

AMENDED Appendix 3B

amended figures shown 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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

BNCAM: Unlisted Common Shares issued

BNCAI: Unlisted Options issued

+ See chapter 19 for defined terms.

<p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>BNC: 1,700,000 CDIs were converted to unlisted Common Shares for trading on the TSX.</p> <p>BNCAM: 230,816 Common Shares issued as company contributions to employee RRSP for the month of December.</p> <p>BNCAM: 4,688 unlisted Common Shares issued as partial payment for directors final compensation.</p> <p>BNCAM: 54,128 unlisted Common Shares issued as partial payment for quarterly directors compensation.</p> <p>BNCAL: 2,637,868 unlisted Options were issued to employees and directors under the Company Stock Option Plan. Figure amended due to typographical error.</p>
<p>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)</p>	<p>BNC: CDIs issued on a 1:1 ratio</p> <p>BNCAM: Ordinary unlisted Common Shares</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>BNCAM: The unlisted Common Shares have been issued under the terms of the Company's Employee Savings Plans.</p> <p>BNCAM: The unlisted Common Shares have been issued as under the Outside Directors Plan.</p> <p>BNCAL: The unlisted Options were issued to employees and directors under the Company Stock Option Plan.</p> <p>These unlisted Common Shares and Options rank equally with the CDIs traded on the ASX.</p>

<p>5 Issue price or consideration</p>	<p>BNC: 1,700,000 CDIs were converted into unlisted Common Shares at various prices during the month of January 2013 as a result of transfers from the ASX to the TSX.</p> <p>BNCAM: 230,816 Common Shares were issued at a price of CDN \$0.31 each.</p> <p>BNCAM: 4,688 unlisted Common Shares were issued at a price of CDN \$0.33 each as partial payment of a directors final compensation.</p> <p>BNCAM: 54,128 unlisted Common Shares were issued at a price of CDN \$0.3136 each as partial payment of quarterly directors compensation.</p> <p>BNCAI: 2,637,868 unlisted Options were issued to employees and directors at a price of CDN \$0.35 each under the Company Stock Option Plan. Figure amended due to typographical error.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>BNC: Number of CDIs reduced as a result of CDIs being converted to unlisted Common Shares.</p> <p>BNCAM: Common Shares issued pursuant to the Employee Savings Plan.</p> <p>BNCAM: Unlisted Common Shares issued pursuant to the Outside Directors Plan.</p> <p>BNCAI: Unlisted Options issued to employees and directors under the Company Stock Option Plan.</p>

+ See chapter 19 for defined terms.

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	<p>BNC: On various days during the month of January, 1,700,000 CDIs were converted into unlisted Common Shares.</p> <p>BNCAM: On January 2, 2013 230,816 Unlisted Common Shares were issued as the Company's contributions under the Company's Employee Savings Plan for the month of December, 2012.</p> <p>BNCAM: On January 2, 2013 4,688 Unlisted Common Shares were issued under Outside Directors Plan.</p> <p>BNCAM: On January 21, 2013, 54,128 Unlisted Common Shares were issued under Outside Directors Plan.</p> <p>BNCAI: On January 2, 2013, 2,637,868 unlisted Options were issued to employees and directors under the Stock Option Plan. Figure amended due to typographical error.</p>
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	Number	⁺ Class
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<p>The only securities quoted on the ASX are 2,808,472 CDIs.</p> <p>CDIs</p>

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<p>104,295,441 as of January 31, 2013</p> <p>o</p> <p>6,509,241</p> <p>104,000</p> <p>100,000</p> <p>BNCAM: Common Shares</p> <p>BNCAO: Preferred Shares – Series I - Redeemed</p> <p>BNCAI: Options under the Stock Option Plan. Figure amended due to typographical error.</p> <p>BNCAI: Options outside the Stock Option Plan</p> <p>BNCAK: Warrants</p>

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

		Not Applicable
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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
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	

+ See chapter 19 for defined terms.

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 <i>part</i> 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

Not Applicable

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)

Not Applicable

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ 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)

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

Number	+Class

Quotation agreement

- 1 +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.
- 3 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.
- 4 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: February 22, 2013
(Director/Company secretary)

Print name: Mairi Phillips, Corporate Secretary

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+ See chapter 19 for defined terms.