AMENDED Appendix 3B

Amended sections are in bold.

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity		
Bioniche Life Sciences Inc.		
ABN		
58 802 789 087		
58 802 789 087		

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

⁺Class of *securities issued or to be issued

BNC: CDIs

BNCAK: Unlisted Warrants

Number of *securities issued or to be issued (if known) or maximum number which may be issued BNCAK: 3,000,000 Warrants issued as partial consideration in amended loan transaction.

Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

BNC: CDI's issued on a 1:1 ratio

All of the following warrants expire at 5pm Toronto time, on the earlier of May 31, 2019 and two years from the complete repayment date by the entity of the Loan.

BNCAK: Unlisted Warrants that expire on the earlier of two years from the complete repayment by the entity or May 31, 2019.

750,000 Unlisted Warrants were issued at an exercise price of \$0.31

500,000 Unlisted Warrants were issued at an exercise price of \$0.50

250,000 Unlisted Warrants were issued at an exercise price of \$0.70

250,000 Unlisted Warrants were issued at an exercise price of \$0.85

250,000 Unlisted Warrants were issued at an exercise price of \$1.00

500,000 Unlisted Warrants. If the loan has not been repaid by the entity by January 1, 2014, these warrants will be exercisable at an exercise price equal to the 5-day volume weighted average share price calculated as at December 31, 2013.

500,000 Unlisted Warrants. If the loan has not been repaid by the entity by April 1, 2014, these warrants will be exercisable at an exercise price equal to the 5-day volume weighted average share price calculated as at March 31, 2014.

Appendix 3B Page 2 01/08/2012

⁺ See chapter 19 for defined terms.

4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Once the Unlisted Warrants are exercised they will rank equally with the CDIs traded on the ASX.

5 Issue price or consideration

BNCAK:

All of the following warrants expire at 5pm Toronto time, on the earlier of May 31, 2019 and two years from the complete repayment date by the entity of the Loan.

750,000 Unlisted Warrants were issued at an exercise price of \$0.31

500,000 Unlisted Warrants were issued at an exercise price of \$0.50

250,000 Unlisted Warrants were issued at an exercise price of \$0.70

 $250,\!000$ Unlisted Warrants were issued at an exercise price of \$0.85

250,000 Unlisted Warrants were issued at an exercise price of \$1.00

500,000 Unlisted Warrants. If the loan has not been repaid by the entity by January 1, 2014, these warrants will be exercisable at an exercise price equal to the 5-day volume weighted average share price calculated as at December 31, 2013.

500,000 Unlisted Warrants. If the loan has not been repaid by the entity by April 1, 2014, these warrants will be exercisable at an exercise price equal to the 5-day volume weighted average share price calculated as at March 31, 2014.

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) BNCAK: Unlisted Warrants issued as partial consideration in amended loan transaction.

Appendix 3B Page 4 01/08/2012

⁺ See chapter 19 for defined terms.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	The entity received a waiver from listing rule 7.1A.
6b	The date the security holder resolution under rule 7.1A was passed	
6с	Number of *securities issued without security holder approval under rule 7.1	
6d	Number of *securities issued with security holder approval under rule 7.1A	
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	The entity received a waiver from listing rule 7.1A.

7 Dates of entering *securities into uncertificated holdings or despatch of certificates

BNCAK:
Unlisted

BNCAK: On July 5, 2013 3,000,000 Unlisted Warrants were issued as partial consideration in amended loan transaction.

8 Number and *class of all *securities quoted on ASX (including the securities in section 2 if applicable)

Number	+Class
The only securities	
quoted on the ASX	
are 2,409,183 CDIs as	
of June 30, 2013.	

Appendix 3B Page 6 01/08/2012

⁺ See chapter 19 for defined terms.

9 Number and
+class of all
+securities not
quoted on
ASX
(including the
securities in
section 2 if
applicable)

Number	⁺ Class		
105,587,843	BNCAM: Common Shares		
as of June	7 - 7 - 7 - 7 - 7 - 7 - 7 - 7 - 7 - 7 -		
30, 2013			
О	BNCAO: Preferred Shares – Series I – Redeemed		
	DNICAL Cost's a second and by Charle Cost's a Dlan		
6,461,974	BNCAI: Options under the Stock Option Plan.		
104,000	BNCAI: Options outside the Stock Option Plan		
104,000	biverii. Options outside the stock option Fluir		
3,000,000	BNCAK: Warrants		
	All of the warrants expire at 5pm Toronto		
	time, on the earlier of May 31, 2019 and two		
	years from the complete repayment date by		
	the entity of the Loan.		
	750,000 Unlisted Warrants were issued at an		
	exercise price of \$0.31		
	r		
	500,000 Unlisted Warrants were issued at an		
	exercise price of \$0.50		
	250 000 Unlisted Woments were issued at an		
	250,000 Unlisted Warrants were issued at an exercise price of \$0.70		
	exercise price of \$6.76		
	250,000 Unlisted Warrants were issued at an		
	exercise price of \$0.85		
	250 000 11 11 11 11		
	250,000 Unlisted Warrants were issued at an		
	exercise price of \$1.00		
	500,000 Unlisted Warrants. If the loan has not		
	been repaid by the entity by January 1, 2014,		
	these warrants will be exercisable at an exercise		
	price equal to the 5-day volume weighted		
	average share price calculated as at December		
	31, 2013.		
	500,000 Unlisted Warrants. If the loan has not		
	been repaid by the entity by April 1, 2014, these warrants will be exercisable at an exercise price equal to the 5-day volume weighted average		
	share price calculated as at March 31, 2014.		

10 Part	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No plans to pay o	dividends as this stage.	
11	Is security required?	holder approval		
12	Is the issue renrenounceable?	ounceable or non-		
13	Ratio in whic	h the ⁺ securities		
14	⁺ Class of ⁺ secu offer relates	rities to which the		
15	⁺ Record date entitlements	to determine		
16	-	s on different subregisters) be for calculating		
17	Policy for deci in relation to fr	ding entitlements actions		
18	entity has *sec will not be documents Note: Security holder	atries in which the urity holders who sent new issue		
	entitlements are to be Cross reference: rule 7			
10	Closing data	for receipt of		

20

acceptances or renunciations

Names of any underwriters

Appendix 3B Page 8 o1/08/2012

⁺ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on *security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	
31	How do *security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Despatch date	

	3 - Quotation of securities ed only complete this section if you are applying for quotation of securities
34	Type of securities (tick one)
(a)	Securities described in Part 1
(b)	All other securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities
Entitie	es that have ticked box 34(a)
Addit	ional securities forming a new class of securities
Tick to łocume	indicate you are providing the information or ents
35	If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36	If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 100,000 100,001 - 100,000 100,001 and over
37	A copy of any trust deed for the additional *securities
Entitie	es that have ticked box 34(b)
38	Number of securities for which †quotation is sought
39	Class of *securities for which quotation is sought

Appendix 3B Page 10 01/08/2012

⁺ See chapter 19 for defined terms.

40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?		
	If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now		
	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another security, clearly identify that other security)		
		Number	+Class
	N 1 1 +1 C 11	Number	+Class
42	Number and *class of all *securities quoted on ASX (including the securities in clause		
	38)		

Quotation agreement

- [†]Quotation of our additional [†]securities is in ASX's absolute discretion. ASX may quote the [†]securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the
 +securities to be quoted under section 1019B of the Corporations Act at
 the time that we request that the +securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: "Mairi Phillips" Date: July 11, 2013

Company Secretary

Print name: Mairi Phillips, Corporate Secretary

Appendix 3B Page 12 01/08/2012

⁺ See chapter 19 for defined terms.