IMAGION BIOSYSTEMS LIMITED

ANNUAL REPORT – 31 DECEMBER 2018

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CORPORATE DIRECTORY

DIRECTORS

Mr Robert Romeo Proulx	Executive Chairman/President
Ms Bronwyn Le Grice	Non-Executive Director
Mr Michael John Harsh	Non-Executive Director
Mr David Gerald Ludvigson	Non-Executive Director
Ms Jovanka Naumoska	Non-Executive Director
Mr Mark Gerald Van Asten	Non-Executive Director
Dr John Hazle	Non-Executive Director

COMPANY SECRETARY
Ms Jovanka Naumoska

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PRINCIPAL PLACE OF BUSINESS
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San Diego, California 92121 UNITED STATES OF AMERICA

SHARE REGISTER
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AUDITOR
RSM Australia Partners
Level 21, 55 Collins Street
MELBOURNE VIC 3000 AUSTRALIA

AUSTRALIAN LEGAL ADVISOR
Holding Redlich
Level 8, 555 Bourke Street
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UNITED STATES LEGAL ADVISOR
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Corrales, NM 87048 UNITED STATES OF AMERICA

STOCK EXCHANGE
Imagion Biosystems Limited shares are listed on the Australian Securities Exchange (ASX Code: IBX).

HIGHLIGHTS

April 2018

FDA responds to Imagion's pre-submission document

The Company received written feedback from the US Food and Drug Administration (FDA) on a Pre-Submission briefing document submitted in January 2018. In the response, the FDA confirmed the Office of Combination Products' opinion that the MagSense system is a combination product to be regulated as a medical device, accepted the Company's general toxicology plan and agreed with the overall clinical study approach.

April 2018

Relocation to San Diego, California

The Company announced the relocation of its U.S. business operations to San Diego, California, one of the leading biotechnology hubs in the U.S. and home to more than 1,200 life science, biopharma and medical device companies.

April 2018

Appointment of Bronwyn Le Grice as Director

The Company announced the appointment of Ms Bronwyn Le Grice as a Non-Executive Director. Ms Le Grice has more than 15 years of experience in healthcare and technology markets spanning venture capital, capital raising and corporate governance for Australian listed companies and non-profit organisations.

May 2018

The MD Anderson Cancer Center takes an equity stake in Imagion

The MD Anderson Cancer Center (MDACC), the world's largest cancer research and treatment organization, agreed to convert a significant portion of the current sponsored research program fees payable by the Company into Imagion Biosystems shares. MDACC has been working collaboratively with Imagion Biosystems to develop and validate the magnetic relaxometry technology since 2014.

September 2018

Nanoparticle formulation completed, transfer to manufacturer begins

The Company successfully optimized the nanoparticle formulation for its first intended clinical product and initiated larger scale manufacturing through a Contract Manufacturing Organization in order to produce sufficient quantities of its formulation under current Good Manufacturing Practices (GMP) for a toxicity study and a first-in-human trial.

November 2018

Imagion completes $4.3m rights offering and shortfall placement

The Company successfully completed the placement of the shortfall shares under a 1-for-2 pro-rata non-renounceable rights issue offer, raising a total of $4.3 million (before costs) under the Rights Issue offer and shortfall placement.

November 2018

Imagion partners with Planet Innovation on instrument development

The Company entered into a Master Service Agreement with Planet Innovation (PI) to engineer Imagion Biosystems' MagSense instrument technology for clinical purposes. Imagion and PI will work together on the development of prototype systems to be used in the Company’s key pivotal clinical study for regulatory and commercial clearance. Planet Innovation is highly experienced in developing such regulated medical devices and has received multiple awards for their innovation and design excellence in Australia and the USA. work.

February 2019 – May 2019

Imagion undertakes toxicology study

The Company engaged a contract research organization to undertake the toxicology study following Good Laboratory Practices (GLP). The study is expected to be completed in early May 2019. The report from the study will outline the safety profile of the Company’s lead diagnostic nanoparticle formulation and will be an important part of the regulatory and clinical applications needed for first-in-human testing.

March 2019

Imagion receives US patent

The Company was granted a US patent entitled, “Methods and Apparatuses for the localization and treatment of disease such as cancer”. This patent, which is a continuation of Imagion’s core patent estate and extends the use of its technology for therapeutic purposes.

April 2019

Imagion receives commercial order of nanoparticles for cancer treatment

The Company received an extended purchase order from NewPhase Ltd., an Israeli biotechnology company developing cancer treatments, to supply nanoparticles for the remainder of 2019 to be used in the NewPhase product. NewPhase is developing a proprietary cancer therapy based on hyperthermia, the principle of killing cancer cells by heating them.

LETTER FROM THE CHAIRMAN

Dear Shareholders,

In 2018 we made a big step forward in the development of our non-invasive early cancer detection technology when we transferred the formulation of the HER2 breast cancer nanoparticle to our contract manufacturer. Advancing our technology from basic pre-clinical research, to development of a first product for clinical use Is a tremendous achievement and I can't overemphasize its importance. In the last 50 years the medical imaging market has failed to get much further than identifying a "region of interest" in detecting cancer. We are doing something no company has yet done in developing a very specific, non-radioactive, targeted imaging agent and I'm very proud of our team for what we have accomplished in 2018, including:

- Moving our operations to San Diego and restaffing the R&D organization;
- Finalizing the nanoparticle formulation four months after the move;
- Transferring the formulation to a 3rd party manufacturer to produce at 100x scale;
- Showing commercial utility of our nanoparticles in other bio-medical applications.

Going into 2018 we had an aggressive development plan for such a small and newly-formed team. Each development milestone we have achieved has reduced the technical risk, but it is important to acknowledge that it has taken us longer than expected. Late in the year we experienced delays related to the scale up of manufacturing of the formulation with our contract manufacturer. Importantly, these new challenges are not with the underlying technology, but they have pushed our overall timeline out and used precious working capital.

In the first quarter of 2019 we completed a scaled production of the HER2 breast cancer test formulation and initiated the formal toxicology and safety study which will be key to gaining approval for first-in-human testing. As of the writing of this annual report, the study has been completed and we are awaiting the final report. As with all pharmaceutical and biotech companies, getting through toxicology testing provides a significant step forward in development. We look forward to reporting the outcome of the study shortly.

Shortly after the Rights Offering and Shortfall Placement concluded in November the markets took an unfavourable swing and our share price has been slow to recover despite the progress we report. At the beginning of 2019 we took action to reduce expenditures, including freezing Directors payments and eliminating certain staff and consultants, to preserve our capital.

The gap between where we are today with our product development and our goal of demonstrating there can be a new and better imaging technology has never been smaller. The tasks remaining are clear and we remain resolute in our goal of delivering shareholder value.

On behalf of the Board and all Imagion Biosystems employees,

Robert Proulx
Executive Chairman

MANAGEMENT REPORT

Company Overview

Imagion Biosystems has pioneered the field of non-invasive specific detection of solid tumour cancers by use of magnetic nanoparticles. We have been awarded key patents on the technology in most of the global markets and are poised to enter the clinical stage of development. Researchers from internationally recognised institutions like the MD Anderson Cancer Center have chosen to work with us because it holds the promise of high sensitivity, which can mean detection of cancer earlier, and can minimise the need for invasive biopsy procedures. The early and non-invasive detection of cancers will have a significant impact on the cancer diagnostic markets, saving countless lives and improving patient care.

Imagion Biosystems, Inc. is a wholly owned subsidiary of Imagion Biosystems and the primary business operations for the group. In early 2018, the Company moved its US operations from Albuquerque, New Mexico USA to San Diego, California and built a new team of biologists and engineers to finalise the development of its nanoparticle formulation and detection instrument. By the third quarter of 2018 Imagion had completed the formulation and associated manufacturing process which led to an agreement with a contract manufacturing organization to produce the initial pilot batches of nanoparticles needed for formal regulatory and clinical studies. Additionally, in the fourth quarter we announced an agreement with Planet Innovation to engineer and build prototypes of the MagSense instrument for use in the pivotal studies needed for commercial clearance after completion of the first-in-human study.

Operational Update

By the end of 2017 it had become clear that the company needed greater access to supporting resources and talent to achieve our goal of developing a clinical and commercial product. At the start of 2018 we announced that we would be moving the company to San Diego, one of the three largest biotech hubs in the world. In the first quarter we undertook an ambitious rehiring and relocation program and had the new team and facility up and running before the end of April.

Our R&D work had been building the evidence that our HER2 nanoparticle test would provide the kind of sensitivity and specificity needed for clinical applications. Our next major task was to show that the formulation could be transferred to a manufacturer who would produce the material at scale to support the important studies that would be needed for regulatory approval and commercial production. The second half of the year was largely dedicated to undertaking this transfer.

In the fourth quarter of 2018 we undertook a Rights Offering to raise additional capital with the intention that the funds would fund the company to its first-in-human study, which, at the time, was expected to be initiated in the second quarter of 2019. In late 2018, our contract manufacturer reported an unexpected delay in the production of the nanoparticle formulation slated for use in the toxicology study. We considered this delay manageable, but absorbing the delay strained our already aggressive development plan.

The year ended with the capital markets faltering and an erosion of our share price. To preserve our capital, we took immediate action in early 2019 and implemented a reduction in expenditures. Cost reduction steps included:

- Suspension of Directors fees
- Suspension of instrument development costs
- Re-organization and reduction in staff and consultants
- Other general reduction in expenses and travel restrictions

In early February 2019 we delivered the nanoparticle material and initiated the toxicology study. Subsequently, we received a revised projection from our contract manufacturer for the GMP manufacturing of nanoparticle material that will be needed for the first-in-human study. The revised plan indicated it would take longer and be more expensive than they had previously projected.

This has forced us to re-evaluate our priorities and use of our limited capital. It is clear that our operational focus must be to ensure we have sufficient funds for the immediate milestones of completing a successful toxicology study and obtaining favourable review of our regulatory and clinical submissions. Without the clinical and regulatory plan in place, having material manufactured would be a waste of resources. Therefore, we intend to delay GMP production until we have sufficient capital to finish production and conclude the study.

Market and Industry Conditions

Medical imaging continues to comprise mature technologies undergoing incremental improvements in image resolution. Usable information from imaging technologies has also improved as a result of increasing use of artificial intelligence in image analysis. While traditional imaging technologies are valuable in spotting "regions of interest", they are rarely able to tell doctors much about the molecular makeup of the regions they identify.

At the same time, progress is being made in the area of blood-based cancer screening and detection. Companies like Grail have invested hundreds of millions of dollars in ways to detect cancer cells, or cancer DNA in blood. The hope is that these tests will provide a way to detect and characterise cancer earlier than is currently possible. These "liquid biopsy" technologies are limited in that they are not able to precisely locate the disease that they detect.

We aim to bridge the gap between traditional medical imaging and newer screening technologies like liquid biopsy by providing information about the location and size of a tumour as well as molecular specificity. Our goal is to change the way cancer is treated by giving doctors the best information possible as early as possible.

Future Opportunities

We believe that our technology holds long-term value for our shareholders beyond cancer diagnostics with the MagSense instrument. In addition to expanding MagSense detection to other forms of cancer we aim to broaden our R&D pipeline in the following areas:

- Validating our nanoparticles' use as an MRI contrast agent. We see a significant opportunity to serve the US$2 billion market by offering a safer alternative to the current standard, gadolinium, which has been shown to have toxic effects and to sell our nanoparticles for use with existing MRI systems.
- Pursuing therapeutic applications for our nanoparticles. We are exploring the use of magnetic nanoparticles by attaching a drug payload, thus delivering a drug to the site of disease and by causing the nanoparticles to heat up, this killing cancer cells without damaging surrounding tissue.
- Non-clinical version of the MagSense instrument for use in research.
- Using the binding and magnetic properties of our nanoparticles to enrich blood samples for liquid biopsy.

We strongly believe that the current program, detection of cancerous lymph nodes in HER2 positive breast cancer patients represents the very tip of the iceberg in terms of opportunity for Imagion and its shareholders.

INVESTOR RELATIONS

Transparent Communication for a Fair Valuation

The Company continues to work on increasing awareness for its shares and its equity story in the financial community and recognises the value of regular dialogue with its shareholders. Our goal is to ensure we communicate the Company's strategy and achievements reliably and transparently to gain investor confidence and achieve a fair valuation of its shares.

Throughout the year, management and certain Directors, travelled throughout Australia and held periodic investor conference calls to apprise investors and brokers of our business progress. Subsequent to the end of the fiscal year, management presented at the AusBiotech Asian Investor meetings in Hong Kong and Shanghai. During those events management held numerous one-on-one meetings with potential new international investors and strategic partners. We make a concerted effort to ensure shareholders have been informed about current developments via regular press releases, a Newsletter and use of social media.

As we move toward the “clinical phase” of our journey, we will need to raise additional capital. While accessing “non-dilutive” forms of capital, such as tax credits, grants and revenue remains a priority, we will be required to sell additional shares to support continued progress. With recognition that we are undervalued in the market, we will redouble our efforts to communicate with investors and build awareness about the promise of Imagion’s technology and the progress we are making.

Directors’ Dealings

During the last quarter of 2018, Imagion Biosystems’ Executive Chairman Robert Proulx increased his holdings in Imagion Biosystems through acquisition of 117,500 shares, participating in the Rights Offering.

Directors

The following persons were directors of Imagion Biosystems Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr. Robert Romeo Proulx	Executive Chairman President	
Mr. Peter Di Chiara	Non-Executive Director	Resigned 26 April 2018
Mr. Michael John Harsh	Non-Executive Director	
Mr. David Gerald Ludvigson	Non-Executive Director	
Ms. Jovanka Naumoska	Non-Executive Director	
Mr. Mark Gerald Van Asten	Non-Executive Director	
Ms. Bronwyn Le Grice	Non-Executive Director	Appointed 26 April 2018
Dr John Hazle	Non-Executive Director	Appointed 30 July 2018

Principal activities

During the financial year the principal continuing activities of the consolidated entity consisted of:
Nanotechnology;
Biotechnology;
Cancer Diagnostics; and
Superparamagnetic Relaxometry.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

Revenue and Other Income comprised interest income, and sales of nanoparticles. The Company markets nanoparticles to customers through its website and expects to continue to do so, though revenue from this activity is not material and not expected to be material in the future.

Operating loss of $8,340,013 was materially in line with projections.

In 2018, the Company successfully raised $4,285,904 in stock to prepare the Company's technology for human trials.

Significant changes in the state of affairs

Mr Peter Di Chiara resigned as a director on 26 April 2018 and Ms Bronwyn Le Grice was appointed a director at the same date. Dr John Hazle was appointed a director on 30 July 2018. Dr Hazle has been an adviser to the board and the Company for several years. His appointment as a Director was subject to clearance from the MD Anderson Cancer Center Conflict of Interest Committee. Dr Hazle is the Professor and Chair of a department at the MD Anderson Center.

On 6 June 2018, the Company issued an additional 10,529,053 shares (approximately 5% of ordinary shares) to the University of Texas MD Anderson Cancer Center (MDACC), as payment for the ongoing research being conducted by MDACC.

On 6 June 2018, the Company granted performance rights to the following directors:

Director	No of performance shares	Start date	Vesting date
Bronwyn Le Grice	150,000	6 June 2019	26 April 2020
Jovanka Naumoska	50,000	6 June 2019	6 June 2020
Mark Van Asten	50,000	6 June 2019	6 June 2020
David Ludvigson	50,000	6 June 2019	6 June 2020
Michael Harsh	50,000	6 June 2019	6 June 2020

Significant changes in the state of affairs (continued)

The terms of these performance shares are set out in the accompanying financial statements. On 6 June 2018, the Company issued 3,000,000 options to a 3rd party which has provided general advisory and equity raising services. The options vested upon issue and expire on 30 June 2021, with a strike price of 20c.

The Company completed a rights issue that ultimately raised $4,285,904 (before costs) in two tranches:

- $411,524 raised on 24 October 2018, through a non-renounceable rights issue to existing shareholders; and
- $3,874,380 raised on 28 November 2018, through a placement to sophisticated and professional investors.

As part of the costs of the capital raising, the Company issued 34,420,000 options to the lead manager on 28 November 2018. These options vested immediately at a strike price of $0.06 and expire 24 months from the date of issue.

On 17 December 2018 the Company announced the signing of a master service agreement with US and Australian based company, Planet Innovation, to assist in the commercialisation of Imagion's *Magsense*™ technology. There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

No other matters or circumstances have arisen since 31 December 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

Management expects spending to remain constant in future periods except for contracts and collaborations agreements to advance our progress toward human trials. These agreements would include, manufacturing for our formulated nanoparticle, design and prototype production of our instrument, clinical consultants among other things.

Environmental Regulation

The Consolidated Entity is not subject to any significant environment regulation under Australian Commonwealth or State Law.

Information on Directors

Name:	**Mr. Robert Romeo Proulx**
Title:	Executive Chairman/President
Qualifications:	- Master of Arts and Bachelor of Arts, The State University of New York at Albany; - Executive Master of Business Administration, Penn State Smeal College of Business.
Experience & Expertise:	Robert has over 25 years' experience bringing life science and medical device products through development and commercialisation and joined the predecessor company, Senior Scientific as President and Chief Operating Officer.
Other Current Directorships:	Quantapore, Inc.
Former Directorships (last 3 years):	PGXL Diagnostics Laboratories, Inc. (2009 – 2017)
Membership of Committees	None
Interest in Shares:	352,500 Shares
Interest in Options:	Nil
Interest in Rights:	8,700,000 performance rights
Contractual rights to Shares:	8,700,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's loan term incentive plan and will vest into an ordinary share subject to achievement of prescribed performance conditions.

Information on Directors (continued)

Name:	**Mr. Michael John Harsh**
Title:	Non-Executive Director
Qualifications:	- Bachelor's degree in Electrical Engineering, Marquette University
Experience & Expertise:	With almost 36 years' service to GE, mostly with GE Healthcare on his résumé, Michael Harsh is extraordinarily fluent in the complex processes of transforming high-potential platform technologies into successful medical diagnostic products.
Other Current Directorships:	ENDRA Life Sciences (2016 – present); FloDesign Sonics (2015 – present); EmOpti, Inc. (2015 – present);
Former Directorships (last 3 years):	Nil
Membership of Committees	Audit and Risk
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	200,000 performance rights
Contractual rights to Shares:	150,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's long-term incentive plan and will each vest into an ordinary share 24 months after official quotation 50,000 Performance Rights each will automatically vest into one Share on the vesting date of 6 June 2020.

Name:	**Mr. David Gerald Ludvigson**
Title:	Non-Executive Director
Qualifications:	- Bachelor of Science in Accounting, University of Illinois - Masters in Accounting Science, University of Illinois.
Experience & Expertise:	David is President and CEO of Nanomix, Inc, a mobile diagnostics company. Previously, David held executive leadership positions with Nanogen, Matrix Pharmaceutical, IDEC Pharmaceuticals, MIPS Computer Systems, and other high-tech companies. He began his career at Price Waterhouse.
Other Current Directorships:	China Stem Cells Ltd (2010-present); Nanōmix Inc. (2014-present).
Former Directorships (last 3 years):	Nil
Membership of Committees	Audit and Risk Committee
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	200,000 performance rights
Contractual rights to Shares:	150,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's long-term incentive plan and will each vest into an ordinary share 24 months after official quotation 50,000 Performance Rights each will automatically vest into one Share on the vesting date of 6 June 2020.

Information on Directors (continued)

Name:	**Ms. Jovanka Naumoska**
Title:	Non-Executive Director
Qualifications:	- Bachelor of Science degree, University of Wollongong; - Bachelor of Law degree and the Graduate Diploma in Legal Practice, University of Wollongong; -Graduate Diploma in Applied Corporate Governance, Governance Institute of Australia.
Experience & Expertise:	Jovanka Naumoska is an Australian-qualified corporate lawyer with board-level experience in legal issues pertaining to medical imaging technology. Jovanka has served as Senior Corporate Lawyer and Policy Advisor for Australian Nuclear Science and Technology Organisation (ANSTO), and currently holds the position of Manager, Business Excellence.
Other Current Directorships:	Security Matters Limited
Former Directorships (last 3 years):	Nil
Membership of Committees	Remuneration and Nomination Committee
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	200,000 performance rights
Contractual rights to Shares:	150,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's long-term incentive plan and will each vest into an ordinary share 24 months after official quotation. 50,000 Performance Rights each will automatically vest into one Share on the vesting date of 6 June 2020.

Name:	**Mark Gerald Van Asten**
Title:	Non-Executive Director
Qualifications:	Bachelor of Science, University of New South Wales
Experience & Expertise:	As the Managing Director and founder of Diagnostic Technology Pty Ltd, Mark has been responsible for the development, introduction, and mainstream healthcare adoption of technologies throughout Australia and Asia. Mark has also held several director-level business development positions with US and Australian diagnostics corporations.
Other Current Directorships:	Nil
Former Directorships (last 3 years):	Nil
Membership of Committees	Audit and Risk, Remuneration and Nomination
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	200,000 performance rights
Contractual rights to Shares:	150,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's long-term incentive plan and will each vest into an ordinary share 24 months after official quotation 50,000 Performance Rights each will automatically vest into one Share on the vesting date of 6 June 2020.

Information on Directors (continued)

Name:	**Ms. Bronwyn Le Grice**
Title:	Non-Executive Director
Qualifications:	Bachelor's Degree, Commerce, The University of Western Australia.
Experience & Expertise:	Bronwyn has over 15 years senior executive experience in health technology spanning venture capital, transaction management, capital raising, corporate development, investor relations and industry advocacy. She is currently Founder & CEO of ANDHealth, providing Australia's only accelerator programs focused specifically on de-risking and commercialising technologies in digital health. Previously Bronwyn held the role of Investment Director BioScience Managers and has advised both public and private companies in Australia and New Zealand on deal preparation, structuring, execution and investor engagement. Bronwyn is a Member of Women on Boards and the Australian Institute of Company Directors. In addition, she holds a number of advisory roles, including the RMIT University Health and BioMedical Sector Expert Research Advisory Group, Swinburne University Innovation Precinct Advisory Board, La Trobe University Digital Health Advisory Committee, PCH Alliance Global Innovation Task Force and Australia New Zealand Leadership Forum Health Technolo ies Sector Advisor Group.
Other Current Directorships:	ANDHealth Limited & Fidere Group
Former Directorships (last 3 years):	None
Membership of Committees	None
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	150,000 performance rights
Contractual rights to Shares:	150,000 Performance Rights each will automatically vest into one Share on the vesting date of 26 April 2020.

Information on Directors (continued)

Name:	**Dr John Hazle**
Title:	Non-Executive Director
Qualifications:	- Bachelors, Physics University of Kentucky; - Master's Degree, Medical Physics University of Kentucky; - Ph.D. Biophysics The University of Texas.
Experience & Expertise:	Dr. Hazle is a medical physicist with over 25 years of experience. He is board-certified and licensed in Texas for both therapeutic and diagnostic medical physics. His primary research interests are image-guided therapy, pre-clinical imaging and novel early detection technologies. Dr. Hazle has been the Director of the NCI funded Small Animal Cancer Imaging Research Facility and was the Director of the NCI funded Experimental Cancer Imaging Research Program.
Other Current Directorships:	None
Former Directorships (last 3 years):	None
Membership of Committees	None
Interest in Shares:	Nil
Interest in Options:	Nil
Interest in Rights:	150,000 performance rights
Contractual rights to Shares:	150,000 performance rights which are subject to ASX escrow restrictions for 24 months from official quotation. The Performance rights are issued under the company's long-term incentive plan and will each vest into an ordinary share 24 months after official quotation.

Other current directorships quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary

Ms. Jovanka Naumoska has held the role of Company Secretary since 6 December 2016. She holds a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia as well as Bachelor of Science degree from the University of Wollongong, Bachelor of Law degree and the Graduate Diploma in Legal Practice, also from the University of Wollongong.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 31 December 2018, and the number of meetings attended by each director were:

	Full Board		**Audit & Risk Management Committee**		**Remuneration & Nomination Committee**	
	Number of meetings eligible to attend	Attended	Number of meetings eligible to attend	Attended	Number of meetings eligible to attend	Attended
Mr. Robert Romeo Proulx	5	5				
Mr. Peter Di Chiara*	3	3	1	1		
Mr. Michael John Harsh	5	5	2	1		
Mr. David Gerald Ludvigson	5	5	2	2	1	1
Ms. Jovanka Naumoska	5	5			1	1
Mr. Mark Gerald Van Asten	5	5	2	2	1	1
Dr. John Hazle***	2	1				
Ms. Bronwyn Le Grice **	2	1				

**resigned on 26 April 2018*
***appointed on 26 April 2018*
****appointed on 30 July 2018*

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- principles used to determine the nature and amount of remuneration
- details of remuneration
- service agreements
- share-based compensation
- additional information
- additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board has determined the remuneration arrangements for the directors and executives with the appointment of the Nomination and Remuneration Committee they will be responsible for determining and reviewing remuneration arrangements for its directors and executives.

Principles used to determine the nature and amount of remuneration (continued)

The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and del constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive director's remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

Shareholders approve the maximum aggregate remuneration for non-executive directors at the Annual General Meeting on 31 May 2018. The Board recommends the actual payments to directors and shareholders are responsible for ratifying any recommendations, if appropriate. ASX listing rules require the aggregate non-executive director's remuneration be determined periodically by a general meeting. The aggregate approved remuneration for non-executive directors is $250,000.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- health care benefits

The combination of these comprises the executive's total remuneration.
Fixed remuneration, consisting of base salary and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved.

Principles used to determine the nature and amount of remuneration (continued)

The long-term incentives ('LTI') include share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on defined earnings per share targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Nomination and Remuneration Committee.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Imagion Biosystems Limited:

Executive Directors:
Robert Romeo Proulx – Executive Chairman/President

Other Key Management:
Giulio Paciotti – Vice President – Research & Development, resigned 1 July 2018
Brian Conn – Chief Financial Officer

Details of Remuneration

	Short Term Benefits			**Share-Based Payments**		
2018	**Cash Salary & Fees**	**Cash Bonus**	**Non-Monetary**	**Equity-settled shares**	**Equity-settled options**	**Total**
	$	$	$	$	$	$
Non-Executive Directors						
Mr. Peter Di Chiara*	2,576	-	-	-	18,319	20,895
Mr. Michael John Harsh	12,500	-	-	-	11,315	23,815
Mr. David Gerald Ludvigson	12,500	-	-	-	11,315	23,815
Ms. Jovanka Naumoska	12,500	-	-	-	11,315	23,815
Mr. Mark Gerald Van Asten	12,500	-	-	-	11,315	23,815
Ms. Bronwyn Le Grice**	8,333	-	-	-	2,531	10,864
Dr John Hazle ***	12,500	-	-	-	10,519	23,019
Executive Directors						
Robert Romeo Proulx	347,942	-	-	-	610,096	958,038
Other Key Management						
Giulio Paciotti****	272,000	-	-	-	(64,386)	207,614
Brian Conn	200,480	-	-	-	119,214	319,694
Total	893,831	-	-	-	741,553	1,635,384

* *Represents remuneration from 1 January 2018 to 26 April 2018.*
** *Represents remuneration from 26 April 2018 to 31 December 2018.*
*** *Represents remuneration from 30 July 2018 to 31 December 2018.*
**** *Represents remuneration from 1 January 2018 to 1 July 2018.*

Details of Remuneration (continued)

	Short Term Benefits			Share-Based Payments		
2017	**Cash Salary & Fees**	**Cash Bonus**	**Non-Monetary**	**Equity-settled shares**	**Equity-settled options**	**Total**
	$	$	$	$	$	$
Non-Executive Directors						
Mr. Peter Di Chiara*	5,178	-	-	-	5,681	10,859
Mr. Michael John Harsh**	5,178	-	-	-	5,681	10,859
Mr. David Gerald Ludvigson***	5,178	-	-	-	5,681	10,859
Ms. Jovanka Naumoska	5,178	-	-	-	5,681	10,859
Mr. Mark Gerald Van Asten	5,178	-	-	-	5,681	10,859
Executive Directors						
Robert Romeo Proulx	309,675	-	-	-	329,504	639,179
Other Key Management						
Giulio Paciotti	238,035	-	-	-	64,386	302,421
Brian Conn	176,458	-	-	-	64,386	240,844
Total	750,058	-	-	-	486,681	1,236,739

* *Represents remuneration from 28 April 2017 to 31 December 2017.*
** *Represents remuneration from 28 February 2017 to 31 December 2017.*
*** *Represents remuneration from 8 March 2017 to 31 December 2017.*

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Mr. Robert Romeo Proulx
Title:	Executive Chairman/President
Agreement Commenced	1 May 2017
Term of Agreement	3 years, unless extended by mutual agreement
Details	- Base salary of $US200,000 per annum, to be reviewed annually by the Nomination and Remuneration Committee; - Entitled to up to 8,700,000 Shares under the Long-Term Incentive Plan (subject to certain milestones being met) as an initial grant upon Listing; - 12 months termination notice by either party,

Name:	Giulio Paciotti (resigned on 15 June 2018)
Title:	Vice President Research & Development
Agreement Commenced	1 May 2017
Term of Agreement	3 years, unless extended by mutual agreement
Details	- Base salary of $US165,000 per annum, to be reviewed annually by the Nomination and Remuneration Committee. - Entitled to up to 1,700,000 Shares under the Long-Term Incentive Plan (subject to certain milestones being met) as an initial grant upon Listing. - 6 months termination notice by either party.

Service agreements (continued)

Name:	Brian Conn
Title:	Chief Financial Officer
Agreement Commenced	1 May 2017
Term of Agreement	3 years, unless extended by mutual agreement
Details	- Base salary of $US120,000 per annum, to be reviewed annually by the Nomination and Remuneration Committee. - Entitled to up to 1,700,000 Shares under the Long-Term Incentive Plan (subject to certain milestones being met) as an initial grant upon Listing. - 6 months termination notice by either party

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of Shares
There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 31 December 2018.

Options
There were no options issued to Directors and other key management personnel as part of compensation during the year ended 31 December 2018.

Performance Rights
The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting are as follows:

Name	Number of rights granted	Grant date	Expiry date	Exercise price $	Fair value per right at grant date $
Mr. Robert Romeo Proulx	8,700,000	22-Jun-17	22-Jun-19	-	0.16
Mr. Peter Di Chiara*	150,000	22-Jun-17	22-Jun-19	-	0.16
Mr. Michael John Harsh	150,000	22-Jun-17	22-Jun-19	-	0.16
	50,000	6-Jun-18	6-Jun-20	-	0.06
Mr. David Gerald Ludvigson	150,000	22-Jun-17	22-Jun-19	-	0.16
	50,000	6-Jun-18	6-Jun-20	-	0.06
Ms. Jovanka Naumoska	150,000	22-Jun-17	22-Jun-19	-	0.16
	50,000	6-Jun-18	6-Jun-20	-	0.06
Ms. Bronwyn Le Grice	150,000	6-Jun-18	26-Apr-20	-	0.06
Dr John Hazle**	150,000	22-Jun-17	22-Jun-19	-	0.16
Mr. Mark Gerald Van Asten	150,000	22-Jun-17	22-Jun-19	-	0.16
	50,000	6-Jun-18	6-Jun-20	-	0.06
Giulio Paciotti	1,700,000	22-Jun-17	22-Jun-19	-	0.16
Brian Conn	1,700,000	22-Jun-17	22-Jun-19	-	0.16

* Resigned 26 April 2018. The performance rights were forfeited upon resignation.
** Appointed 30 July 2018. The performance rights were granted to Dr Hazle when he was an advisor to the Company.

Share-based compensation (continued)

Performance rights granted carry no dividend or voting rights.

Additional information

The earnings of the Consolidated Entity for the year ended 31 December 2017 is summarised below:

	2018	2017
Revenue	371,489	339,057
Net loss before tax	8,340,013	7,794,602
Net loss after tax	8,340,013	7,794,602

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2018	2017
Share Price at start of financial year ($)	0.110	0.200
Share price at financial year end ($)	0.030	0.110
Basic earnings per share (cents per share)	(0.0378)	(0.0507)
Diluted earnings per share (cents per share)	(0.0378)	(0.0507)

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

Name	Balance start of year	Received Remuneration	Additions	Disposals	Balance at the end of the year
Mr. Robert Romeo Proulx	235,000	-	117,500	-	352,500
Mr. Peter Di Chiara	-	-	-	-	-
Mr. Michael John Harsh	-	-	-	-	-
Mr. David Gerald Ludvigson	-	-	-	-	-
Ms. Jovanka Naumoska	-	-	-	-	-
Mr. Mark Gerald Van Asten	-	-	-	-	-
Ms. Bronwyn Le Grice	-	-	-	-	-
Dr John Hazle	-	-	-	-	-
Giulio Paciotti	-	-	-	-	-
Brian Conn	-	-	250,000	-	250,000
Total	235,000	-	367,500	-	602,500

Additional disclosures relating to key management personnel (continued)

Performance Rights Holding
The number of performance shares in the company held during the financial year by each Director and other members of key management personnel of the Consolidated Entity, including their personally related parties, is set out below:

Name	Balance start of year	Granted	Vested	Expired/forfeited/other	Balance at end of year
Mr. Robert Romeo Proulx	8,700,000	-	-	-	8,700,000
Mr. Peter Di Chiara*	150,000	-	-	(150,000)	-
Mr. Michael John Harsh	150,000	50,000	-	-	200,000
Mr. David Gerald Ludvigson	150,000	50,000	-	-	200,000
Ms. Jovanka Naumoska	150,000	50,000	-	-	200,000
Mr. Mark Gerald Van Asten	150,000	50,000	-	-	200,000
Ms. Bronwyn Le Grice	-	150,000	-	-	150,000
Dr John Hazle**	150,000	-	-	-	150,000
Giulio Paciotti***	1,700,000	-	-	(1,700,000)	-
Brian Conn	1,700,000	-	-	-	1,700,000
Total	13,000,000	350,000		(1,850,000)	11,500,000

* Resigned 26 April 2018. The performance shares were forfeited upon resignation.
** Appointed 30 July 2018. The performance rights were granted to Dr Hazle when he was an adviser to the Company
*** Resigned 1 July 2018. The performance shares were forfeited on resignation.

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of Imagion Biosystems Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
6 June 2018	30 June 2021	$0.20	3,000,000
28 November 2018	27 November 2020	$0.06	34,700,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

No person has applied to the Court under Section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 14 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

Proceedings on behalf of the company (continued)

The directors are of the opinion that the services as disclosed in note 15 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and

- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of RSM Australia Partners

There are no officers of the company who are former partners of RSM Australia Partners.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor

RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Robert Proulx
Director

29 March 2019

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Imagion Bio Systems Limited for the year ended 31 December 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

Miano

R B MIANO
Partner

Dated: 29 March 2019
Melbourne, Victoria

Imagion Biosystems Limited
Consolidated Statement of Profit and Loss and Other Comprehensive Income
For the year ended 31 December 2018

	Note	2018 $	2017 $
Revenue and other income	**4**	371,489	339,057
Expenses			
Research & development costs		(3,295,676)	(2,155,714)
Employee salaries and expenses		(3,128,280)	(2,100,536)
Professional fees		(525,302)	(1,084,342)
General expenses		(1,148,459)	(1,026,512)
Share based payments expense		(837,133)	(623,927)
Depreciation		(213,791)	(206,834)
Foreign exchange gain/(loss)		444,892	(529)
Interest		-	(858,583)
Finance costs		(7,753)	(76,682)
Loss before income tax expense		**(8,340,013)**	**(7,794,602)**
Income tax expense		-	-
Loss after income tax expense		**(8,340,013)**	**(7,794,602)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation reserve		(411,997)	61,575
Income tax relating to these items		-	-
Other comprehensive income/(loss) for the year, net of tax		(411,997)	61,575
Total comprehensive income/(loss) for the year		**(8,752,010)**	**(7,733,027)**
Loss attributable to:			
Owners of Imagion Biosystems Limited		**(8,752,010)**	**(7,733,027)**
Loss per share attributable to the owners of Imagion Biosystem Limited		**Cents**	**Cents**
Basic loss per share	20	(0.0378)	(0.0507)
Diluted loss per share	20	(0.0378)	(0.0507)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Imagion Biosystems Limited
Consolidated Statement of Financial Position
As at 31 December 2018

	Note	2018 $	2017 $
Assets			
Current assets			
Cash and cash equivalents	5	4,367,097	6,872,829
Trade and other receivables		140,481	8,704
Other current assets	6	408,021	387,690
Total current assets		4,915,599	7,269,223
Non-current assets			
Property, plant and equipment	7	271,860	372,103
Total non-current assets		271,860	372,103
Total assets		5,187,459	7,641,326
Liabilities			
Current liabilities			
Trade and other payables	8	1,187,992	564,663
Lease liability		36,082	30,684
Employee benefits		75,723	44,094
Total current liabilities		1,299,797	639,441
Non-current liabilities			
Lease liability		18,434	49,329
Total non-current liabilities		18,434	49,329
Total liabilities		1,318,231	688,770
Net assets		**3,869,228**	**6,952,556**
Equity			
Issued capital	10	33,182,325	28,686,708
Reserves	11	1,899,938	1,138,870
Accumulated losses	12	(31,213,035)	(22,873,022)
Total equity		**3,869,228**	**6,952,556**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Imagion Biosystems Limited
Consolidated Statement of Changes in Equity
As at 31 December 2018

Consolidated	**Issued Capital $**	**Reserves $**	**Accumulated Losses $**	**Total Equity $**
Balance at 1 January 2017	2	453,368	(15,078,420)	(14,625,050)
Loss after income tax expense for the year	-	-	(7,794,602)	(7,794,602)
Other comprehensive income for the year, net of tax	-	61,575	-	61,575
Total comprehensive income for the year	-	61,575	(7,794,602)	(7,733,027)
Transactions with owners in their capacity as owners:				
Contributions of equity	32,610,259	-	-	32,610,259
Cost of contributions of equity	(3,923,553)	-	-	(3,923,553)
Share-based payments	-	623,927	-	623,927
Balance at 31 December 2017	28,686,708	1,138,870	(22,873,022)	6,952,556

Consolidated	**Issued Capital $**	**Reserves $**	**Accumulated Losses $**	**Total Equity $**
Balance at 1 January 2018	28,686,708	1,138,870	(22,873,022)	6,952,556
Loss after income tax expense for the year	-	-	(8,340,013)	(8,340,013)
Other comprehensive income for the year, net of tax	-	(411,997)	-	(411,997)
Total comprehensive income for the year	-	(411,997)	(8,340,013)	(8,752,010)
Transactions with owners in their capacity as owners:				
Contributions of equity	5,146,705	-	-	5,146,705
Cost of contributions of equity	(651,088)	-	-	(651,088)
Share-based payments	-	1,173,065	-	1,173,065
Balance at 31 December 2018	33,182,325	1,899,938	(31,213,035)	3,869,228

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Imagion Biosystems Limited
Consolidated Statement of Cash Flows
For the year ended 31 December 2018

	Note	Consolidated 2018 $	Consolidated 2017 $
Cash flows from operating activities			
Receipts from customers (inclusive of sales and other taxes)		154,457	125,158
Payments to suppliers and employees (inclusive of sales and other taxes)		(6,786,076)	(7,017,667)
Interest received		67,078	51,213
Interest and other finance costs paid		(2,669)	(136,089)
Net cash from operating activities	19	(6,567,210)	(6,977,385)
Cash flows from investing activities			
Payment for property, plant and equipment		(83,565)	(369,606)
Net cash used in investing activities		(83,565)	(369,606)
Cash flows from financing activities			
Lease repayments		(128,493)	(99,294)
Proceeds from financing arrangements		-	213,375
Proceeds from the issue of shares		4,285,884	18,208,278
Share issue costs		(54,189)	(1,109,420)
Proceeds from note issue		-	81,169
Repayment of notes		-	(3,108,683)
Net cash used in financing activities		4,103,202	14,185,425
Net increase/(decrease) in cash and cash equivalents		(2,547,573)	6,838,434
Cash and cash equivalents at the beginning of the financial year		6,872,829	27,641
Effects of exchange rate changes on cash and cash equivalents		41,841	6,754
Cash and cash equivalents at the end of the financial year		4,367,097	6,872,829

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.
Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.
The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 9 Financial Instruments
The consolidated entity has adopted AASB 9 from 1 January 2018. The standard introduced new classification and measurement models for financial assets and financial liabilities.

AASB 15 Revenue from Contracts with Customers
The consolidated entity has adopted AASB 15 from 1 January 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price.

There is currently no impact on the consolidated entity when adopting both AASB 9 and AASB 15 and therefore no subsequent adjustments were necessary.

Going Concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business. As disclosed in the financial statements, the consolidated entity incurred a loss of $8,340,013, and had net cash outflows from operating activities of $6,567,210 for the year ended 31 December 2018. The consolidated entity is dependent on the need for additional funding to cover ongoing product development and has forecast losses for the next financial year.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that there are reasonable grounds to believe that the consolidated entity will be able to continue as a going concern after considering the following factors:

- The Directors are confident that additional funds can be raised through further capital raisings to support ongoing research and development activities;
- The Company successfully raised $4,285,904 (before costs) during October and November 2018.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Note 1. Significant accounting policies (continued)

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 16.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Imagion Biosystems Limited ('company' or 'parent entity') as at 31 December 2018 and the results of all subsidiaries for the year then ended. Imagion Biosystems Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation
The financial statements are presented in Australian dollars, which is Imagion Biosystems Limited's functional and presentation currency.

Note 1. Significant accounting policies (continued)

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition
The consolidated entity recognises revenue as follows:

Sale of goods
Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered, or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Note 1. Significant accounting policies (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Derivative financial instruments
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Note 1. Significant accounting policies (continued)

Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial assets at fair value through other comprehensive income
Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets
The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-10 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Leases
The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Note 1. Significant accounting policies (continued)

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Research and development
Research costs for the development of intellectual property are expenses in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources; and intent to complete the development and its costs can be measured reliably. Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure is capitalised and is amortised on a straight-line basis over the period of expected benefits from the related project.

Trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee Benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.
Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

Note 1. Significant accounting policies (continued)

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted.

The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests.

Note 1. Significant accounting policies (continued)

For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued Capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds

Dividends
Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

Earnings per share
Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Imagion Biosystems Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Note 1. Significant accounting policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted Australian

Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Consolidated Entity for the annual reporting period ended 31 December 2018. The Consolidated Entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Consolidated Entity, are set out below.

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs. The Consolidated Entity will adopt this standard from 1 January 2019, and it is not expected to have a material impact on the Consolidated Entity's financial performance due to the short-term nature of its leases.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Fair value measurement hierarchy

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

The carrying amounts of cash and cash equivalents, trade receivables and trade payables are assumed to approximate their fair values due to their short-term nature.

Note 3. Operating Segments

Identification of reporting operating segments

The consolidated entity is organised into one operating segment being Research & Development. This operating segment is based on internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers (CODM) in assessing performance and in determine the allocation of resources.

Note 4. Revenue

	Consolidated 2018 $	2017 $
Sales revenue		
Sale of goods	191,477	20,102
	191,477	20,102
Other revenue		
Interest	36,955	81,620
Other income	143,057	109,459
Fair value of financial derivative movement	-	127,876
	180,012	318,955
Revenue	371,489	339,057

Note 5. Current assets - cash and cash equivalents

	Consolidated 2018 $	2017 $
Cash on hand	16	2
Cash at bank	4,367,081	837,320
Cash on deposit	-	6,035,507
	4,367,097	6,872,829

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

	2018 $	2017 $
Balances as above	4,367,097	6,872,829
Balance as per statement of cash flows	4,367,097	6,872,829

Note 6. Current assets - other

	Consolidated 2018 $	2017 $
Prepayments	52,885	340,555
Other assets	355,136	16,974
Accrued interest income	-	30,161
	408,021	387,690

Note 7. Non-current assets - property, plant and equipment

	Consolidated 2018 $	2017 $
Plant and equipment - at cost	1,328,260	1,123,017
Less: accumulated depreciation	(1,056,400)	(750,914)
	271,860	**372,103**

Reconciliation
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated – Plant & Equipment	Consolidated 2018 $	2017 $
Opening Balance	372,103	218,477
Additions	87,181	369,606
Disposals	-	-
Foreign currency revaluation movements	26,367	(9,460)
Depreciation expense	(213,791)	(206,520)
Closing Balance	271,860	372,103

Note 8. Current liabilities - trade and other payables

	Consolidated 2018 $	2017 $
Trade payables	983,680	401,658
Other payables	204,312	163,005
	1,187,992	**564,663**

Note 9. Contingent liabilities

As of 31 December 2018, the Company was not party to any material litigation, claims or suit whose outcome could have a material effect on the financial statements (31 December 2017: Nil).

Note 10. Equity - issued capital

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

		Consolidated		
	2017 Shares	2018 Shares	2017 $	2018 $
Ordinary shares - fully paid	203,766,163	322,7432,824	28,686,708	33,248,127

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue Price**	**$**
Balance at 1 January 2017	1 January 2017	20	0.10	2
Issue of shares	7 February 2017	29,629,637	0.09	2,666,667
Issue of shares	7 February 2017	32,553,959	0.11	3,580,935
Issue of shares	7 February 2017	64,099,456	0.15	9,797,733
Issue of shares	22 June 2017	3,333,091	0.52	1,734,924
Issue of shares	22 June 2017	74,150,000	0.20	14,830,000
Sub total	31 December 2017	203,766,163		32,610,261
Costs of capital raising				(3,923,553)
Closing balance				28,686,708

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue Price**	**$**
Issue of shares (share-based payment)	6 June 2018	10,529,053	0.062	652,801
Issue of shares (rights issue)	24 October 2018	10,288,098	0.04	411,524
Issue of shares (rights issue)	28 November 2018	96,859,510	0.04	3,874,380
Issue of shares (performance shares)	28 November 2018	1,300,000	0.16	208,000
Sub total	31 December 2018	322,742,824		33,833,413
Costs of capital raising				(651,088)
Closing balance				33,182,325

On 6 June 2018, the consolidated entity issued an additional 10,529,053 shares to the University of Texas MD Anderson Cancer Center, as payment for the consolidated entity's contribution to ongoing research being conducted by the Cancer Center. The shares have been valued at the fair value on the date of issue.

The consolidated entity completed a rights issue that ultimately raised $4,285,904 (before costs) in two tranches:
- $411,524 raised on 24 October 2018, through a non-renounceable rights issue of 10,288,098 shares at $0.04 to existing shareholders.
- $3,874,380 raised on 28 November 2018, through a placement of 96,859,510 shares at $0.04 to sophisticated and professional investors.

On 28 November 2018, 1,300,000 vested performance shares were converted into ordinary shares. The performance shares were issued to current and previous employees.

Note 10. Equity - issued capital (continued)

Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current consolidated entity's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short-term as it continues to integrate and grow its existing businesses in order to maximise synergies.

Note 11. Equity - reserves

	Consolidated 2018 $	Consolidated 2017 $
Share based payment reserve – options	1,796,992	623,927
Foreign currency translation reserve	102,946	514,943
Total	1,899,938	1,138,870

Foreign currency translation reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Share based payment reserve $	Foreign currency reserve $	Total $
Balance at 1 January 2017	-	453,368	453,368
Movements in revaluation of foreign currency through translation reserve	-	61,575	61,575
Share based payments for key management, non-executive directors and employees	623,927	-	623,927
Balance at 31 December 2017	623,927	514,943	1,138,870
Movements in revaluation of foreign currency through translation reserve	-	(411,997)	(411,997)
Share based payments for key management, non-executive directors and employees	1,173,065	-	1,173,065
Balance at 31 December 2018	1,796,992	102,946	1,899,938

Note 12. Accumulated Losses

	Consolidated 2018 $	2017 $
Accumulated Losses at the beginning of the financial year	(22,873,022)	(15,078,420)
Losses after income tax expense for the year	(8,340,013)	(7,794,602)
Dividends paid	-	-
Accumulated Losses at the end of the financial year	(31,213,035)	(22,873,022)

Note 13. Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated 2018 $	2017 $
Short-term employee benefits	893,831	750,058
Share-based payments	741,553	486,681
	1,635,384	1,236,739

Note 14. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the company, its network firms and unrelated firms:

	Consolidated 2018 $	2017 $
Audit services – RSM Australia Partners		
Audit or review of the financial statements	60,000	60,000
Other services – RSM Australia Pty Ltd		
Investigating accountants report	-	61,720
	60,000	121,720

Note 15. Commitments

	Consolidated 2018 $	2017 $
Lease commitments - operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year**	17,132	1,250,126
One to five years	-	158,439
	17,312	1,408,565

	Consolidated 2018 $	2017 $
Lease commitments - finance		
Committed at the reporting date and recognised as liabilities, payable:		
Within one year	38,507	34,844
One to five years	18,971	52,009
Total commitment	57,478	86,853
Less: Future finance charges	(2,963)	(6,840)
Net commitment recognised as liabilities	54,515	80,013
Representing:		
Lease liability - current	36,082	30,684
Lease liability - non-current	18,433	49,329
	54,515	80,013

Finance lease commitments includes contracted amounts for various plant and equipment with a written down value of $59,766 (2017: $77,257) secured under finance leases expiring within one to five years. Under the terms of the leases, the consolidated entity has the option to acquire the leased assets for predetermined residual values on the expiry of the leases.

The consolidated entity has no capital expenditure commitments as at 31 December 2018 (2017: Nil).

Note 16. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2018 $	2017 $
(Loss) after income tax	(28,436,906)	(2,333,573)
Total comprehensive income	(28,436,906)	(2,333,573)

Statement of financial position

	Parent 2018 $	2017 $
Total current assets	4,705,440	6,263,838
Total assets	4,705,453	26,652,192

Note 16. Parent entity information (continued)

	2018 $	2017 $
Total current liabilities	687,789	167,165
Total liabilities	687,789	167,165
Equity		
Issued capital	33,182,325	28,686,708
Reserves	2,084,119	610,182
Retained earnings	(31,248,780)	(2,811,863)
Total equity	4,017,664	26,485,027

Contingent liabilities

The parent entity had no contingent liabilities as at 31 December 2018 and 31 December 2017.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 31 December 2018 and 31 December 2017.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 17. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in note 1:

		Ownership interest	
Name	**Principal place of business / Country of incorporation**	**2018 %**	**2017 %**
Imagion Biosystems Inc	United States of America	100	100

Note 18. Events after the reporting period

No other matters or circumstances have arisen since the end of the financial period that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years.

Note 19. Reconciliation of loss after income tax to net cash flows from operating activities

	Consolidated 2018 $	Consolidated 2017 $
Loss after income tax expense for the year	(8,340,013)	(7,794,602)
Adjustments for:		
Depreciation expense	213,791	206,834
Refundable Deposit	(123,112)	-
Fair value adjustment	(140,036)	(127,877)
Foreign exchange loss	(444,892)	529
Share based payments expense	837,133	623,927
Direct Equity Raising Costs	(57,894)	-
Collaboration Expenses	869,811	-
Interest	-	858,582
	(7,185,212)	(6,232,607)
Changes in operating assets and liabilities:		
Trade and other receivables	(44,583)	(66,046)
Prepayments	287,670	(331,332)
Trade and other payables	371,450	(364,374)
Monies in trust	3,465	16,974
Net cash used in operating activities	(6,567,210)	(6,977,385)

Note 20. Earnings per share

	Consolidated 2018 $	Consolidated 2017 $
Loss after income tax	(8,340,013)	(7,794,602)
Loss after income tax attributable to the owners of Imagion Biosystems Limited	(8,340,013)	(7,794,602)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	220,883,627	153,835,959
Weighted average number of ordinary shares used in calculating diluted earnings per share	220,883,627	153,835,959
	Cents	**Cents**
Basic earnings per share	(0.0378)	(0.0507)
Diluted earnings per share	(0.0378)	(0.0507)

Note 21. Share based payments

Performance Shares

Upon listing on the Australian Stock Exchange, the consolidated entity established various incentive arrangements to assist in the attraction, retention and motivation of its employees and management group.

Employees

A total of 2,550,000 rights over shares were issued to employees of the consolidated entity under the LTI plan, which vest quarterly over the two years following the listing on 22 June 2017 to 22 June 2019 and are not subject to performance milestones. Each right is convertible into one ordinary share upon vesting. Performance rights are unquoted.

During the current financial year and the previous financial year, rights vested on a quarterly basis in accordance with the rules of the LTI Plan and, upon cessation of employment, unvested rights either lapsed or fully vested.

On 28 November 2018, 1,300,000 rights were converted into ordinary shares.

Key Management and Directors

A total of 13,350,000 rights over shares have been issued to Key management personnel and directors. These shares vest two years after the date of issue, and are not subject to performance milestones, apart from continuation of employment. Each right is convertible into one ordinary share upon vesting . Performance rights are unquoted.

During the current financial year 350,000 performance rights were issued to directors, (2017: 13,000,000) and 1,850,000 rights (2017: Nil) lapsed due to cessation of employment

During the current financial year, no rights were issued to employees (2017: 2,550,000), and 656,250 (2017: 468,750) lapsed.

Other rights to employees vested in 2018 were 818,750 (2017: 543,750).

The number of performance shares at the end of the financial year and movements are shown below:

	Employees		Directors & Key Management		Total	Total
2017	**Unvested**	**Vested**	**Unvested**	**Vested**	**Unvested**	**Vested/not exercised**
1 January 2017	-	-	-	-	-	-
Issued	2,550,000	-	13,000,000		15,550,000	-
Vested based on employment	(543,750)	543,750	-	-	(543,750)	543,750
Vested – due to resignation	-	-	-	-	-	-
Lapsed – due to resignation	(468,750)	-	-	-	(468,750)	-
Balance 31 December 2017	**1,537,500**	**543,750**	**13,000,000**	**-**	**14,537,500**	**543,750**
2018						
Issued	-	-	350,000	-	350,000	-
Vested based on employment	(412,500)	412,500	-	-	(412,500)	412,500
Vested – due to resignation	(406,250)	406,250	-	-	(406,250)	406,250
Lapsed – due to resignation	(656,250)	-	(1,850,000)	-	(2,506,250)	-
Converted to shares	-	(1,300,000)	-	-	-	(1,300,000)
Balance 31 December 2018	**62,500**	**62,500**	**11,500,000**	**-**	**11,562,500**	**62,500**

Note 22. Financial Instruments

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Derivatives are not currently used by the consolidated entity for hedging purposes. The consolidated entity does not speculate in the trading of derivative instruments.

Market Risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations, in particular United States dollars.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The consolidated entity had net liabilities denominated in foreign currencies of $148,423 (assets of $482,019 less liabilities of $630,442) as at 31 December 2018 (2017: Net Assets $855,909 (assets of $137,514 less liabilities of $521,605)). Based on this exposure, had the Australian dollar weakened by 5%/strengthened by 5% (2017: weakened by 5%/strengthened by 5%) against these foreign currencies with all other variables held constant, the consolidated entity's loss before tax for the year would have been $7,421 lower/$7,421 higher (2017: $42,795 lower/$42,795 higher) .

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows (holdings are shown in AUD equivalent):

	Assets		Liabilities	
	2018	2017	2018	2017
Consolidated				
US dollars	482,019	1,377,514	630,442	521,605
	482,019	1,377,514	630,442	521,605

Price risk
The Consolidated Entity is not exposed to any significant price risk.

Credit risk
Credit risk refers to the risk that the counter party will default on its contractual obligations resulting in financial loss to the consolidated entity. Credit risk is the risk of financial loss to the consolidated entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the consolidated entity's receivables from customers and investment securities. The consolidated entity has only minimal sales revenue and consequently does not have credit exposure to outstanding receivables.

Interest rate risk
Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from fluctuations in interest bearing financial assets and liabilities that the consolidated entity uses. Interest bearing assets comprise cash and cash equivalents which are considered to be short-term liquid assets and investment decisions are governed by the monetary policy.

Note 22. Financial Instruments (continued)

During the year, the consolidated entity had no variable rate interest bearing liability. It is the consolidated entity's policy to settle trade payables within the credit terms allowed and therefore not incur interest on overdue balances.

Liquidity risk
Liquidity risk is the risk that the consolidated entity will not be able to meet its financial obligations as they fall due. The consolidated entity'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 consolidated entity's reputation. The Consolidated Entity's objective is to maintain a balance between continuity of funding and flexibility. The consolidated entity's exposure to financial obligations relating to corporate administration and projects expenditure, are subject to budgeting and reporting controls, to ensure that such obligations do not exceed cash held and known cash inflows for a period of at least 1 year.

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2018	**Weighted average interest rate** %	**1 year or less**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Over 5 years**	**Total**
Non-derivatives						
Non-interest bearing						
Trade payables	-	983,680	-	-	-	983,680
Other payables	-	204,312	-	-	-	204,312
Interest-bearing - fixed rate	-	-	-	-	-	-
Lease liability	6.317%	38,507	18,971	-	-	57,478
Total non-derivatives		1,226,499	18,971	-	-	1,245,470
Derivatives						
Promissory and Convertible Notes	-	-	-	-	-	-
Total derivatives		-	-	-	-	-

Consolidated - 2017	**Weighted average interest rate** %	**1 year or less**	**Between 1 and 2 years**	**Between 2 and 5 years**	**Over 5 years**	**Total**
Non-derivatives						
Non-interest bearing						
Trade payables	-	401,658	-	-	-	401,658
Other payables	-	163,005	-	-	-	163,005
Interest-bearing - fixed rate						
Lease liability	6.279%	34,844	34,844	17,165	-	86,853
Total non-derivatives		599,507	34,844	17,165	-	651,516
Derivatives						
Promissory and Convertible Notes	-	-	-	-	-	-
Total derivatives		-	-	-	-	-

Note 22. Financial Instruments (continued)

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 23. Fair value measurement

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2.

Unquoted investments have been valued using a discounted cash flow model.

Derivative financial instruments have been valued using quoted market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

Note 24. Income tax benefit

	Consolidated	
	2018	**2017**
	$	**$**
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised (Australia)	6,332,140	1,053,419
Potential tax benefit @ 27.5% for 2018 and 27.5% for 2017	1,741,338	289,690
Potential unused tax losses for which no deferred tax asset has been recognised (United States of America)	8,854,777	5,972,199

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the company satisfies the relevant tax loss rules in the relevant jurisdictions and the Company earns sufficient taxable profit to absorb the losses.

Note 25. Related party transactions

Parent Entity

Imagion Biosystems Limited is the parent entity.

Subsidiaries

Interest in subsidiaries are set out in note 17.

Key management personnel

Disclosures relating to key management personnel are set out in note 13 and the remuneration report included in the directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated 2018 $	2017 $
Payment for goods and services:		
Payment for contracting services – Bronwyn Le Grice	18,012	-

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated 2018 $	2017 $
Trade payables to Giulio Paciotti	-	14,496
Trade payables to Brian Conn	-	9,421

Loans to/from related parties
The following loan movements occurred with related parties:

	Consolidated 2018 $	2017 $
Loan from Related Parties – Interim Notes – Brian Conn and Robert Proulx	-	-
Repayment of Loan from Related Parties - Interim Notes - Brian Conn and Robert Proulx	-	352,564
Interest paid (8%) on Interim Notes for Brian Conn and Robert Proulx	-	15,513

Directors Declaration

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2018 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Robert Proulx
Director

29 March 2019

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INDEPENDENT AUDITOR'S REPORT
To the Members of Imagion Biosystem Limited

Opinion

We have audited the financial report of Imagion Biosystems Limited (the Company) and its subsidiaries (the Consolidated Entity), which comprises the consolidated statement of financial position as at 31 December 2018, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated 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 the Consolidated Entity is in accordance with the *Corporations Act 2001*, including:

(I) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2018 and of its financial performance for the year then ended; and

(ii) 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 Consolidated Entity 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Consolidated Entity incurred a net loss of $8,340,013 during the period ended 31 December 2018 and reported negative operating cash flows of $6,567,210 during the year ended 31 December 2018. As stated in Note 1, these events or conditions, along with other matters as set forth in Note1, indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
Fair Value of the share-based payments Refer to Note 21 in the financial statements	
During the year, performance rights were issued to key management personnel and options were issued to consultants of the Consolidated Entity. Management have accounted for these arrangements in accordance with AASB 2 *Share-based payments* and used a Black Scholes option pricing model to value the options issued in the year. We considered the valuation of these instruments to be a key audit matter, as it involves management estimates and judgments in determining the relevant inputs to the valuation model.	Our audit procedures included, among others: - Reviewing the minutes of directors' meetings and ASX announcements for the approvals in relation to the granting of the instruments; - Reviewing the key terms and conditions of the share-based payment arrangements; - Challenging the reasonableness of key assumptions used by management relative to the valuation at the grant date; - Verifying the mathematical accuracy of the computation; and - Reviewing the adequacy and accuracy of the relevant disclosures in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 31 December 2018 but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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.

Responsibilities of the Directors for the Financial Report (Continued.)

In preparing the financial report, the directors are responsible for assessing the ability of the Consolidated Entity 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 Consolidated Entity 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf.

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2018.

In our opinion, the Remuneration Report of Imagion Biosystems Limited., for the year ended 31 December 2018, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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 Australian Auditing Standards.

RSM

RSM AUSTRALIA PARTNERS

Miano

R B MIANO
Partner

Dated: 29 March 2019
Melbourne, Victoria

CORPORATE GOVERNANCE STATEMENT

The Company's Directors and management are committed to conducting the business of the Group's business in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations* (Third Edition) (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared a statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company, identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations (**Corporate Governance Statement**).

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, the Corporate Governance Statement will be available for review on the Company's website (www.imagionbiosystems.com), and will be lodged together with an Appendix 4G with ASX at the same time that this Annual Report is lodged with ASX.

The Appendix 4G will particularise each Recommendation that needs to be reported against by the Company, and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies and charters are all available on its website www.imagionbiosystems.com.

ADDITIONAL SECURITIES INFORMATION

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in this Annual Report. The information provided is current as at 18 April 2019 (**Reporting Date**).

QUOTED EQUITY SECURITIES – ORDINARY SHARES

As at the Reporting Date, the Company had a total of 322,742,824 fully paid ordinary shares on issue. The Company's shares are quoted on the ASX, and form the only class of securities on issue in the Company that is quoted on the ASX, and that carries voting rights.

At a general meeting of the Company, every holder of ordinary shares is entitled to vote in person or by proxy or attorney; and on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share he holds.

Range of holdings

An analysis of number of shareholders in the Company by size of holding is as follows:

Share Range	Number of Holders	Units	%
1-1,000	12	3,097	0.001
1001-5001	14	49,153	0.015
5001-10,000	29	254,435	0.079
10,000-100,001	181	8,971,730	2.780
100,001 and over	188	313,464,409	97.125
Total	425	322,742,824	100.000

Unmarketable Parcels

The number of shareholders holding less than a marketable parcel of shares as at the Reporting Date (based on a closing price of $0.026 per share) was 81.

Top 20 Shareholders

The names of the twenty largest holders of ordinary shares as at the Reporting Date are listed below:

Rank	Name	No. of shares	%
1.	MANHATTAN SCIENTIFICS INC	64,099,476	19.861
2.	MR KEMPER SHAW	36,798,818	11.402
3.	WILLIAM TAYLOR NOMINEES PTY LTD	36,798,818	11.402
4.	DRAKE SPECIAL SITUTIONS LLC	25,000,000	7.746
5.	THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM	10,529,053	3.262
6.	MR ANTHONY FAILLACE	10,361,838	3.211
7.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,043,000	2.802
8.	MR ROBERT REVELEY	6,100,000	1.890
9.	MR TOBY CHANDLER	6,100,000	1.890
10.	CITICORP NOMINEES PTY LIMITED	5,496,069	1.703
11.	WEINER PTY LTD	5,330,000	1.651
12.	ARISION PTY LIMITED <JARE SUPER FUND A/C>	4,042,011	1.252
13.	MR HAOJIE LI	2,936,935	0.910
14.	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD DRP	2,778,392	0.861
15.	CELTIC CAPITAL PTY LTD <THE CELTIC CAPITAL A/C>	2,652,940	0.822
16.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	2,519,999	0.781
17.	MR TODD JOHN HOARE	2,377,941	0.737
18.	EXCALIBUR TRADING PTY LTD	2,160,942	0.670
19.	NEW WORLD RESOURCES INVESTMENT PTE LTD	2,045,455	0.634
20.	ROBERT DAHL & MERRIL DAHL <THE SWAINHILL SF ACCOUNT>	1,800,000	0.558
	Total	**238,971,687**	**74.044**
	Balance of register	**83,771,137**	**25.956**
	Grand total	**322,742,824**	**100.00**

Substantial shareholders

The substantial holders of shares in the Company as at the Reporting Date were:

Substantial holders	Number of shares held	% of total issued share capital
Manhattan Scientifics Inc	64,099,476	19.861%
William Taylor Nominees Pty Ltd	36,798,818	11.402%
Mr Kemper Shaw	36,798,818	11.402%
Drake Special Situations LLC	25,000,000	7.746%
Imagion Biosystems Limited*	78,099,476	24.198%

** Imagion Biosystems Limited has a deemed relevant interest in 24.198% of its own shares pursuant to section 608(1)(c) of the Corporations Act, arising from the restriction on the disposal of shares under ASX restriction agreements as disclosed in the Company's substantial holding lodged with the ASX on 15 February 2018 under the heading "Notice of change of interests of substantial holder – IBX". Accordingly, the total relevant interest attributed to Imagion Biosystems Limited consists of shares which are held by other holders and which Imagion Biosystems Limited has no right to acquire or dispose of these shares, or to control the voting rights attaching to these shares.*

Escrowed Securities

Description	Number of securities	Expiry date of escrow period
Fully Paid Ordinary Shares	78,099,476	22 June 2019
Performance Rights	15,550,000	22 June 2019

UNQUOTED EQUITY SECURITIES

The Company has two classes of unquoted equity securities on issue, being Performance Rights and Options.

Performance Rights

The Performance Rights will vest into ordinary shares (on a 1-for-1 basis), subject to satisfaction of prescribed vesting conditions.

None of the Performance Rights carry any voting rights. However, any underlying shares issued upon the vesting or conversion of the Performance Rights will carry equal voting rights with the other shares on issue in the Company.

As at the Reporting Date, there were a total of 11,743,750 Performance Rights on issue, held by 10 holders.

An analysis of number of Performance Rights holders by size of holding is as follows:

Range	Number of Holders	Units	%
1-1,000	0	0	0
1001-5001	0	0	0
5001-10,000	0	0	0
10,000-100,001	1	93,750	0.798
100,001 and over	9	11,650,000	99.202
Total	**10**	**11,743,750**	**100**

Options

The Options upon exercise will convert into ordinary shares (on a 1-for-1 basis), subject to various exercise prices and expiry dates.

None of the Options carry any voting rights. However, any underlying shares issued upon conversion of the Options will carry equal voting rights with the other shares on issue in the Company.

As at the Reporting Date, there were a total of 37,700,000 Options on issue, held by 8 holders.

An analysis of number of Options holders by size of holding is as follows:

Range	Number of Holders	Units	%
1-1,000	0	0	0
1001-5001	0	0	0
5001-10,000	0	0	0
10,000-100,001	1	100,000	0.265
100,001 and over	7	37,600,000	99.735
Total	**8**	**37,700,000**	**100**

LISTING RULE 4.10.19 DISCLOSURE

For the purposes of Listing Rule 4.10.19, the Company confirms that it has used the cash and assets in a form readily convertible to cash in a way consistent with its business objectives at the time of admission.

STOCK EXCHANGE LISTING

The Company's ordinary shares are quoted on the Australian Securities Exchange (ASX: IBX).

ON-MARKET BUYBACK

The Company is not currently conducting an on-market buy-back.

No securities were purchased on-market during the reporting period under or for the purposes of an employee incentive scheme or to satisfy the entitlements of the holders of options or other rights to acquire securities granted under an employee incentive scheme.

ITEM 7 ISSUES OF SECURITIES

There are no issues of securities approved for the purposes of item 7 of section 611 of the Corporations Act which have not yet been completed.