

# 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

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).*

1 +Class of +securities issued or to be issued

BNC: CDIs

BNCAK: Unlisted Warrants

2 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.**

3 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.**

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+ 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.

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+ See chapter 19 for defined terms.

6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>The entity received a waiver from listing rule 7.1A.</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	
6f	<p>Number of securities issued under an exception in rule 7.2</p>	
6g	<p>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.</p>	
6h	<p>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</p>	
6i	<p>Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</p>	<p>The entity received a waiver from listing rule 7.1A.</p>

7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	<b>BNCAK: On July 5, 2013 3,000,000 Unlisted Warrants were issued as partial consideration in amended loan transaction.</b>
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8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	Number	<sup>+</sup> Class
		The only securities quoted on the ASX are 2,409,183 CDIs as of June 30, 2013.	

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<sup>+</sup> 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 as of June 30, 2013	BNCAM: Common Shares
0	BNCAO: Preferred Shares – Series I – Redeemed
6,461,974	BNCAI: Options under the Stock Option Plan.
104,000	BNCAI: Options outside the Stock Option Plan
3,000,000	<b>BNCAK: Warrants</b>  <b>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.</b>
	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
	<b>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.</b>
	<b>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.</b>

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|----|--|--|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | No plans to pay dividends as this stage. |
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## Part 2 - Bonus issue or pro rata issue

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|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the +securities will be offered  |  |
| 14 | +Class of +securities to which the offer relates  |  |
| 15 | +Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |

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+ 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 *in full* 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

### Part 3 - Quotation of securities

You need 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

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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+ 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

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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)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

