



## **Sementis Ltd**

**ABN 36 138 550 811**

Financial Report  
For the year ended 30 June 2017

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## TABLE OF CONTENTS

Directors' report .....	1 - 5
Auditor's independence declaration .....	6
Financial report	
Statement of profit or loss and other comprehensive income .....	7
Statement of financial position .....	8
Statement of changes in equity .....	9
Statement of cash flows .....	10
Notes to financial statements .....	11 - 27
Directors' declaration .....	28
Independent auditor's report .....	29 - 32

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**DIRECTORS' REPORT**

The directors present their report together with the financial report of Sementis Ltd for the year ended 30 June 2017 and auditor's report thereon.

**Directors names**

The names of the directors in office at any time during or since the end of the year are:

Paul Howley

Tom Quirk (Resigned 31 July 2017)

Maurice O'Shannassy

Peter Wulff (Appointed 12 June 2017)

The directors have been in office since the start of the year to the date of this report unless otherwise stated.

**Results**

The loss of the company for the year after providing for income tax amounted to \$1,573,091 (2016: \$2,143,587).

**Review of operations**

The company continued to engage in its principal activity, the results of which are disclosed in the attached financial statements.

**Significant changes in state of affairs**

There were no significant changes in the company's state of affairs that occurred during the financial year, other than those referred to elsewhere in this report.

**Principal activities**

The principal activity of the company during the year was research and development of medicinal vaccines.

No significant change in the nature of these activities occurred during the year.

**After balance date events**

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect 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**

The company expects to maintain the present status and level of operations.

**Environmental regulation**

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

**Dividends paid, recommended and declared**

No dividends were paid or declared since the start of the year. No recommendation for payment of dividends has been made.

**Information on directors and company secretary**

<b>Paul Howley</b>	Executive director
Qualifications	PhD
Experience	Paul brings to the company experience and expertise in vaccine design and development from concept to clinical trials. His scientific background has been in the field of molecular virology, specialising in viral vectors systems and vaccinology. Paul is the inventor of the company's SCV platform vaccine delivery technology and of a number of vaccines in development. He directs and manages the vaccine development programs for Sementis, utilising his extensive knowledge, experience and networks in the areas of antigen design and discovery, proof of concept studies in animal models, GLP preclinical and toxicology studies, process development and cGMP manufacturing, regulatory affairs and cGCP first in man studies concerning live viral vectored vaccines.
Special responsibilities	Chief Scientific Officer and Chief Executive Officer
<b>Tom Quirk</b>	Non-Executive Director (Resigned 31 July 2017)
Qualifications	M.Sc.(Melb), D.Phil., M.A.(Oxon), SMP(Harv.)
Experience	Tom was appointed a director of Sementis in 2011 and brings the experience of many biotech start-ups. Tom trained as a nuclear physicist at the University of Melbourne. He has been a Fellow of three Oxford Colleges and has lived and worked in the United States and Europe. In addition Tom has been through the Harvard Business School and subsequently worked for Rio Tinto, where he was seconded to work for James D Wolfensohn in a venture capital fund. He was an early director of Biota, the developer of an influenza drug, a director of Peptech. Tom also helped establish EnGeneIC in Sydney and has been chairman of Virax. In addition he has been Deputy Chairman of VENCORP, the company that managed the transmission and the market for wholesale natural gas and Chairman of Victrack, the owner of the railway assets in Victoria.

**SEMENTIS LTD**  
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**DIRECTORS' REPORT**

**Information on directors and company secretary (Continued)**

<b>Maurice O'Shannassy</b>	<b>Non-Executive Director</b>
Experience	Maurice spent twenty five years in the financial services industry in Australia, the United Kingdom and Asia. His most recent role was that of CEO of BlackRock Investment Management in Australia. Prior to that he was CEO and CIO of the Asian operations of BlackRock's antecedents, Merrill Lynch Investment Management and Mercury Asset Management, and prior to that he headed the Emerging Markets Investment team for Mercury Asset Management in London. He began his career as an Economist in the Commonwealth Treasury in Canberra. He currently holds a number of Directorships in a variety of industries and not for profit organisations.
<b>Peter Wulff</b>	<b>Non-Executive Director (Appointed 12 June 2017)</b>
Qualifications	European Patent Attorney
Experience	Peter has gained over 30 years' experience in the biotech and pharmaceutical industry, especially vaccines and patents. He was a co-founder of NeuroSearch, a Danish corporation listed on the Copenhagen Stock Exchange developing drugs acting on the central nervous system. Peter co-founded Bavarian Nordic, a biotechnology company listed on the Copenhagen Stock Exchange developing vaccines for infectious diseases and cancer. Peter later co-founded Sentinext Therapeutics (Malaysia) in 2009 to develop vaccines against EV71 and dengue, as well as other infectious diseases. He is currently an Independent Consultant to the Biotech industry, sits on the Advisory Board of the Veterinary Institute at the Danish Technical University and serves as advisor and/or board member of a number of companies in Malaysia, US, Germany, France, Denmark and Sweden. Peter holds a Master of Science in Organic Chemistry from the University of Copenhagen and qualified as a European Patent Attorney. Peter was the 2007 winner of the Biotechbuilders Association Hall of Fame.
<b>Mei Cockerall</b>	<b>Company Secretary</b>
Qualifications	CPA
Experience	Mei has over 10 years' experience working with companies in the Biotech industry, her previous experience was with Virax Holdings Ltd. Mei joined Sementis in 2012 and participated during the company's incorporation. Mei has since provided financial support to ensure all regulatory and statutory reporting has been complied with in addition to the day to day management of all financial matters.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**DIRECTORS' REPORT**

**Meetings of directors**

Directors	Directors' meetings	
	Number eligible to attend	Number attended
Paul Howley	7	7
Tom Quirk	7	7
Maurice O'Shannassy	7	7
Peter Wulff	-	-

**Options**

No options over unissued shares or interests in the company were granted during or since the end of the year and there were no options outstanding at the end of the year.

**Indemnification of officers**

No indemnities have been given or insurance premiums paid, during or since the end of the year, for any person who is or has been an officer of the company.

Pursuant to the company's constitution, except as may be prohibited by the *Corporations Act 2001*, every officer or agent of the company is indemnified out of the property of the company against any liability incurred by him or her in his or her capacity as officer or agent of the company, unless the liability arises out of conduct involving a lack of good faith.

**Indemnification of auditors**

No indemnities have been given or insurance premiums paid, during or since the end of the year, for any person who is or has been an auditor of the company.

**Auditor's independence declaration**

A copy of the auditor's independence declaration under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

**Proceedings on behalf of the company**

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.



**SEMENTIS LTD**  
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**DIRECTORS' REPORT**

Signed on behalf of the board of directors.

Director:   
Paul Howley

Dated this 20th day of October 2017



SEMENTIS LTD  
ABN 36 138 550 811

AUDITOR'S INDEPENDENCE DECLARATION  
TO THE DIRECTORS OF SEMENTIS LTD

In relation to the independent audit for the year ended 30 June 2017, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants*.

S D WHITCHURCH  
Partner

PITCHER PARTNERS  
Melbourne

24

October 2017



**SEMENTIS LTD**  
**ABN 36 138 550 811**

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	Note	2017 \$	2016 \$
<b>Revenue</b>		-	-
<b>Less: expenses</b>			
Administration expenses		(187,248)	(371,081)
Contractor fees		(357,000)	(371,000)
Depreciation and amortisation expense	4	(131,822)	(128,665)
Director's fees		(224,000)	(224,000)
Employee benefits expense	4	(185,952)	(174,438)
Finance costs		(334,131)	(161,435)
Research and development expense	4	(567,114)	(1,576,673)
Other expenses		<u>(89,495)</u>	<u>(87,729)</u>
		<u>(2,076,762)</u>	<u>(3,095,021)</u>
<b>Loss before income tax expense</b>		(2,076,762)	(3,095,021)
Income tax benefit		<u>503,671</u>	<u>951,434</u>
<b>Loss from continuing operations</b>		<u><u>(1,573,091)</u></u>	<u><u>(2,143,587)</u></u>

The accompanying notes form part of these financial statements.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2017**

	Note	2017 \$	2016 \$
<b>Current assets</b>			
Cash and cash equivalents	6	33,296	70,859
Receivables	7	1,060,287	1,046,544
Other assets	8	<u>-</u>	<u>38,999</u>
<b>Total current assets</b>		<u>1,093,583</u>	<u>1,156,402</u>
<b>Non-current assets</b>			
Intangible assets	9	-	1,871
Plant and equipment	10	<u>203,743</u>	<u>329,667</u>
<b>Total non-current assets</b>		<u>203,743</u>	<u>331,538</u>
<b>Total assets</b>		<u>1,297,326</u>	<u>1,487,940</u>
<b>Current liabilities</b>			
Payables	11	1,695,929	2,479,590
Provisions	12	<u>78,995</u>	<u>63,194</u>
<b>Total current liabilities</b>		<u>1,774,924</u>	<u>2,542,784</u>
<b>Non-current liabilities</b>			
Provisions	12	<u>16,788</u>	<u>5,077</u>
<b>Total non-current liabilities</b>		<u>16,788</u>	<u>5,077</u>
<b>Total liabilities</b>		<u>1,791,712</u>	<u>2,547,861</u>
<b>Net assets</b>		<u>(494,386)</u>	<u>(1,059,921)</u>
<b>Equity</b>			
Share capital	13	9,042,906	6,904,280
Accumulated losses	14	<u>(9,537,292)</u>	<u>(7,964,201)</u>
<b>Total equity</b>		<u>(494,386)</u>	<u>(1,059,921)</u>

The accompanying notes form part of these financial statements.

**SEMENTIS LTD**  
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**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	Share capital \$	Accumulated losses \$	Total equity \$
<b>Balance as at 1 July 2015</b>	5,350,880	(5,820,614)	(469,734)
Loss for the year	<u>-</u>	<u>(2,143,587)</u>	<u>(2,143,587)</u>
<b>Total comprehensive income for the year</b>	<u>-</u>	<u>(2,143,587)</u>	<u>(2,143,587)</u>
<b>Transactions with owners in their capacity as owners:</b>			
Contributions	<u>1,553,400</u>	<u>-</u>	<u>1,553,400</u>
<b>Total transactions with owners in their capacity as owners</b>	<u>1,553,400</u>	<u>-</u>	<u>1,553,400</u>
<b>Balance as at 30 June 2016</b>	<u>6,904,280</u>	<u>(7,964,201)</u>	<u>(1,059,921)</u>
<b>Balance as at 1 July 2016</b>	6,904,280	(7,964,201)	(1,059,921)
Loss for the year	<u>-</u>	<u>(1,573,091)</u>	<u>(1,573,091)</u>
<b>Total comprehensive income for the year</b>	<u>-</u>	<u>(1,573,091)</u>	<u>(1,573,091)</u>
<b>Transactions with owners in their capacity as owners:</b>			
Contributions	<u>2,138,626</u>	<u>-</u>	<u>2,138,626</u>
<b>Total transactions with owners in their capacity as owners</b>	<u>2,138,626</u>	<u>-</u>	<u>2,138,626</u>
<b>Balance as at 30 June 2017</b>	<u>9,042,906</u>	<u>(9,537,292)</u>	<u>(494,386)</u>

The accompanying notes form part of these financial statements.

**SEMENTIS LTD**  
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**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	Note	2017 \$	2016 \$
<b>Cash flow from operating activities</b>			
Payments to suppliers and employees		(1,440,719)	(2,580,275)
R&D income tax incentive		<u>951,434</u>	<u>851,681</u>
<b>Net cash used in operating activities</b>	15(b)	<u>(489,285)</u>	<u>(1,728,594)</u>
<b>Cash flow from investing activities</b>			
Payment for plant and equipment		<u>(4,027)</u>	-
<b>Net cash used in investing activities</b>		<u>(4,027)</u>	-
<b>Cash flow from financing activities</b>			
Proceeds from share issue		1,018,626	40,000
Net proceeds from / (repayment of) borrowings		(562,877)	(380,573)
Issue of convertible notes		<u>-</u>	<u>2,113,400</u>
<b>Net cash provided by financing activities</b>		<u>455,749</u>	<u>1,772,827</u>
<b>Reconciliation of cash</b>			
Cash at beginning of the financial year		70,859	26,626
Net increase / (decrease) in cash held		<u>(37,563)</u>	<u>44,233</u>
<b>Cash at end of financial year</b>	15(a)	<u><u>33,296</u></u>	<u><u>70,859</u></u>

The accompanying notes form part of these financial statements.

**SEMENTIS LTD**  
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**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

The financial report is a general purpose financial report that has been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards, Interpretations and other applicable authoritative pronouncements of the Australian Accounting Standards Board.

The financial report covers Sementis Ltd as an individual entity. Sementis Ltd is a company limited by shares, incorporated and domiciled in Australia. Sementis Ltd is a for-profit entity for the purpose of preparing the financial statements.

The financial report was approved by the directors as at the date of the directors' report.

The following are the significant accounting policies adopted by the company in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

**(a) Basis of preparation of the financial report**

*Compliance with IFRS*

The financial report also complies with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

*Historical Cost Convention*

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets and liabilities as described in the accounting policies.

**(b) Going concern**

The directors have prepared the financial report on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The company incurred a loss from ordinary activities of \$1,573,091 during the year ended 30 June 2017 (2016: \$2,143,587 loss).

The company had a net asset deficiency position of \$494,386 at 30 June 2017 (2016: \$1,059,921), and current liabilities exceed current assets by \$698,129 (2016: \$1,391,459).

As an early stage business, the company's ability to continue as a going concern and meet its liabilities and future commitments as and when they fall due is dependent on a number of factors, including:

- Obtaining additional funding as and when required;
- Receiving the continued support of its shareholders; and
- Ultimate success with commercialising the SCV Vector System and generating future sales to enable the company to generate profit and positive cashflows.



**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(b) Going concern (Continued)**

On 8 August 2017 the R&D Tax Incentive receivable of \$503,671 was received. A portion of these funds were used to repay related party loans.

The directors anticipate that the net cash requirements to maintain operations for the forthcoming 12 months, of a minimum \$1,500,000, is to be funded partially by further equity raising.

As at the date of this report the equity raising has not been completed.

The company has however received a letter of financial support indicating Maurice O'Shannassy (the underwriter) will underwrite \$1,500,000 of capital should Sementis Ltd require it. The commitment of financial support is subject to:

- the requirements of the *Corporations Act 2001* being satisfied by Sementis Ltd;
- the underwriter being satisfied with the outcome of, and responses to, his due diligence enquiries on the status of Sementis Ltd's intellectual property that may be undertaken by him at the time at which the Board may propose to conduct such a capital raising; and
- the underwriter and Sementis Ltd, if requested by either party, entering into a separate formal underwriting agreement as a substitute to the letter of financial support.

As a result, at the date of this report, the Directors consider the going concern basis of accounting is appropriate for the Company based on the factors outlined above.

The financial report does not include any adjustment relating to the recoverability or classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the consolidated entity be unable to trade as forecast or to raise sufficient funding to continue as a going concern.

If the going concern basis of accounting is found to no longer be appropriate, the recoverable amounts of assets shown in the Statement of Financial Position are likely to be significantly less than the amounts disclosed and the extent of the liabilities may differ significantly from those reflected in the Statement of Financial Position.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(c) Foreign currency translations and balances**

*Functional and presentation currency*

The financial statements are presented in Australian dollars which is the company's functional and presentation currency.

*Transactions and Balances*

Transactions in foreign currencies of the company are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

Except for certain foreign currency hedges, all resulting exchange differences arising on settlement or re-statement are recognised as revenues and expenses for the financial year.

**(d) Income tax**

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

**(e) Cash and cash equivalents**

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.



NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**(f) Plant and equipment**

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and any accumulated impairment losses.

*Plant and equipment*

Plant and equipment is measured on a cost basis.

*Depreciation*

The depreciable amount of all plant and equipment is depreciated over their estimated useful lives commencing from the time the asset is held available for use, consistent with the estimated consumption of the economic benefits embodied in the asset.

Class of fixed asset	Depreciation rates	Depreciation basis
Plant and equipment at cost	15-30%	Diminishing value
Office equipment at cost	50-66.67%	Diminishing value
Furniture, fixtures and fittings at cost	20%	Diminishing value
Computer software at cost	25%	Straight line

**(g) Research and development expenditure**

Expenditure on research activities is recognised as an expense when incurred.

Development costs are capitalised when the entity can demonstrate all of the following: the technical feasibility of completing the asset so that it will be available for use or sale; the intention to complete the asset and use or sell it; the ability to use or sell the asset; how the asset will generate probable future economic benefits; the availability of adequate technical, financial and other resources to complete the development and to use or sell the asset; and the ability to measure reliably the expenditure attributable to the asset during its development. Capitalised development expenditure is carried at cost less any accumulated amortisation and any accumulated impairment losses. Capitalised development costs are amortised using the straight-line method over their estimated useful lives, which range from 5 to 10 years. Amortisation commences when the intangible asset is available for use.

Other development expenditure is recognised as an expense when incurred.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**(h) Employee benefits**

*(i) Short-term employee benefit obligations*

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits (other than termination benefits) expected to be settled wholly before twelve months after the end of the annual reporting period are measured at the (undiscounted) amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables in the statement of financial position.

*(ii) Long-term employee benefit obligations*

The provision for other long-term employee benefits, including obligations for long service leave and annual leave, which are not expected to be settled wholly before twelve months after the end of the reporting period, are measured at the present value of the estimated future cash outflow to be made in respect of the services provided by employees up to the reporting date. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee turnover, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. Any remeasurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the change occurs.

Other long-term employee benefit obligations are presented as current liabilities in the statement of financial position if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur. All other long-term employee benefit obligations are presented as non-current liabilities in the statement of financial position.

*(iii) Retirement benefit obligations*

*Defined contribution superannuation plan*

The company makes superannuation contributions (currently 9.50% of the employee's average ordinary salary) to the employee's defined contribution superannuation plan of choice in respect of employee services rendered during the year. These superannuation contributions are recognised as an expense in the same period when the related employee services are received. The company's obligation with respect to employee's defined contributions entitlements is limited to its obligation for any unpaid superannuation guarantee contributions at the end of the reporting period. All obligations for unpaid superannuation guarantee contributions are measured at the (undiscounted) amounts expected to be paid when the obligation is settled and are presented as current liabilities in the statement of financial position.

**(i) Comparatives**

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

**NOTE 2: ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the company. The company has decided not to early adopt any of these new and amended pronouncements. The company's assessment of the new and amended pronouncements that are relevant to the company but applicable in future reporting periods is set out below.

***AASB 9: Financial Instruments (December 2014), AASB 2014-7: Amendments to Australian Accounting Standards arising from AASB 9 (December 2014), AASB 2014-8: Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) - Application of AASB 9 (December 2009) and AASB 9 (December 2010) (applicable for annual reporting periods commencing on or after 1 January 2018).***

These Standards will replace AASB 139: Financial Instruments: Recognition and Measurement. The key changes that may affect the company on initial application of AASB 9 and associated amending Standards include:

- simplifying the general classifications of financial assets into those carried at amortised cost and those carried at fair value;
- permitting entities to irrevocably elect on initial recognition to present gains and losses on an equity instrument that is not held for trading in other comprehensive income (OCI);
- simplifying the requirements for embedded derivatives, including removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;
- requiring an entity that chooses to measure a financial liability at fair value to present the portion of the change in its fair value due to changes in the entity's own credit risk in OCI, except when it would create an 'accounting mismatch';
- introducing a new model for hedge accounting that permits greater flexibility in the ability to hedge risk, particularly with respect to non-financial items; and
- requiring impairment of financial assets carried at amortised cost to be based on an expected loss approach.

Although the directors anticipate that the adoption of AASB 9 may have an impact on the company's financial instruments, including hedging activity, it is impracticable at this stage to provide a reasonable estimate of such impact.



NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

***AASB 15: Revenue from Contracts with Customers, AASB 2014-5: Amendments to Australian Accounting Standards arising from AASB 15, AASB 2015-8: Amendments to Australian Accounting Standards - Effective Date of AASB 15, AASB 2016-3: Amendments to Australian Accounting Standards - Clarifications to AASB 15 and AASB 2016-7: Amendments to Australian Accounting Standards - Deferral of AASB 15 for Not-for-Profit Entities (applicable to for profit entities for annual reporting periods commencing on or after 1 January 2018 and to not-for-profit entities for annual reporting periods commencing on or after 1 January 2019).***

AASB 15 will provide (except in relation to some specific exceptions, such as lease contracts and insurance contracts) a single source of accounting requirements for all contracts with customers, thereby replacing all current accounting pronouncements on revenue.

These Standards provide a revised principle for recognising and measuring revenue. Under AASB 15, revenue is recognised in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the provider of the goods or services expects to be entitled. To give effect to this principle, AASB 15 requires the adoption of the following 5-step model:

- identify the contract(s) with a customer;
- identify the performance obligations under the contract(s);
- determine the transaction price;
- allocate the transaction price to the performance obligations under the contract(s); and
- recognise revenue when (or as) the entity satisfies the performance obligations.

AASB 15 also provides additional guidance to assist entities in applying the revised principle to licences of intellectual property, warranties, rights of return, principal/agent considerations and options for additional goods and services.

Although the directors anticipate that the adoption of AASB 15 may have an impact on the company's reported revenue, it is impracticable at this stage to provide a reasonable estimate of such impact.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

**NOTE 3: FINANCIAL RISK MANAGEMENT**

The company is exposed to the following financial risks in respect to the financial instruments that it held at the end of the reporting period:

**(a) Liquidity risk**

The board of directors have overall responsibility for identifying and managing operational and financial risks.

The company holds the following financial instruments:

	2017	2016
	\$	\$
<b>Financial assets</b>		
Cash and cash equivalents	33,296	70,859
Receivables	517,007	1,023,264
Related party receivables	<u>543,280</u>	<u>23,280</u>
	<u>1,093,583</u>	<u>1,117,403</u>
<b>Financial liabilities</b>		
Loan - director related parties	1,200,088	1,250,088
Loan - executive	21,000	200,200
Loan - convertibles notes	-	600,000
Other payables and accruals	<u>474,842</u>	<u>429,302</u>
	<u>1,695,930</u>	<u>2,479,590</u>

**(a) Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The financial liabilities of the company at balance date are all expected to mature within twelve months of balance date. Subject to capital raising, the company expect to have sufficient cash reserves to settle these liabilities. The company does not have an overdraft or loan facility. The company's cash reserves are actively managed and compared with forecast liabilities to ensure that sufficient cash is available to settle liabilities as they fall due.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

**NOTE 3: FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Liquidity risk (Continued)**

**Maturity analysis**

The table below represents the undiscounted contractual settlement terms for financial instruments and managements expectation for settlement of undiscounted maturities.

<b>Year ended 30 June 2017</b>	<b>&lt; 6 months</b>	<b>6-12 months</b>	<b>1-5 years</b>	<b>Total contractual cash flows</b>	<b>Carrying amount</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Other payables and accruals	474,842	-	-	474,842	474,842
Loan - executive	21,000	-	-	21,000	21,000
Loan - director related parties	-	1,200,087	-	1,200,087	1,200,087
Net maturities	<u>495,842</u>	<u>1,200,087</u>	<u>-</u>	<u>1,695,929</u>	<u>1,695,929</u>
<b>Year ended 30 June 2016</b>					
Other payables and accruals	429,302	-	-	429,302	429,302
Loan - executive	200,200	-	-	200,200	200,200
Loan - convertible notes	600,000	-	-	600,000	600,000
Loan - director related parties	-	1,250,088	-	1,250,088	1,250,088
Net maturities	<u>1,229,502</u>	<u>1,250,088</u>	<u>-</u>	<u>2,479,590</u>	<u>2,479,590</u>

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017	2016
	\$	\$
<b>NOTE 4: OPERATING PROFIT</b>		
Profit / (losses) before income tax has been determined after:		
Depreciation		
- plant and equipment	126,056	115,924
- office equipment	1,921	1,922
- furniture, fixtures and fittings	-	251
- computer software	<u>1,974</u>	<u>8,313</u>
	129,951	126,410
Amortisation of non-current assets		
- formation expenses	<u>1,871</u>	<u>2,255</u>
Research and development costs	567,114	1,576,673
Employee benefits:		
- Other employee benefits	185,952	174,438
Remuneration of auditors for:		
<i>Pitcher Partners (Melbourne)</i>		
Audit and assurance services		
- Audit of the financial report	25,920	25,300
Other non-audit services		
- Taxation services	<u>5,150</u>	<u>4,950</u>
	<u>31,070</u>	<u>30,250</u>



**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$	2016 \$
<b>NOTE 5: KEY MANAGEMENT PERSONNEL COMPENSATION</b>		
Compensation received by key management personnel of the company		
- short-term employee benefits	224,000	224,000
- post-employment benefits	<u>19,000</u>	<u>19,000</u>
	<u><u>243,000</u></u>	<u><u>243,000</u></u>

The names of directors who have held office during the year are:

Name	Appointment / resignation details
Paul Howley	Appointed 29 July 2009
Tom Quirk	Appointed 28 May 2011/Resigned 31 July 2017
Maurice O'Shannassy	Appointed 28 May 2012
Peter Wulff	Appointed 12 June 2017

The names of key management personnel during the year are:

Name	Appointment / resignation details	Position
Paul Howley	Appointed 29 July 2009	Chief Scientific Officer

**NOTE 6: CASH AND CASH EQUIVALENTS**

Cash at bank	<u>33,296</u>	<u>70,859</u>
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**NOTE 7: RECEIVABLES**

**CURRENT**

Other receivables	13,336	71,830
GST input credits	<u>503,671</u>	<u>951,434</u>
R&D tax incentive receivable	<u>517,007</u>	<u>1,023,264</u>
Amounts receivable from:		
- related party	<u>543,280</u>	<u>23,280</u>
	<u><u>1,060,287</u></u>	<u><u>1,046,544</u></u>

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$	2016 \$
<b>NOTE 8: OTHER ASSETS</b>		
<b>CURRENT</b>		
Prepayments	<u>-</u>	<u>38,999</u>

**NOTE 9: INTANGIBLE ASSETS**

Formation expenses at cost	11,277	11,277
Accumulated amortisation and impairment	<u>(11,277)</u>	<u>(9,406)</u>
	<u>-</u>	<u>1,871</u>

**(a) Reconciliations**

Reconciliation of the carrying amounts of intangible assets at the beginning and end of the current financial year

<i>Formation expenses at cost</i>		
Opening balance	1,871	4,126
Amortisation expense	<u>(1,871)</u>	<u>(2,255)</u>
Closing balance	<u>-</u>	<u>1,871</u>

Amortisation expense in relation to intangible assets has been recognised in depreciation and amortisation expenses within profit or loss.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$	2016 \$
<b>NOTE 10: PLANT AND EQUIPMENT</b>		
<b>Plant and equipment</b>		
Plant and equipment at cost	606,590	609,349
Accumulated depreciation	<u>(404,112)</u>	<u>(284,842)</u>
	202,478	324,507
Office equipment at cost	23,215	39,865
Accumulated depreciation	<u>(23,215)</u>	<u>(37,944)</u>
	-	1,921
Furniture, fixtures and fittings at cost	-	11,390
Accumulated depreciation	<u>-</u>	<u>(11,390)</u>
	-	-
Computer software at cost	29,040	39,143
Accumulated depreciation	<u>(27,775)</u>	<u>(35,904)</u>
	<u>1,265</u>	<u>3,239</u>
Total plant and equipment	<u><u>203,743</u></u>	<u><u>329,667</u></u>

**(a) Reconciliations**

Reconciliation of the carrying amounts of plant and equipment at the beginning and end of the current financial year

<i>Plant and equipment</i>		
Opening carrying amount	324,507	440,431
Additions	4,027	-
Depreciation expense	<u>(126,056)</u>	<u>(115,924)</u>
Closing carrying amount	<u><u>202,478</u></u>	<u><u>324,507</u></u>
<i>Office equipment</i>		
Opening carrying amount	1,921	3,843
Depreciation expense	<u>(1,921)</u>	<u>(1,922)</u>
Closing carrying amount	<u><u>-</u></u>	<u><u>1,921</u></u>
<i>Furniture, fixtures and fittings</i>		
Opening carrying amount	<u>-</u>	<u>-</u>
Closing carrying amount	<u><u>-</u></u>	<u><u>-</u></u>

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$	2016 \$
<b>NOTE 10: PLANT AND EQUIPMENT (CONTINUED)</b>		
<b>(a) Reconciliations (Continued)</b>		
<i>Computer software</i>		
Opening carrying amount	3,239	11,552
Depreciation expense	<u>(1,974)</u>	<u>(8,313)</u>
Closing carrying amount	<u>1,265</u>	<u>3,239</u>
<i>Total property, plant and equipment</i>		
Carrying amount at 1 July	329,667	455,826
Additions	4,027	-
Depreciation expense	<u>(129,951)</u>	<u>(126,159)</u>
Carrying amount at 30 June	<u>203,743</u>	<u>329,667</u>
<b>NOTE 11: PAYABLES</b>		
<b>CURRENT</b>		
<i>Unsecured liabilities</i>		
Other payables	8,837	31,031
Accrued expenses	466,004	398,271
Loan - convertible notes	-	600,000
Loan - executive	21,000	200,200
Loan - director related parties	<u>1,200,088</u>	<u>1,250,088</u>
	<u>1,695,929</u>	<u>2,479,590</u>
<b>NOTE 12: PROVISIONS</b>		
<b>CURRENT</b>		
Employee benefits	<u>78,995</u>	<u>63,194</u>
<b>NON CURRENT</b>		
Employee benefits	<u>16,788</u>	<u>5,077</u>

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2017

	2017		2016	
	Number	\$	Number	\$
<b>(a) Ordinary shares</b>				
Opening balance	157,354,298	6,904,280	126,286,298	5,350,880
Shares issued:				
24 December 2015	-	-	400,000	20,000
6 January 2016	-	-	100,000	5,000
9 February 2016	-	-	300,000	15,000
3 May 2016	-	-	20,000,000	1,000,000
3 May 2016	-	-	68,000	3,400
3 May 2016	-	-	200,000	10,000
7 May 2016	-	-	10,000,000	500,000
20 March 2017	94,327,072	1,110,530	-	-
13 April 2017	102,009,593	1,020,096	-	-
28 April 2017	<u>800,000</u>	<u>8,000</u>	<u>-</u>	<u>-</u>
	<u>197,136,665</u>	<u>2,138,626</u>	<u>31,068,000</u>	<u>1,553,400</u>
At reporting date	354,490,963	9,042,906	157,354,298	6,904,280

During 2017, management did not paid dividends.

**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$	2016 \$
<b>NOTE 14: ACCUMULATED LOSSES</b>		
Accumulated losses at beginning of year	(7,964,201)	(5,820,614)
Net loss	<u>(1,573,091)</u>	<u>(2,143,587)</u>
	<u>(9,537,292)</u>	<u>(7,964,201)</u>
 <b>NOTE 15: CASH FLOW INFORMATION</b>		
<b>(a) Reconciliation of cash</b>		
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position is as follows:		
Cash at bank	<u>33,296</u>	<u>70,859</u>
 <b>(b) Reconciliation of cash flow from operations with profit after income tax</b>		
Loss from ordinary activities after income tax	(1,573,091)	(2,143,587)
<b>Adjustments and non-cash items</b>		
Amortisation	1,871	2,255
Depreciation	129,951	126,410
Interest expense not actually paid	333,677	160,861
 <b>Changes in assets and liabilities</b>		
(Increase)/decrease in receivables	506,257	(133,618)
Decrease in other assets	38,999	26,582
Increase in payables	45,539	215,171
Increase in provisions	<u>27,512</u>	<u>17,332</u>
Cash flows from operating activities	<u>(489,285)</u>	<u>(1,728,594)</u>



**SEMENTIS LTD**  
**ABN 36 138 550 811**

**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2017**

**NOTE 16: RELATED PARTY TRANSACTIONS**

**(a) Transactions with key management personnel of the entity or its parent and their personally related entities**

During the previous financial year, FY16, Sementis Ltd entered into the following transactions with key management personnel:

Director related entities Shakespeare Enterprises Pty Ltd, Chickhad Pty Ltd and the Tiger Fund Pty Ltd lent Sementis Ltd \$300,088, \$450,000 and \$450,000, respectively. These balances were outstanding as at 30 June 2017.

Loan agreements are in place with interest payable at 12% per annum.

**NOTE 17: EVENTS SUBSEQUENT TO REPORTING DATE**

There has been no matter or circumstance, which has arisen since 30 June 2017 that has significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2017, of the company, or
- (b) the results of those operations, or
- (c) the state of affairs, in financial years subsequent to 30 June 2017, of the company.

**NOTE 18: COMPANY DETAILS**

The registered office of the company is:

Sementis Ltd  
9 Sing Crescent  
Berwick VIC 3806



**SEMENTIS LTD**  
**ABN 36 138 550 811**

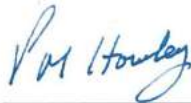
**DIRECTORS' DECLARATION**

The directors of the company declare that:

1. In the directors opinion, the financial statements and notes thereto, as set out on pages 7 - 27, are in accordance with the *Corporations Act 2001*, including:
  - (a) complying with with Accounting Standards in Australia and the *Corporations Regulations 2001*; and
  - (b) as stated in Note 1, the financial statements also comply with *International Financial Reporting Standards*; and
  - (c) give a true and fair view of the financial position as at 30 June 2017 and performance for the year ended on that date of the company.
2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Director: \_\_\_\_\_



Paul Howley

Dated this 20th day of October 2017

SEMENTIS LTD  
ABN 36 138 550 811

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SEMENTIS LTD

**Report on the Audit of the Financial Report**

*Opinion*

We have audited the financial report of Sementis Ltd, "the Company", which comprises the statement of financial position as at 30 June 2017, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of Sementis Ltd, is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Company's financial position as at 30 June 2017 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

*Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* "the Code" that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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



SEMENTIS LTD  
ABN 36 138 550 811

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SEMENTIS LTD

*Material Uncertainty related to Going Concern*

Without qualifying our opinion, we draw attention to Note 1(b) in the financial report which indicates that the Company incurred a net loss of \$1,573,091 during the year ended 30 June 2017 (2016: loss of \$2,143,587) and as at that date the Company's total liabilities exceeded its total assets by \$494,386 (2016: deficiency \$1,059,921). These conditions, along with other matters as set forth in Note 1(b), indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business.

*Responsibilities of the Directors 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 gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

*Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



SEMENTIS LTD  
ABN 36 138 550 811

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SEMENTIS LTD

*Auditor's Responsibilities for the Audit of the Financial Report (Continued)*

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.





SEMENTIS LTD  
ABN 36 138 550 811

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SEMENTIS LTD

*Auditor's Responsibilities for the Audit of the Financial Report (Continued)*

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

S D WHITCHURCH

Partner

PITCHER PARTNERS

Melbourne

Date 24 October 2017