the Plan;
- (d) an individual whose associate (as that expression is defined in section 139GE of the *Income Tax Assessment Act 1936*) provides services to the Company, which individual the Plan Committee determines to be an Employee for the purposes of the Plan; or
- (e) an individual otherwise providing services to the Company whom the Plan Committee determines to be an Employee for the purposes of the Plan,

('Eligible Employee') with the opportunity to acquire an option to subscribe for a share in the capital of the Company ('Option') in accordance with the Rules.

### 2. ISSUE PRICE

Options will be issued for consideration comprising the services that are expected to be provided by an Eligible Employee to or for the benefit of the Company. However, no further monetary or other consideration will be payable in respect of the issue of an Option under the Plan.

### 3. PLAN LIMIT

Options must not be granted under the Plan if the total number of outstanding Options exceed 10% of the Company's total number of issued Shares at that time.

### 4. OFFER OF OPTIONS

Subject to the Rules, the Board of the Company or any committee of the Board to which power to administer the Plan has been delegated ('Plan Committee') may from time to time make an offer of Options to any Eligible Employee.

### 5. EXERCISE PERIOD

Unless otherwise specified in an offer of Options, as determined by the Plan Committee, the Options will be exercisable during the period commencing on the earlier of:

- (a) for one third of the Options, the first anniversary of the date of the Options being granted;
- (b) for one third of the Options, the second anniversary of the date of the Options being granted; and
- (c) for one third of the Options, the third anniversary of the date of the Options being granted; or
- (d) the date of total and permanent disablement, redundancy, death or other circumstance as the Plan Committee may determine ('Special Circumstances') in respect of the Participant holding the Option.

# ATTACHMENT A

The Exercise Period ends no later than:

- (a) the date 5 years after the date of the Options being granted; or
- (b) if a Special Circumstance arises in respect of a Participant during those 5 years, then the date 12 months (or longer period as may be determined by the Plan Committee) after the Special Circumstance arises,

(the 'Last Exercise Date').

## 6. EXERCISE PRICE

The exercise price in respect of an Option will be the amount fixed at the time of the issue of the Option and as determined by the Plan Committee ('Exercise Price').

## 7. ACCEPTANCE OF OFFER

An Eligible Employee may accept an offer under the Plan by giving to the Company an application form within the period specified in the offer. An offer not accepted in accordance with the Rules will lapse unless the Plan Committee determines otherwise.

## 8. SHARES

Subject to the Rules, each Option confers on its holder the entitlement to subscribe for and be issued one fully paid Share in the Company at the Exercise Price.

Subject to the Rules and the ASX Listing Rules, the Company must issue a Share on the exercise of an Option. Shares issued on the exercise of Options will rank equally with all existing Shares in the Company (on and from the date of issue) in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those Shares.

## 9. TRANSFER OF OPTIONS

Under the Rules, Options held by a Participant are personal to him or her and may not be exercised by any other person. However, the Plan provides for the transfer of Options in certain circumstances, including in relation to a compulsory acquisition or buy-out following a takeover bid concerning the Company and where a transfer is approved in the circumstances by the Plan Committee.

## 10. LAPSE OF OPTIONS

Generally, an Option lapses on the earlier of:

- (a) the Last Exercise Date;
- (b) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion:
  - (i) has been dismissed or removed from office for a reason which entitles the Company to dismiss the Participant without notice;
  - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs the Company (whether or not charged with an offence); or
  - (iii) has done an act which brings the Company into disrepute; and
- (c) unless otherwise determined by the Plan Committee, the date which is 2 months after the date of termination of employment of the Participant with the Company (other than due to the occurrence of a Special Circumstance).

## 11. QUOTATION

The Company will not seek official quotation of any Options. The Company must apply to the ASX for quotation of Shares issued on the exercise of Options if other Shares of the Company are officially quoted by the ASX at that time.



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## FORM OF PROXY

I/we \_\_\_\_\_

of \_\_\_\_\_

being a member/members of Biotron Limited HEREBY APPOINT

\_\_\_\_\_

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Members of the Company to be held at 11.30 am on 24 November 2015 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

### ORDINARY RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Re-election of Michael J. Hoy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Susan M. Pond as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the Biotron Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the grant of 5,000,000 options to Michelle Miller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Chairman authorised to exercise proxies on remuneration related matter (Resolutions 3 and 4):** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolutions 3 and 4 (except where I/we have indicated a different voting intention above) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel for Biotron Limited, which includes the Chairman.

**The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolutions 3 and 4).** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signatures of Member(s) \_\_\_\_\_

Individual Securityholder(s)  
Sole Director and Company Secretary

or Director and Director/Company Secretary

## PROXY INSTRUCTIONS

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. Where the company has a Sole Director and Company Secretary, that person must sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. All executors of deceased estates must sign.
7. Voting Exclusion Statements:
  - A. The Company will disregard any votes cast on Resolution 3 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:
    - as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
    - by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.
  - B. The Company will disregard any votes cast on Resolution 4 by:
    - any Directors of the Company; and
    - any associates of the Directors.However, the Company need not disregard a vote if:
    - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
    - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
  - C. The Company will disregard any votes cast on Resolution 5 by:
    - Michelle Miller; and
    - any associates of Michelle Miller.However, the Company need not disregard a vote if:
    - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
    - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
8. Chapter 2C of the *Corporations Act 2001 (Cth)* requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000 (Cth)*. Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.
9. The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, that the Company's shares quoted on the ASX Limited at 7.00 pm Sydney time on 22 November 2015 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.
10. Proxy forms must be received at the Company's registered office, Level 2, 66 Hunter Street, Sydney, NSW, 2000, or by facsimile on (61-2) 9221 6333, not less than 48 hours before the time appointed for holding the meeting.