

**Cyclopharm Limited
Annual Report 2017**

**Cyclopharm Limited and its Controlled Entities
ABN 74 116 931 250**

cyclopharm

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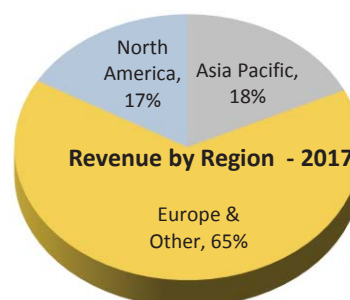
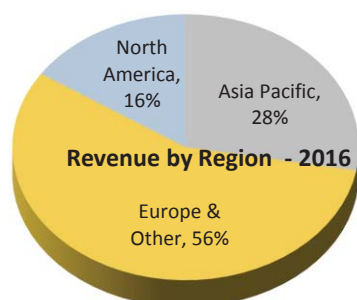
FINANCIAL HIGHLIGHTS



| Full Year ending 31 December | | 2015 | 2016 | 2017 | % Change |
|-----------------------------------|--------|--------|--------|---------|----------|
| Sales Revenue | \$'000 | 12,583 | 14,386 | 13,189 | (8.3%) |
| Profit/(Loss) Before Tax | \$'000 | 4,090 | 1,421 | 705 | (50.4%) |
| Profit/(Loss) After Tax | \$'000 | 4,793 | 891 | (1,525) | (271.0%) |
| Diluted Earnings/(Loss) Per Share | cents | 8.35 | 1.63 | (2.25) | (238.0%) |

| Sales Revenue for the Full Year ending 31 December | | 2015 | 2016 | 2017 | % Change |
|--|--------|--------|--------|--------|----------|
| Technegas Division | \$'000 | 12,508 | 14,386 | 13,189 | (8%) |
| Molecular Imaging Division | \$'000 | 75 | - | - | 0.00% |
| Total Sales Revenue | \$'000 | 12,583 | 14,386 | 13,189 | (8%) |

| Net Profit/(Loss) Before Tax for the Full Year ending 31 December | | 2015 | 2016 | 2017 | % Change |
|---|--------|---------|-------|-------|----------|
| Technegas Division | \$'000 | 2,132 | 1,789 | 1,165 | (34.9%) |
| Molecular Imaging Division | \$'000 | 1,958 * | (368) | (460) | (99.9%) |
| Total Net Profit/(Loss) Before Tax | \$'000 | 4,090 | 1,421 | 705 | (50.4%) |



| Underlying Results for the Full Year ending 31 December | | 2016 | 2017 | Inc/(Dec) | % Change |
|---|---------------|--------------|--------------|--------------|----------------|
| Sales Revenue | \$'000 | 14,386 | 13,189 | (1,197) | (8.3%) |
| Sales Revenue excluding China Seeding Sales | \$'000 | 13,008 | 13,189 | 181 | 1.4% |
| Gross Margin | \$'000 | 11,182 | 10,740 | (442) | (4.0%) |
| Gross Margin % Sales | % | 77.7% | 81.4% | (3.7%) | |
| Consolidated EBITDA | \$'000 | 2,041 | 1,043 | (998) | (48.9%) |
| Add back: | | | | | |
| Cpet/Ultralute Division | \$'000 | 366 | 457 | 91 | 24.86% |
| R&D Tax Incentive | \$'000 | (495) | (2,391) | (1,896) | 383.03% |
| Relocation expenses* | \$'000 | 428 | - | (428) | (100.0%) |
| FDA expenses | \$'000 | 1,098 | 2,585 | 1,487 | 135.43% |
| Pilot Clinical Trials expenses | \$'000 | - | 270 | 270 | (100%) |
| Provisions for Almedis Altmann GmbH | \$'000 | - | 677 | 677 | (100%) |
| Underlying EBITDA | \$'000 | 3,438 | 2,641 | (797) | (23.2%) |
| Gross Margin - China Seeding Sales | \$'000 | (767) | - | 767 | (100.0%) |
| Underlying EBITDA excluding China Seeding Sales | \$'000 | 2,671 | 2,641 | (30) | (1.1%) |

* Includes make good, moving costs and double rent associated with facility relocation from Lucas Heights to Kingsgrove, NSW

Chairman's Letter

26 March 2018

Dear Shareholders,

2017 was a year of continued delivery on our business strategy. Our core Technegas business delivered a solid sales performance; significant progress was made on gaining regulatory approval to enter the US market, valued at US\$90 million in sales, together with initiatives to expand the applications for the use of Technegas.

Our sales were underpinned by good volume growth in both Europe and Canada, as we absorbed a planned hiatus in sales to China. The validation of our exciting Ultralute™ product, in advance of its commercial launch in the first half of 2018, has been completed. All of this was achieved while maintaining our dividend policy and strong balance sheet, with a net cash position at year-end of \$8.69 million.

Total sales revenue of \$13.19 million was 8% lower than the previous corresponding period but, when the seeding of sales to China in 2016 are excluded, revenue rose 1.4%. The reported loss after tax for the year of \$1.52 million, included \$2.58 million of pre-tax expenses incurred in the USFDA trial of Technegas and an accrual of \$2.39 million of R&D tax incentives, which amount should be received in the first half of 2018. Underlying EBITDA was a robust \$2.64 million.

This pleasing financial result and robust balance sheet enabled your Board to maintain its Dividend Policy, including declaring total dividends for the financial year of 1.0 cent per share, which is expected to grow over time.

An important pillar of Cyclopharm's continued growth is gaining access to the US market for our Technegas products. The US is the single largest market for nuclear medicine ventilation imaging with the potential to deliver a significant step up in Cyclopharm's financial performance over time. The successful capital raising in June 2017 means our current US Food and Drug Administration trial of Technegas is fully funded. A successfully completed USFDA trial is key to gaining regulatory approval to sell Technegas in the US and our target is to begin sales in 2019. A significant milestone in this process will be the submission of an interim USFDA study in the second quarter of 2018. We expect to spend approximately A\$5.3 million, in 2018, on the USFDA trial process with total expenditure expected at approximately US\$7.5 million.

In Europe, Cyclopharm acquired Inter Commerce Medical bvba (IC Medical), our Group's agent for Technegas in Belgium, The Netherlands and Luxembourg. Our German operations have been restructured with the result that Ireland will become the distribution hub for the Group's direct European markets leading to an expected increase in sales and margins in 2018.

Our efforts to widen the scope of Technegas' applications should be noted. Over the past year, the Company pursued identification and marketing of Technegas for new indications such as Chronic Obstructive Pulmonary Disease (COPD) and Asthma. These additional uses for Technegas represent significantly larger markets than Pulmonary Embolism where Cyclopharm traditionally operates. During 2017, the Company initiated a clinical trial using Technegas in the evaluation and management of severe asthma. We are pleased to partner in this trial with the University of Newcastle and the Hunter Medical Research Institute. Furthermore, the first peer reviewed article based on our China COPD trial was published in the International Journal of COPD. The article was positive about Technegas' efficacy.

In summary, 2017 was a year in which the Company invested significantly in its strategic priorities in order to drive further growth. The continuing strength of Technegas sales; our robust balance sheet; the progress within the USFDA trial; the Company's restructured European distribution

Chairman's Letter

Continued



operations and the imminent commercial launch of Ultralute™ all combine to give your Board and management confidence that 2018 will mark the start of a new growth phase.

On Behalf of the Board, I commend and thank all management and staff for their commitment to the company and I thank all our shareholders and business partners for their continuing support.

A handwritten signature in black ink, appearing to read 'David Heaney'. The signature is fluid and cursive, with a large initial 'D' and 'H'.

David Heaney
Chairman

MANAGING DIRECTOR'S REVIEW



Dear Shareholders,

Cyclopharm's solid underlying financial results in 2017 support the continued delivery of our strategy to drive sales growth in new markets, develop new diagnostic applications for our core Technegas product and launch Ultralute our complementary nuclear medicine technology.

Key features of Cyclopharm's financial results for the 2017 year included:

- Sales revenue of \$13.19 million
- Technegas division Underlying Operating EBITDA¹ of \$2.64 million
- \$2.58 million expended on our USFDA Phase 3 clinical trial program with patient recruitment commencing late 2017. (38 patients fully enrolled to date)
- Approved R&D tax incentive resulting in Other Income of \$2.39 million, of which \$1.94 million to be received in H1 2018
- First commercial production batch of the Ultralute™ technology completed
- Initiated a clinical trial using Technegas in the evaluation and management of severe asthma patients in partnership with the University of Newcastle and the Hunter Medical Research Institute
- Strong net cash position at year-end of \$8.69 million following capital raising in June 2017
- Acquisition of IC Medical for a consideration of up to €400k paid over 3 years plus surplus net cash in IC Medical's balance sheet at acquisition date of €470k
- Final dividend of 0.5 cents per share (cps) giving full year unfranked dividends of 1.0 cps

Cyclopharm generated revenues of \$13.19 million in the year ended the 31 December 2017 delivering underlying EBITDA of approximately \$2.64 million. This Revenue result represents a 1.4% increase on the prior year and Underlying EBITDA in line with the prior year's results, after excluding the positive impact of the previous year's initial seeding of Technegas generators and consumables to our Chinese distributor in Q4 2016 (\$1.38 million in sales with a gross margin of \$0.77 million).

Net loss after tax was \$1.52 million, which includes \$2.58 million of pre-tax expenses associated with the US Food and Drug Administration (USFDA) trial of Technegas.

Unit sales of TechnegasPlus generators and Patient Administration Sets were 56 units (2016:119 units) and 4,238 units (2016: 4,284 units), respectively. Sales result for the period included:

- a restocking initiative resulting in the sale of 300 PAS units in Germany;
- flat sales in France ahead of renegotiated supply contract;
- continued growth in PAS sales in Canada and other European customers;
- the absence of sales to China which, in Q4 2016, included 50 Technegas Generators and 250 boxes of PAS to seed our distributor in China, valued at \$1.38 million in addition to 4 Generators and 107 PAS units sold to our former Chinese distributors from Q1 to Q3 2016. We expect PAS sales in China to resume in the second half of calendar year 2018.

Gaining United States Food and Drug Administration (USFDA) approval to sell Technegas products in the US market is the most significant business opportunity for Cyclopharm. The US market represents half of the nuclear medicine departments globally. The existing US nuclear medicine ventilation imaging market for Technegas is valued at US\$90 million attributed to 600,000 individual procedures performed in determining the presence of Pulmonary Embolism (PE).

¹ Underlying Results represent results from the Technegas Division excluding R&D tax incentive, costs/lease termination and double rent period costs, FDA Expenses, Pilot Clinical Trial expenses and provisions for Almedis Altmann GmbH.

Managing Director's Review

Continued

The USFDA clinical trial process is expected to progress in 2018 with approval for US sales targeted in the first half of 2019. In 2018, the Company expects to spend approximately A\$5.3 million on the USFDA approval process, with total expenditure on the USFDA approval process in line with the expected US\$7.5 million.

Consistent with its experience in other markets, Cyclopharm is targeting an 80% share of the existing US nuclear medicine ventilation imaging market, representing around 480,000 individual procedures per annum. Based on the Group's experience of the rates of adoption of Technegas following regulatory approval in Canada, Cyclopharm believes that a 50% total market conversion from Xe-133 is achievable over 2 to 3 years with the balance of the target market converted within 5 to 7 years.

In December 2017, AusIndustry approved inclusion of some of the expensed costs associated with the company's overseas R&D activity, otherwise unable to be conducted in Australia. This decision has allowed the company to report Other Income of \$2,390,586 for the period compared to \$495,083 reported in 2016. Based on the positive advanced finding of our R&D program approved by AusIndustry, we expect to receive an R&D tax incentive of an amount similar to that received in FY2017 through to at least FY2020. The exact amount of any future R&D tax incentive will be subject to the nature, timing and value of R&D activities undertaken in each year, some elements of which will be outside of the company's direct control.

In June 2017, Cyclopharm successfully raised \$6.59 million, after costs, through a fully-underwritten entitlement offer. The offer was supported by approximately 90% of eligible shareholders (by number of shares held) and was sub underwritten by the Group's largest institutional investor, Australian Ethical Investments. The funds raised will allow us to complete clinical trial recruitment and file for USFDA approval.

The proceeds of the entitlement offer along with the increased R&D tax incentive significantly strengthened Cyclopharm's balance sheet, with cash reserves at the end of the year standing at \$8.69 million, up from \$4.59 million for the pcp. Cash reserves are expected to be further strengthened during the first half of 2018 when \$2.14 million from the accrued R&D tax incentive program is expected to be received.

During the year, the Group made progress against its other strategic priorities, which are:

1. Grow the core business, based on expanding Technegas sales in existing markets;
2. Pursue sales of Technegas in new applications such as Chronic Obstructive Pulmonary Disease ('COPD') and Asthma which are significantly larger markets than the Pulmonary Embolism market where Cyclopharm traditionally operates; and
3. Position the Group to commence sales of our exciting Ultralute™ nuclear medicine complementary technology in the first half of 2018.

We are also continuing to pursue regulatory approvals to commence sales of Technegas in Russia and additional European markets.

In October 2017, Cyclopharm acquired IC Medical, the Group's agent for its Technegas product in the Belgium, Netherlands and Luxembourg markets. The purchase price is paid in three instalments: firstly, €200,000 upfront along with the surplus cash in the business of €470,000. Then, there will be two additional payments, subject to performance objectives being met, of approximately €100,000 each in the first and second years post the acquisition. The acquisition is anticipated to be earning accretive in the first year and will allow Cyclopharm to capture agency commissions and have greater control over distribution and pricing in the Benelux markets.

Additionally, this acquisition will assist Cyclopharm to expand the use of Technegas to new indications by providing direct access to referring respiratory physicians; expedite

Managing Director's Review

Continued

commercialisation of Ultralute™ in those markets; and expand our product offerings through its agency agreements with manufacturers of other non-competing nuclear medicine products.

The IC Medical acquisition will fit within a broader restructuring of Cyclopharm's European operations that will see the company's existing Irish operations as the distribution hub for the Group's European markets. The new European operating model will deliver cost and operational efficiencies that will assist driving higher sales and margins during 2018.

In late 2017, the company restructured its German distribution model to include the termination of commercial activities with Almedis Altmann GmbH and the termination of its General Manager for Germany, who also owned Almedis Altmann GmbH. As a result of these actions, the company recorded a provision of \$0.68 million, comprising trade debtors, inventory and legal fees. Going forward, the company will distribute to the German market from its Dublin based operations.

GROUP FINANCIAL PERFORMANCE

During 2017, we recorded revenue of \$13.19 million. This represents a 1.4% increase on the prior year, after excluding the positive impact of the previous year's initial sales to seed our Chinese distributor of 50 Technegas Generators and 250 boxes of PAS, totalling \$1.38 million.

In total, PAS sales increased by \$0.13 million, notwithstanding the absence of sales to China. This result was driven by stable volumes in France and volume growth in Canada and other European markets.

Cyclopharm is currently renegotiating its supply contract for sales into France. This process is expected to conclude in 1H 2018 and is expected to result in an uplift in PAS sales to that market from 2H 2018.

Service revenue in markets where we distribute our products directly, increased by 11% to \$0.71 million. Revenue from Generator sales fell 47% over the year to \$1.57 million, predominantly due to the impact of the 50 Technegas Generators sold to China in the prior year. This change in the sales mix, compared to the prior year, led to an improvement in gross margins from 78% in the pcp to 81%.

In line with our plans, expenditure on the Technegas US regulatory approval process increased to \$2.58 million, from \$1.1 million in 2016. In 2018, the Company expects to spend approximately A\$5.3 million on the USFDA approval process, with total expenditure on the USFDA approval process in line with the expected US\$7.5 million.

Net loss after tax for the year was \$1,524,571 compared to net profit after tax of \$891,368 in the pcp, representing Basic Loss per Share of 2.25 cents.

The financial results benefited from a decision by AusIndustry, in December 2017, to allow some of the overseas R&D activity unable to be conducted domestically to be included in the costs of R&D tax incentive program resulting in Other Income of \$2,390,586 compared to \$495,083 in 2016. The increase in R&D tax incentive income was partly offset by a \$0.68 million provision for inventory, receivables and costs associated with the termination of the commercial relationship with Almedis Altmann GmbH in 2017.

The solid Underlying EBITDA supported the Board's decision to maintain a full year final dividend of 0.5 cent per share, bringing total dividends for 2017 to 1.0 cent per share, which it expects to grow over time.

Managing Director's Review

Continued

Cyclopharm's Underlying Results²

| YEAR ENDED 31 DECEMBER | 2017 \$'000 | 2016 \$'000 | INC/(DEC) \$'000 | CHANGE % |
|--|----------------|----------------|---------------------|--------------|
| SALES REVENUE | 13,189 | 14,386 | (1,197) | (8%) |
| SALES REVENUE EXCLUDING CHINA SEEDING SALES | 13,189 | 13,008 | 181 | 1.4% |
| GROSS MARGIN | 10,740 | 11,182 | (442) | (4%) |
| GROSS MARGIN % SALES | 81.4% | 77.7% | 3.7% | |
| CONSOLIDATED EBITDA | 1,043 | 2,041 | (998) | (49%) |
| ADD BACK: | | | | |
| CPET / ULTRALUTE™ DIVISION | 457 | 366 | 91 | 25% |
| R&D TAX INCENTIVE | (2,391) | (495) | (1,896) | (383%) |
| RELOCATION EXPENSES* | - | 428 | (428) | (100%) |
| FDA EXPENSES | 2,585 | 1,098 | 1,487 | 135% |
| PILOT CLINICAL TRIAL EXPENSES | 270 | - | 270 | 100% |
| PROVISIONS FOR ALMEDIS ALTMANN GMBH | 677 | - | 677 | 100% |
| UNDERLYING EBITDA | 2,641 | 3,438 | (797) | (23%) |
| GROSS MARGIN – CHINA SEEDING SALES | - | (767) | 767 | (100%) |
| UNDERLYING EBITDA EXCLUDING CHINA SEEDING SALES | 2,641 | 2,671 | (30) | (1%) |

* Includes make good, moving costs and double rent associated with facility relocation from Lucas Heights to Kingsgrove NSW

GROUP OPERATING PERFORMANCE

During 2017, Cyclopharm's core operations continued to generate healthy positive earnings and cashflows and significant progress was made in implementing our strategy to commercialise our IP in new markets whilst developing new products and applications in all markets to improve patient healthcare outcomes. This included developing new diagnostic indications for Technegas, as well as bringing our new technology, Ultralute™, to market. Operating highlights for the year included:

- Significant progress in seeking USFDA approval to market and distribute Technegas in the United States for a variety of functional ventilation indications, including the commencement of patient recruitment in late 2017.
- Patient recruitment initiated under pilot clinical trials targeting applications in chronic respiratory disease states in collaboration with the University of Newcastle, Hunter Regional Medical Institute and John Hunter Hospital.
- First peer reviewed article published from the Cyclopharm sponsored trial in China targeting the use of Technegas in COPD, furthering the strategy to expand Technegas beyond the Pulmonary Embolism market.
- Validation of first commercial batch of Cyclopharm's new patented Ultralute™ technology with sales expected in first half of 2018.

In November 2016, Cyclopharm announced that it received Special Protocol Assessment agreement from the USFDA for its proposed clinical trial design for Technegas. Patient recruitment for this trial commenced in late 2017. Cyclopharm expects the trials to progress in 2018 with FDA approval expected in the first half of 2019.

A key milestone in the USFDA approval process will be the recruitment of our first 40 patients in the first quarter of 2018 and the subsequent submission of an interim study in the second quarter

² Underlying Results represent results from the Technegas Division excluding R&D tax incentive, costs/lease termination and double rent period costs, FDA Expenses, Pilot Clinical Trial expenses and provisions for Almedis Altmann GmbH.

Managing Director's Review

Continued



of 2018. The interim study represents an opportunity for Cyclopharm to receive valuable feedback from the FDA prior to submitting a New Drug Application. As at 23 March 2018, enrolment generated from three clinical sites totalled 38 patients. Another two sites underwent clinical trial initiations during the last week of February 2018. It is expected that patient recruitment at these new sites is imminent.

Our strategy to expand the use of Technegas into new applications took two significant steps forward during the year.

1. The company initiated a research study in collaboration with the Hunter Medical Research Institute and the University of Newcastle using Technegas in small airways disease. The 100-patient study is designed to evaluate the use of Technegas in identifying ventilation traits in patients with severe asthma as an indicator to therapeutic selection. A secondary endpoint in the Newcastle study will be to evaluate how well patients respond to therapy. Patient enrollment commenced August 2017. As at 23 March 2018, 33 patients have been imaged. For more information go to: <https://hmri.org.au/news-article/nuclear-imaging-clear-airway-diagnosis> .
2. The first peer review article based on our China COPD trial was published in the International Journal of COPD in May this year. The article entitled "Identifying the heterogeneity of COPD by V/P SPECT: a new tool for improving the diagnosis of parenchymal defects and grading the severity of small airways disease" concluded that three-dimensional ventilation using Technegas along with perfusion could diagnose and grade severity of COPD, and estimate preserved lung function. Even more important, this technique appears to be a unique physiological method to reveal pulmonary comorbidities with vascular and ventilatory defects, which contribute to the heterogeneity of COPD. The characteristics of these comorbidities suggest their impact on the symptoms, treatment, and prognosis of patients.

The final validation of the first commercial production batch of the Ultralute™ technology has been completed. This represents an important step towards the commercial launch of the product. Ultralute™ has generated strong international interest given its potential to bring significant cost savings and efficiencies in the delivery of pharmaceuticals used in nuclear medicine. The first sales are expected to be recorded in Europe in the first half of 2018.

Ultralute™ is a first in class proprietary technology developed to extend the useful life of Molybdenum-99 generators by up to 50%. Molybdenum-99 generators produce the isotope Technetium 99m, the isotope used in 85% of all nuclear medicine procedures. Ultralute™ is a key part of Cyclopharm's platform for next stage growth.

SUMMARY

2017 was a year of significant investment in the strategic priorities that will drive the next phase of Cyclopharm's growth strategy. During the year, we recorded a solid underlying sales and earnings performance from our continuing operations, supporting our USFDA trials, R&D and ongoing dividends.

The company's core Technegas business recorded consistent underlying sales when adjusted for the absence of \$1.38 million of seed sales in Generators and PAS boxes in China. PAS sales grew across our other major markets with total PAS sales, ex-Asia, up 6.6% on the prior year.

In 2017, \$2.58 million was invested to progress USFDA regulatory approval for the use of Technegas in the US. The US is the world's largest healthcare market where the nuclear medicine ventilation imaging market for diagnosing PE is valued at US\$90 million. USFDA Trials are expected to progress to regulatory approval for use across several indications in 2019, including: lung transplants, Pulmonary Hypertension and acute Pulmonary Embolism. We are also

Managing Director's Review

Continued

continuing to pursue regulatory approvals to commence sales of Technegas in Russia and additional European markets.

Our successful capital raising in June of 2017 gives us the balance sheet strength to fund the USFDA trials to completion and our near term R&D programs.

We invested close to \$0.5 million in completing the validation of our exciting Ultralute™ technology in preparation for its first commercial sales in the first half of 2018. We also invested over \$0.25 million in a successful clinical trial to expand the use of our Technegas into treatment of Chronic Obstruction Pulmonary Disease which represents a much larger market than our current application in the Pulmonary Embolism market. In addition, we completed the acquisition of Inter Commerce Medical bvba for a consideration of up to €870,000, paid over 3 years, to give us greater control over pricing and distribution in our European markets.

OUTLOOK

2018 will mark the start of the next growth phase for Cyclopharm. We will begin to see the revenues from the commercial launch of Ultralute™ in Europe. Our expectation is that initial revenues will be modest but grow through time as the Ultralute™ technology is more widely adopted.

Sales in the Technegas business will be supported by several positive trends during 2018:

- Expected continued underlying demand in Generators
- PAS sales growth to be driven by:
 - Sales volumes returning in France as inventory destocking unwinds
 - Higher margin sales in Germany as restructuring efficiencies gain traction
 - IC Medical acquisition to allow for increased use of Technegas beyond the indication for Pulmonary Embolism
 - Canada to continue strong sales performance by expanding the use of Technegas in additional applications
 - Consumable sales in China in the 3rd Quarter to replenish the sell down of stock purchased in 2016

We anticipate a successful conclusion to the Phase 3 USFDA clinical trial of Technegas with approval for sales in 2019. The conclusion of the Phase 3 trial is contingent on establishing productive trial sites, as forecast, during 2018. The submission of an interim study report to the USFDA in the second quarter of 2018 will allow Cyclopharm the opportunity to engage with the US regulator to review, refine and improve the prospects for the successful conclusion of the phase III clinical trial.

The Group expects to spend an additional A\$5.3 million in the current financial year on the approval process, with expenditure to total approximately US\$7.5 million, in line with initial expectations.

Initial market research indicated there is a strong appetite within the US healthcare industry to convert to Technegas. The market for nuclear medicine ventilation imaging in the US is valued at US\$90 million and we are predicting a 50% conversion rate in the first 2-3 years after regulatory approval.

Managing Director's Review

Continued



We will continue to advance the research into the use of Technegas for diagnosing and assessing patient response to treatment in Asthma and COPD. These two new potential applications for Technegas represent significantly larger markets than the Pulmonary Embolism market we currently serve and should drive a significant expansion in Technegas revenue and profitability through time.

The introduction of Technegas to the US market is expected in early 2019. Although the precise timing of the generation of Technegas sales from new indications such as COPD and Asthma are not clear, they do represent significant drivers for Cyclopharm's next stage of growth and a step change in financial performance.

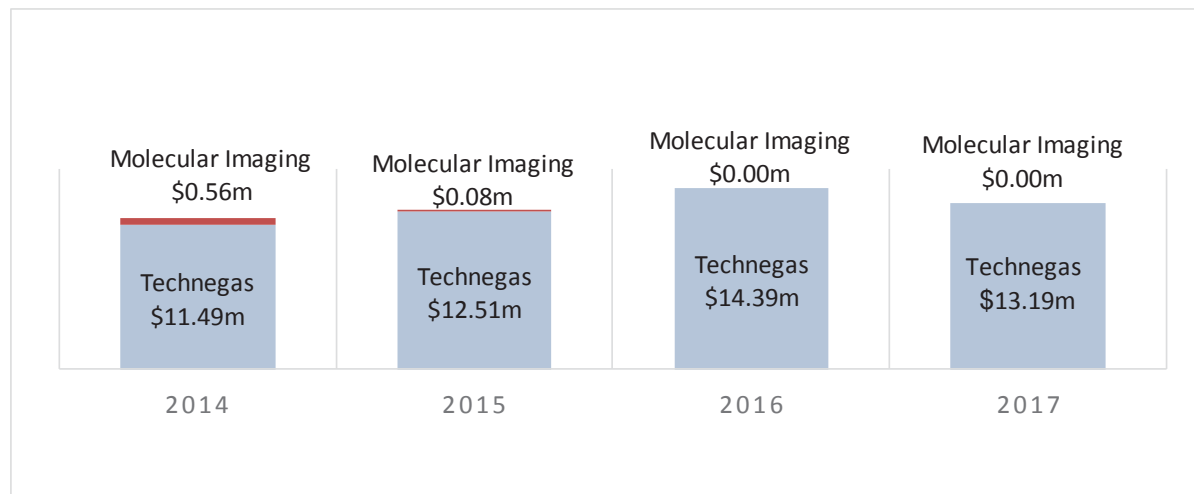
I expect Cyclopharm to continue to deliver solid sales and earnings growth in 2018 supported by the launch of Ultralute™ and additional Technegas sales in China. The anticipated underlying solid financial performance will allow the Group to maintain its healthy capital position and dividend policy. I look forward to continuing to report to our shareholders our progress against our strategic objectives and next phase growth drivers which are expected to deliver returns for our investors.

I thank all my colleagues who have contributed to the growth of the Company over recent years and assure you that the Cyclopharm management team, with the ongoing support of the Board, remains absolutely committed to delivering positive health outcomes for our patients and growing financial rewards to our shareholders.

James McBrayer
Managing Director

REVIEW OF OPERATIONS

Group Revenue by Segment



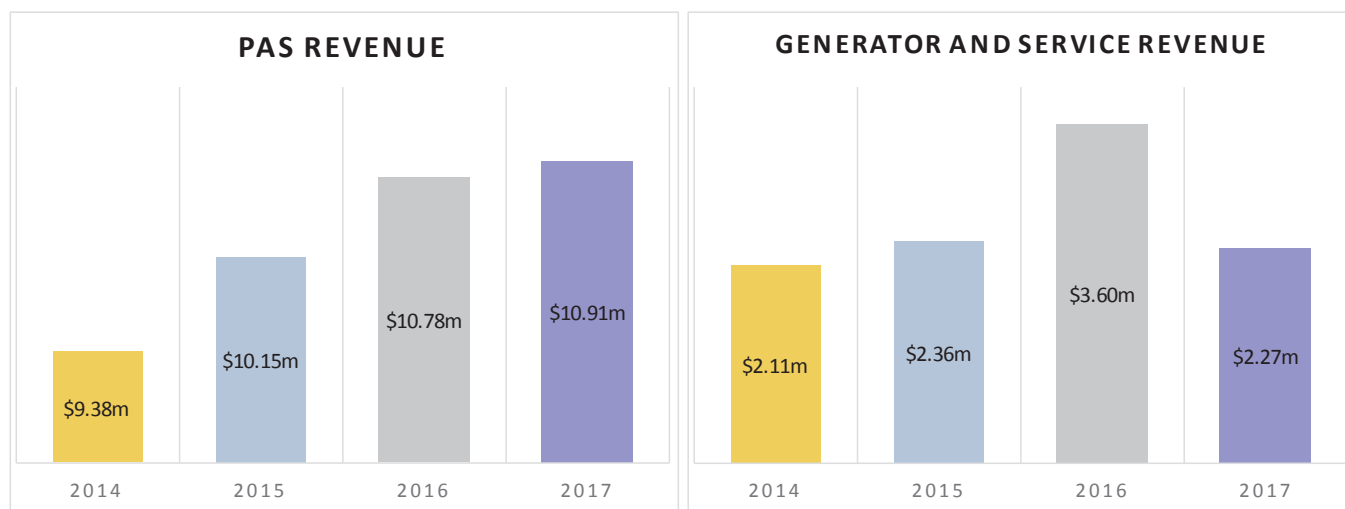
Note: 2016 Technegas Revenue includes \$1.38 million of seed sales in Generators and PAS boxes in China

TECHNEGAS

Technegas is a lung imaging agent used primarily to diagnose the presence of blood clots in the lungs known as Pulmonary Emboli (PE). For the last 30 years, over 3.8 million patients have benefited from the Technegas system. Technegas, an Australian invented technology, is recognised globally as the nuclear medicine agent of choice for functional lung imaging.

Technegas' continued growth in sales demonstrates its ongoing relevance to the medical industry and provides the Company with secure and growing sales and cash flows.

Revenue Composition



Sales revenue of \$13.19 million from the segment's key products, PAS and Generators, fell by 8.3% over the preceding year (2016: \$14.39 million) in the absence of the previous year's sales of 50 Technegas Generators and 250 PAS units to seed its distributor in China.

Revenue from PAS and its consumables represented 83% of the segment's revenue in 2017 and was 1% higher at \$10.91 million in 2017 compared to 2016 (\$10.78 million). Excluding sales to Asia, the underlying sales of PAS rose 6.6% on the prior year.

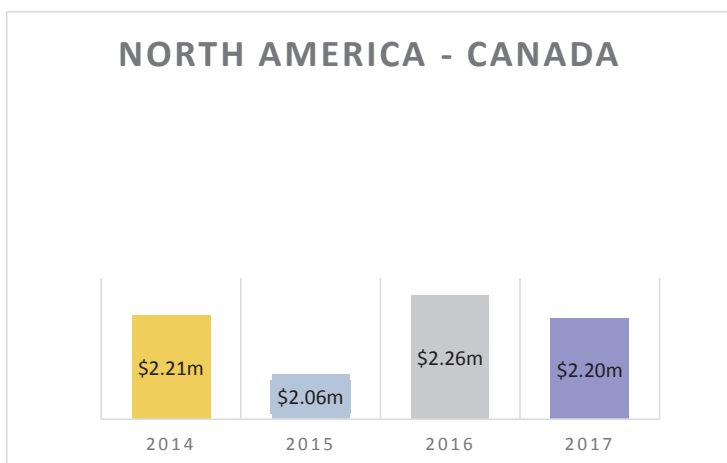
Managing Director's Review

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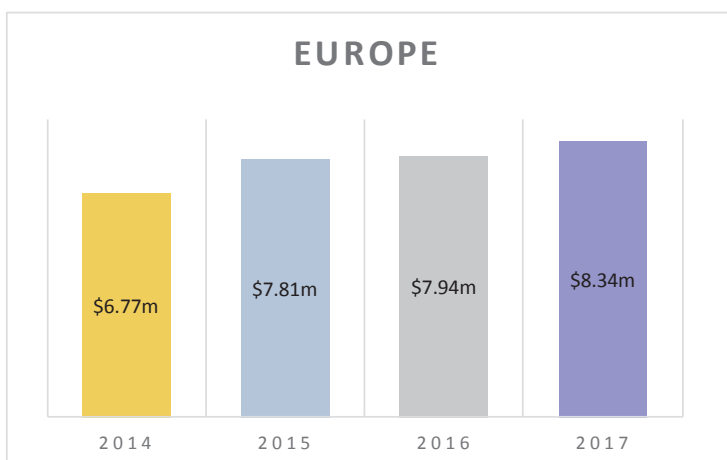
Technegas Generator sales and other service revenue was \$2.3 million for the year, down 37% on the prior year (2016: \$3.6 million). The decrease was a result of a 53% drop in Generator sales volume. This was partly offset by an increase in service and other revenue to \$0.71 million (2016: \$0.64 million).

REGIONAL REVIEW

North America – Canada



Canada is the largest Technegas country market globally with 5 generators (2016: 11) and 912 PAS boxes (2016: 882) sold in 2017. The continued improvement in PAS sales in this region represents the 14th consecutive year of sales volume growth. Canada recorded total revenue of \$2.2 million in 2017 (2016: \$2.26 million). The Canadian market represents a strong indicator for anticipated take up rates in the United States following the anticipated approval to sell Technegas in that market.

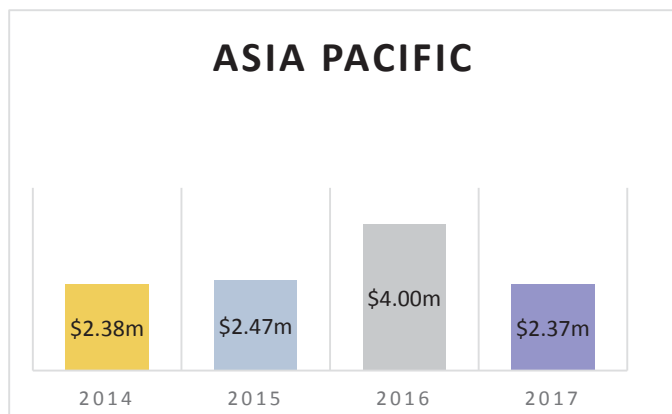


Europe

Approximately 65% of sales revenue is derived in Europe (2016: 56%). Overall sales revenue was 5% higher at \$8.3 million (2016: \$7.9 million). Improvement in sales revenue was driven by 2,573 PAS boxes sold in Europe in 2017, up 17% on 2016 (2,194 PAS boxes) offset by lower Generator sales, with 36 sold in 2017 compared with 43 in the prior year.



Asia Pacific



Revenues in the Asia Pacific region fell by 41% in 2017.

In Australia, revenue was lower with a decrease in generator sales in 2017 (7 units) compared to 2016 (9 units) with a 5% decrease in PAS boxes sold in 2017 (626 PAS boxes) compared to 2016 (656 PAS boxes).

In the absence of sales to China, sales revenue to Asia dropped significantly by 92%. 3 generators were sold in 2017 compared to 56 units in 2016 while 16 PAS boxes sold in 2017 compared to 409 PAS boxes in 2016. The 2016 sales were 241 units higher than the prior year (2015: 116 units) and included the sale of 250 PAS units to its Chinese distributor for a seeding initiative. This initiative is expected to provide a platform for significantly higher PAS kit sales in that market from 2018.

North America – USA

Gaining USFDA approval to sell Technegas in the United States market is a major priority for the Company. Cyclopharm believes the US market has the potential to be the largest market for Technegas globally and could therefore drive a substantial increase in shareholder value. To facilitate this, Cyclopharm has been undertaking USFDA trials of Technegas in the US in order to gain those regulatory approvals.

In November 2016, Cyclopharm announced it had received USFDA approval for its Technegas trial design through a Special Protocol Assessment process. We anticipate a successful conclusion to the phase III USFDA clinical trial of Technegas with approval for sales in 2019.

The clinical trial program is designed to compare Technegas against Xe-133, the only approved nuclear medicine ventilation imaging agent in the USA. Cyclopharm is seeking a structural indication in a non-inferiority protocol including 240 patients across several respiratory disease states. The first phase of the trial, already submitted, reviewed and approved by the USFDA, was a desk-top study designed to determine both the inter and intra reader variability of Xe-133 as well as determining the number of patients required for the Phase III study.

It is expected that the trial will be conducted at 10 to 15 clinical sites. As at 23 March 2018, five active trial sites had been established. The two most recent sites initiated in Texas at the end of February 2018 are expected to commence patient recruitment imminently.

The conclusion of the Phase 3 trial is contingent on establishing productive trial sites. The submission of an interim study report, analysing the first 40 patients in the trial, to the USFDA in the second quarter of 2018 will allow Cyclopharm the opportunity to engage with the US regulator to review, refine and improve the prospects for the successful conclusion of the phase III clinical trial. As at 23 March 2018, 38 patient studies have been imaged.

Following the conclusion of the trial, USFDA approval is expected to be received in 2019. We remain confident that the application for market entry into the United States will ultimately be successful, due to Technegas' existing global footprint and long-standing successful safe and efficacious track record of use.

Managing Director's Review

Continued

The United States represents a major growth opportunity and has the potential to become the largest single market for Technegas. The Directors are therefore determined to continue to actively pursue USFDA approval but will ensure we cautiously and prudently manage the costs of doing so.

As the USFDA approval process moves forward, the Directors advise that additional expenditure on the USFDA trials will continue to be expensed until approval is achieved. This is a prudent and conservative approach, notwithstanding the confidence of the Directors that such approval will ultimately be given.

The total cost of the USFDA trial and registration program is expected to be approximately US\$7.5 million. For the full year 2017, these expenses totalled A\$2.6 million compared to A\$1.1 million in 2016.

NEW INDICATION DEVELOPMENT

Cyclopharm continues to make progress in developing new indications for Technegas. Other disease states beyond PE, which include COPD, asthma, CTEPH, lung transplants and lung cancer, offer significant market opportunities for Technegas.

These indications are currently being targeted through clinical studies, such as the recently completed Chinese COPD trials. Preliminary results of the trials showed Technegas was effective at diagnosing the extent of emphysema in trial patients and at an earlier stage of the disease than standard diagnostic methods. Technegas was also more accurate at measuring impairment in lung function and therefore better able to monitor the effectiveness of treatment.

Cyclopharm is actively progressing opportunities to present the findings to clinicians globally, in order to encourage the use of Technegas in not only the diagnosis and treatment monitoring of COPD but also the expansion of the traditional market of diagnosing PE. Specifically, in 2017, Cyclopharm presented at several respiratory focused conferences to educate clinicians on the benefits of Technegas in the treatment and monitoring of their patients. Additionally, the Group plans to make a number of small targeted investments to partner with other researchers and organisations, with the aim of expanding the number and types of trials and published results verifying the benefits of Technegas to relevant referring physicians and clinicians.

The Cyclopharm Board believes that the global COPD market is approximately 30 times the size of the global PE market. Together with the asthma and lung cancer patient populations, these indications represent significant opportunities to expand sales of Technegas materially over the medium term.

Based on the success of our work in China, the Group has commenced discussions with leading respiratory and nuclear medicine physicians in some of our established markets with a view to initiating additional pilot clinical trials targeting applications in chronic respiratory disease states.

One such example of Cyclopharm's clinical initiatives is the collaboration with the University of Newcastle, Hunter Regional Medical Institute and John Hunter Hospital. The study is designed to test two hypotheses:

1. There is ventilation heterogeneity among patients with severe obstructive airway diseases that can be assessed using Technegas functional lung ventilation imaging with quantification; and
2. Technegas functional lung ventilation imaging with quantification is responsive to change following intervention in patients with severe obstructive airway diseases.

If this study is successful, the use of Technegas could expand by enabling clinicians to improve their diagnosis and management of patients with COPD and other small airways diseases.

Managing Director's Review

Continued



Patient enrolment commenced August 2017. Of the 100-patient study, as at 23 March 2018, patient enrolment is 33. With final results expected in late 2018, the cost of the trial is estimated to be approximately \$600,000. More information on this trial is available at: <https://hmri.org.au/news-article/nuclear-imaging-clear-airway-diagnosis>.

ULTRALUTE™

First commercial sales of Cyclopharm's patented nuclear medicine technology, Ultralute™, are expected in the first half of 2018.

Ultralute™ extends the useful life of Molybdenum-99 (Mo-99) generators by up to 50%. This technology potentially gives nuclear medicine departments the ability to dramatically improve operating efficiencies and health outcomes for patients.

Mo-99 generators are used in diagnostic imaging to harvest Technetium-99m, or Tc-99m, which is the primary isotope used in diagnostic imaging throughout the world. This isotope accounts for approximately 80% of all nuclear medicine diagnostic imaging procedures.

Mo-99 has a half-life of 2.75 days. It then decays to Tc-99m, which has a 6-hour half-life. As Mo-99 decays there comes a time when the amount of Tc-99m eluted from the generator is so diluted that it becomes virtually unusable.

In early 2016 the International Atomic Energy Agency (IAEA) held a scientific summit to review emerging technologies in the production and supply of Molybdenum-99 (Mo99). During the IAEA sponsored review, Cyclopharm's new technology Ultralute™ was recognised for its optimisation of the isotope Tc99m.

Following a recommendation from summit participants, the IAEA has formally invited Cyclopharm to collaborate in launching a multi-country, multi-centre evaluation of Ultralute™ in 2018.

The invitation from the IAEA represents significant recognition for the technology's potential. In particular, Cyclopharm notes that in its invitation the IAEA referred to Ultralute™ as a "new innovation...that has significant global potential in the nuclear medicine supply chain".

Cyclopharm believes the commercial prospects for Ultralute™ are exciting and Cyclopharm is confident it provides the basis for superior shareholder returns over the longer term.

JOINT VENTURE - MACQUARIE MEDICAL IMAGING

Steady growth has continued in patient volumes at Macquarie Medical Imaging ("MMI"), Cyclopharm's joint venture diagnostic imaging service located at Macquarie University Hospital ("MUH") in Sydney. MMI achieved a 17% increase in sales during the year in comparison with the pcp.

MMI provides patients at MUH and neighbouring suburbs access to state-of-the-art imaging facilities including 3T MRI, CT, X-ray, Ultrasound and PET scanning.

Growth in MMI is tied closely to the hospital's strategies for both inpatient and outpatient services. Initiatives being implemented at MUH, including a new breast cancer clinic and expanded specialties such as cardiothoracic services, cancer care services, expanded PET indications and research, will assist in driving that growth.

Managing Director's Review

Continued

In November 2016, MMI opened a satellite practice located at the nearby Macquarie Shopping Centre. Services at the Macquarie Shopping Centre are limited to high volume procedures to include x-ray, ultrasound and CT. Initial trading results are encouraging with the location drawing patients, shoppers, employees and the numerous businesses in the immediate business district and has been instrumental in contributing to the sales growth recorded.

The joint venture is accounted for on an equity basis due to Cyclopharm's minority shareholding. As a result, MMI's full accounts are not consolidated into our accounts.

MOLECULAR IMAGING TRADING AS CYCLOPET

In September 2017, Cyclopharm announced it had signed a term sheet with Cyclotek (Aust) Pty Ltd, PETTECH Solutions Pty Ltd and Macquarie University to create a new business, Cyclotek NSW, to service the NSW and the broader Australian molecular imaging sector. Cyclotek NSW will strengthen the existing FDG marketplace and increase the research and development capability for new PET diagnostic agents and novel isotopes.

To support the establishment of Cyclotek NSW, Cyclopharm will provide to Cyclotek NSW operational control of its cyclotron facility at Macquarie University Hospital (formerly known as Cyclopet). PETTECH Solutions will also sell its existing FDG business operations and allow full use of the cyclotron facility at Lucas Heights to the new company. This collaborative strategy will be used to manufacture new PET diagnostics not otherwise produced in NSW.

The initiative will enable the productive future utilisation of Cyclopharm's legacy asset to enhance health outcomes for the Australian community. Cyclopharm will also receive an income stream from what was a suspended business and provides for additional commercial opportunities via the international commercial rights to IP developed within the collaboration.

The arrangements are subject to finalisation of agreements and completion of certain conditions, including obtaining the necessary approvals and licences. While these ongoing multi-party discussions involve a great deal of complexity and therefore related uncertainty regarding the future agreement, if any, Cyclopharm is excited with the significant progress that has been made and about the future opportunities for increasing patient and clinician access to world-best-in-class diagnostic and therapeutic products and research.

Directors' Report

The Directors of Cyclopharm submit their report for the year ended 31 December 2017.

DIRECTORS

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire year unless otherwise stated.

Names, qualifications, experience and special responsibilities

Mr D J Heaney – Non Executive Chairman (Independent)

Mr Heaney was appointed to the Cyclopharm Board on 20 November 2007 and is currently the Chairman of Cyclopharm and of the Audit and Risk, Remuneration and Board Nomination Committees.

Mr Heaney served as a non-executive director of Colorpak Limited from February 2004 until May 2016.

Mr Heaney has more than 40 years experience in all aspects of wholesale banking and finance, gained in senior management roles with National Australia Bank Limited and subsidiary companies in both Australia and the US.

Mr V R Gould – Non Executive Director

M Com, FCA, FCPA, B Com

Mr Gould has been a member of the Board since 21 November 2005. He was the Group Non-Executive Chairman and Chairman of the Audit and Risk, Board Nominations, and Remuneration Committees of the Group until his voluntary redesignation as a Non-Executive Director on 7 October 2016. Mr Gould remained as a member of the Audit and Risk, Board Nomination, and Remuneration Committees as from that date.

Mr Gould has broad business experience having practised as a chartered accountant for more than 30 years. He is also a director of Vita Life Sciences Limited (listed on the ASX) and a director of several other private companies and educational establishments.

Mr J S McBrayer – Managing Director and Company Secretary

BSPHarm, GDM, FAICD, AIM

Mr McBrayer has been a member of the Board since 3 June 2008 at which time he accepted the role of Managing Director. Mr McBrayer serves as a member of the Board Nominations Committee.

Mr McBrayer has more than 30 years experience in nuclear medicine and is a trained Nuclear Pharmacist. Mr McBrayer held the role of Managing Director at Lipa Pharmaceuticals, Australia's largest contract manufacturer of over-the-counter products and senior management positions with Brambles Cleanaway business and Syncor, the world's largest radioactive diagnostic and therapeutic pharmaceutical provider.

Directors' Report

Continued

DIRECTORS (CONTINUED)

Mr T A McDonald – Non Executive Director (Independent)

B.Com, FCPA

Mr McDonald was appointed to the Board on 3 April 2017. He holds a Bachelor of Commerce from UNSW and is a Post Graduate of University of Technology Sydney in Business Finance. He is a Fellow of CPA Australia, a member of the Australian Institute of Company Directors and an Associate with the Governance Institute Australia.

Mr McDonald is a non-executive director of ASX-listed FE Investments Group Limited, where he is Chairman of the Audit and Risk Committee and a member of the Remunerations Committee. He has previously held senior positions with ASX-listed Allomak Limited, CK Life Sciences Int'l Inc., ASX-listed LIPA Pharmaceuticals Limited and ASX-listed Keycorp Limited. For many years, he held global senior executive roles at USA biotech Beckman Instruments Inc both in Australia and overseas.

Mr J S McBrayer – Company Secretary

Mr McBrayer was appointed as Company Secretary on 25 March 2011.

Interests in the shares of the Company and related bodies corporate

The number of ordinary Cyclopharm shares (no options are on issue) held directly, indirectly or beneficially, by Directors, including their personally-related entities as at the date of this report is as follows:

| | Interest | As at report date No. of shares |
|------------------|----------|------------------------------------|
| Directors | | |
| Mr DJ Heaney | BI | 200,000 |
| Mr VR Gould | NBI | 11,931,314 ⁽¹⁾ |
| Mr JS McBrayer | BI | 3,550,330 |
| Mr TA McDonald | NBI | <u>19,830</u> |
| | | <u>15,701,474</u> |

(1) On 19 December 2014, Justice Perram delivered his judgement in the case of Hua Wang Bank Berhad v Commissioner of Taxation [2014] FCA 1392 in which he said that Director Vanda Gould controlled certain companies that are shareholders of the Company, which would in turn, increase Mr Gould's interests in the Company. Mr Gould acknowledges he acted as advisor to those companies and their principals, however does not believe he had the requisite control to constitute relevant interests in those companies. Neither the Company nor Mr Gould were listed parties in the subject proceedings nor was Mr Gould a witness in the case. Mr Gould has advised that he may contest the assertion that he controls certain companies that are shareholders in the Company in the appropriate forums. In order to avoid a possible breach of the Corporations Act 2001, Mr Gould has notified the ASX as having a relevant interest in 11,931,314 shares as at 31 December 2017.

Directors' Report

Continued

DIVIDENDS

On 26 February 2018, the Directors declared a final unfranked dividend of 0.5 cents per share in respect of the financial year ended 31 December 2017, to be paid on 16 April 2018 to those shareholders registered on 9 April 2018. An interim partially franked dividend of 0.5 cents per share was paid on 11 September 2017.

A final unfranked dividend of 0.5 cents per share in respect of the financial year ended 31 December 2016 was paid on 10 April 2017.

The balance of franking credits available for future dividend payments is \$1,039.

PRINCIPAL ACTIVITIES

During the year, the principal activities of the consolidated entity consisted of the manufacture and sale of medical equipment and radiopharmaceuticals, including associated research and development. There were no significant changes in the nature of the consolidated entity's principal activities during the financial year.

OPERATING AND FINANCIAL REVIEW

Operating Results for the Year

For the financial year, Cyclopharm recorded a consolidated loss after tax of \$1,524,571. Loss after tax from the operations of the Technegas division was \$812,679.

Technegas divisional revenue of \$13,188,752 was 8.3% lower than the previous year (2016: 14,385,507), which included the Group's single largest order received in December 2016 consisting of 50 Technegas Generators and 250 boxes of PAS, valued at \$1.38 million.

Technegas division EBIT of \$1,164,878 decreased by 49.0%, impacted by higher USFDA clinical trial and pilot clinical trial costs totalling \$2,854,817 (2016: \$1,098,505) and approximately \$0.68 million provisions incurred due to the restructuring in Germany. This was offset by the recognition of Other Income of \$2,390,586 (2016: \$495,083) arising from approved Research & Development tax grants.

Cyclopet recorded a loss after tax of \$711,892 to the group (2016: loss after tax of \$815,861).

Financial Position

Net assets increased to \$17,249,392 at 31 December 2017 (2016: \$12,461,803) assisted by \$6,588,760 net capital raised in June 2017 offset by \$1,524,571 net loss.

Cashflow used in operations of \$281,684 supported ongoing investment in USFDA and pilot clinical trials. Net cash balance was \$8,689,676 at 31 December 2017.

Further details of Cyclopharm's Operating and Financial Review are set out on pages 5 to 17 of the Managing Director's Review.

Directors' Report

Continued

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Shares Issued and Cancelled during the Year

- (i) 225,000 Long Term Incentive Plan shares were issued on 19 April 2017,
- (ii) On 30 June 2017, the Group completed a capital raising exercise comprising a pro-rata non-renounceable entitlement offer to eligible shareholders of 1 new share for every 6.8 shares held by eligible shareholders at an issue price of \$0.80 per new share resulting in the issue of 8,684,768 shares and
- (iii) 382,185 expired Long Term Incentive Plan shares were cancelled on 8 September 2017.

There were no other shares issued and cancelled during the year.

Voluntary deregistration

The company has been notified by the Australian Securities & Investments Commission that the voluntary deregistration of its wholly owned subsidiaries, Allrad 28 Pty Ltd and Allrad 29 Pty Ltd was completed on 16 July 2017.

Other than as set out above, there were no significant changes in the state of affairs of the Cyclopharm Group during the year.

SIGNIFICANT EVENTS AFTER BALANCE DATE

FINAL DIVIDEND

On 26 February 2018, the Directors declared a final unfranked dividend of 0.5 cents per share in respect of the financial year ended 31 December 2017, payable on 16 April 2018.

Other than the above, no matters or circumstances have arisen since the end of the financial year, not otherwise dealt with in the financial report, which significantly affected or may significantly affect the operations of the Group, financial position or the state of affairs of the Group in future financial periods.

LIKELY DEVELOPMENTS AND FUTURE RESULTS

Technegas

In 2018, we expect Technegas revenues to be supported by strong sales in France and the replenishment of stocks in China.

The opportunities for developing additional Technegas indications, particularly for asthma and COPD, will continue to be a key priority. If successful, there is significant potential to expand Technegas' revenue and profitability over the medium to longer term.

The Directors maintain their view that FDA approval to sell Technegas into the USA market provides Cyclopharm with the opportunity to significantly expand its sales and profitability. We anticipate a successful conclusion to the Phase 3 USFDA clinical trial of Technegas with approval for sales in 2019. As the USFDA approval process moves forward, the Directors advise that additional expenditure on the USFDA trials will continue to be expensed until approval is achieved.

Molecular Imaging

In September 2017, Cyclopharm announced it had signed a term sheet with Cyclotek (Aust) Pty Ltd, PETTECH Solutions Pty Ltd and Macquarie University to create a new business, Cyclotek NSW, to service the NSW and the broader Australian molecular imaging sector.

The arrangements are subject to finalisation of agreements and completion of certain conditions, including obtaining the necessary approvals and licences.

Directors' Report

Continued

Ultralute™

Modest revenues from the Ultralute™ technology are expected to commence in the first half of 2018. However, Ultralute™ is not expected to contribute to 2018 earnings due to the impact of ramp-up costs as production and sales capabilities are developed.

MATERIAL BUSINESS RISKS

The Directors have identified the following material business risks which may, if they eventuate, substantially impact on the future performance of the Cyclopharm Group, along with its approach to managing these risks. The risk factors listed below are not exhaustive. Additional risks may also adversely affect the financial performance of Cyclopharm.

Competition

To date, Cyclopharm has demonstrated that it can compete effectively in the medical equipment / drug market in Australia and many other parts of the world.

The medical equipment / drug industry is very competitive and characterised by large international companies supplying much of the global market requirements. The emergence of new and/or unauthorised generic technologies could in certain circumstances make the Technegas System redundant or negatively impact on the Cyclopharm Group's plans to develop its Ultralute™ business.

Accordingly, there is a business risk in that Cyclopharm's key revenue source from the Technegas System could be severely disrupted or reduced. There are products that do compete with Technegas, in particular Computed Tomography and DTPA. These products could replace Technegas and therefore negatively impact Cyclopharm Group's revenue and profitability. The Directors note that the lengthy periods it takes to achieve regulatory approval and gain medical practitioners' approval and acceptance of new or generic products, Cyclopharm Group's reputation for timely and quality service, the safety record of Technegas and its competitive pricing, mitigate these risks.

In addition, the Cyclopharm Group's business plan and stated strategy is to continue to develop sales in new and existing international markets and to develop new diagnostic purposes for Technegas.

Reputation

The performance of the Cyclopharm Group's products is critical to its reputation and to its ability to achieve market acceptance of these products. Any product failure could have a material adverse effect on the Cyclopharm Group's reputation as a supplier of these products. Technegas has had no contraindications or adverse patient events since the commencement of sales.

Disruption of Business Operations

As a manufacturer, the Cyclopharm Group is exposed to a range of operational risks relating to both current and future operations. Such operational risks include equipment failures, IT system failures, external services failure (including energy supply), industrial action or disputes and natural disasters. If one or more such operational risks materialize, they may have an adverse impact on the operating and financial performance of Cyclopharm.

Reliance on Distributors / Loss of key customers

The Cyclopharm Group operates through a series of contractual relationships with customers, suppliers, distributors and independent contractors. To date, the Cyclopharm Group has generally provided products and services on the basis of tenders submitted to customers, followed by purchase orders incorporating the customer's standard terms and conditions of trade as a condition of the acceptance.

Cyclopharm Group maintains a spread of customers through direct and indirect sales channels. The loss of a major distributor could have a significant, adverse impact on Cyclopharm's projected earnings. The majority of sales through distributors or agents are managed through contractual arrangements. Whilst the Cyclopharm Group has distribution agreements in place, some may be terminated by the distributor with up to six months' notice prior to the expiration of the current terms (which vary). Other sales arrangements are not in writing and depend on the ongoing goodwill of the parties. The Directors are concerned to ensure that all such relationships are formalised.

Directors' Report

Continued

All contracts, including those entered into by the Cyclopharm Group, carry a risk that the respective parties will not adequately or fully comply with their respective contractual rights and obligations or that these contractual relationships may be terminated.

Cyclopharm's financial result could be adversely affected by the loss of large customers, a change in the terms of business with a large customer, or by such customers not adequately or fully complying with their respective contractual rights and obligations. However, the risks are mitigated by the existence of numerous alternatives available given that Technegas is a highly sought after product.

Currency and Exchange Rate Fluctuations

The financial contribution to the Cyclopharm Group of the Technegas System will depend on the movement in exchange rates between the Australian dollar and a number of foreign currencies, particularly the Euro.

The exchange rate between various currencies may fluctuate substantially and the result of these fluctuations may have a material adverse impact on Cyclopharm's operating results and financial position. In the long term, Cyclopharm's ability to compete against imported products may be adversely affected by an expectation of a sustained period of a high Australian dollar that would reduce the Cyclopharm Group's price competitiveness.

The majority of the Cyclopharm Group's operational expenses are currently payable in Australian dollars. The Cyclopharm Group also supplies its product to overseas markets and hence is exposed to movements in the A\$ exchange rate. The Cyclopharm Group does not enter into forward exchange contracts to hedge its anticipated purchase and sale commitments denominated in foreign currencies except for a one year forward exchange contract entered into on 14 July 2017 for anticipated payments in relation to the USFDA trials. Other than the aforementioned US\$ contract related to the USFDA trials, Cyclopharm is exposed to exchange rate fluctuations.

Doing Business Internationally

As the Cyclopharm Group is and will continue operating in numerous countries, the Cyclopharm Group will be exposed to risks such as unexpected changes in regulatory requirements (including taxation), longer payment cycles, problems in collecting debts, fluctuation in currency exchange rates, foreign exchange controls which restrict or prohibit repatriation of funds and potentially adverse tax consequences, all of which could adversely impact on Cyclopharm.

The Cyclopharm Group currently requires, and in the future may require further, licenses to operate in foreign countries which may be difficult to obtain and retain depending on government policies and political circumstances.

Regulatory

Future expansion of Cyclopharm's range of products and services may be governed by regulatory controls in each target market and it is not possible for Cyclopharm to guarantee that approvals in all target markets will be obtained and maintained in the future.

The Technegas System is required to be registered with the relevant regulatory bodies in each country or relevant jurisdiction. If for any reason such product registrations are withdrawn, cancelled (or otherwise lose their registered status) or are not renewed, it would have a significant effect on the sales of products which rely on them in the relevant country or countries.

Technegas' manufacturing does not involve the emission of any environmentally sensitive materials and the Cyclopharm Group is not required to hold any environmental licence or consent under the *Environmental Protection Act* (Cth). It is possible that this could change with the development of new products and any additional regulatory requirements could impact upon the profitability of the group.

Directors' Report

Continued

The Cyclopharm Group has obtained:

- a Certificate of Device listing on the Australian Register of Therapeutic Goods Register for the Technegas System;
 - a CE Mark approval for the device elements of the Technegas System in EU;
 - a marketing authorization for the drug aspect of Technegas in EU; and
- must retain these approvals while it continues to produce and sell the Technegas System.

A successful audit of the new manufacturing premises by the Therapeutic Goods Administration along with other regulatory agencies where Technegas is sold will be required.

Cyclopet Pty Limited, which is involved in the operations of the cyclotron, is subject to significant environmental regulations under the Radiation Control Act, 1990 by the Department of Environment, Climate Change and Water.

Intellectual Property Rights

The Cyclopharm Group's success may be affected by its ability to maintain patent protection for products and processes, to preserve its trade secrets and to operate without infringing the proprietary rights of third parties.

Patents

Unless challenged, the validity of a patent or trademark may be assumed. Any patent or trademark may be challenged on a number of grounds but the onus is on the party seeking revocation to establish those grounds.

All patents and trademarks require renewal at regular dates and if not renewed will expire. It is the Cyclopharm Group's practice to renew its patents and trademarks as required. The Directors note that whilst some patents have expired or have not been renewed, or remain to be transferred or licensed to Cyclopharm Group companies, there remains sufficient protection in these countries through other patent arrangements in place or being put in place.

The validity and breadth of claims covered in patents involve complex legal and factual questions and therefore may be highly uncertain. No assurance can be given that the pending applications will result in patents being issued, that such patents or the current patents will provide a competitive advantage or that competitors of the Cyclopharm Group will not design around any patents issued. Further, any information contained in the patent applications will become part of the public domain, so that it will not be protected as confidential information. As legal regulations and standards relating to the validity and scope of patents evolve, the degree of future protection of the Cyclopharm Group's proprietary rights is uncertain. However, those regulations and standards in the field of nuclear medicine (in which the Cyclopharm Group's technology resides) are relatively well established and non-controversial.

ENVIRONMENTAL REGULATIONS

Cyclopet Pty Limited, a member of the consolidated group's operations is subject to significant environmental regulations under the Radiation Control Act, 1990 by the Department of Environment, Climate Change and Water. The Board believe that the consolidated group has adequate systems in place for the management of its environmental requirements as they apply to the consolidated group.

RETIREMENT, ELECTION AND CONTINUATION IN OFFICE OF DIRECTORS

In accordance with the Company's Constitution, all Directors have been elected by members at the Annual General Meeting (AGM) with the exception of Mr McBrayer. Mr McBrayer was appointed as Managing Director on 3 June 2008 and under the Constitution is exempt from election by members.

INDEMNIFICATION AND INSURANCE OF OFFICERS

In accordance with clause 49.1 of Cyclopharm's constitution and section 199A of the Corporations Act 2001 the Company has resolved to indemnify its Directors and Officers for a liability to a third party provided that:

Directors' Report

Continued

1. the liability does not arise from conduct involving a lack of good faith; or
2. the liability is for costs and expenses incurred by the Director or Officer in defending proceedings save as not permitted by law.

During or since the financial year, the Company has paid premiums in respect of a contract insuring all the Directors against legal costs incurred in defending proceedings for conduct involving:

- a) a wilful breach of duty; or
- b) a contravention of sections 182 or 183 of the Corporations Act 2001, as permitted by section 199B of the Corporations Act 2001.

The total amount of insurance contract premiums paid for the year ending 31 December 2018 is \$20,661 (for the year ended 31 December 2017: \$16,744).

The Officers of the Company covered by the insurance policy include the Directors, the Company Secretary and Executive Officers. The indemnification of the Directors and Officers will extend for a period of at least 6 years in relation to events taking place during their tenure (unless the Corporations Act 2001 otherwise precludes this time frame of protection.)

The liabilities insured include costs and expenses that may be brought against the Officers in their capacity as Officers of the Company that may be incurred in defending civil or criminal proceedings that may be brought against the Officers of the Company or a controlled entity.

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 on page 37.

Fees of \$25,382 (2016: \$23,760) have been paid for share registry services and fees of \$3,112 (2016: \$27,802) for taxation services to an associate of Nexia Sydney Audit Pty Ltd for the year ended 31 December 2017 for non-audit related services. The Board of Directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit service does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an auditor of the Company or any related body corporate.

REMUNERATION REPORT (AUDITED)

The Remuneration Report outlines the director and executive remuneration arrangements of the Company and the group and the remuneration disclosures required in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report Key Management Personnel of the group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the group, directly or indirectly, including any Director (whether executive or otherwise) of the parent Company.

For the purposes of this report, the term 'executive' encompasses the Chief Executive, senior executives, general managers and secretaries of the parent and the group.

Directors' Report Continued



Director and Executive Remuneration Table

| | Short-term employee benefits | | | Post employment benefits | Other Long-term benefits | Share-based payment | Total | Performance related |
|--|------------------------------|---------------|-----------------------|--------------------------|--------------------------|---------------------|----------------|---------------------|
| | Salary & Fees | Cash Bonus | Non-monetary benefits | | | | | |
| Consolidated | \$ | \$ | \$ | \$ | \$ | \$ | \$ | % |
| 2017 | | | | | | | | |
| Directors | | | | | | | | |
| David Heaney Non-Executive Director | 70,000 | - | - | - | - | - | 70,000 | 0% |
| Vanda Gould Non-Executive Director | 50,000 | - | - | - | - | - | 50,000 | 0% |
| Tom McDonald * Non-Executive Director | 43,380 | - | - | - | - | - | 43,380 | 0% |
| Executive Director | | | | | | | | |
| James McBrayer ** Managing Director | 327,439 | 50,000 | - | 34,767 | 7,162 | 1,416 | 420,784 | 12% |
| Total Directors' Compensation | 490,818 | 50,000 | - | 34,767 | 7,162 | 1,416 | 584,163 | 9% |

* Tom McDonald was appointed to the Board on 3 April 2017.

** Mr McBrayer is employed on a rolling contract and his bonus, up to a maximum of \$50,000, is based on achieving certain benchmarks and targets, which in the absence of any formal agreement will default to achieving the budgeted underlying operating EBITDA approved by the Board of Directors effective 2017.

Directors' Report Continued



Director and Executive Remuneration Table

| | Short-term employee benefits | | | Post employment benefits | Other Long-term benefits | Share-based payment | Total | Performance related |
|--|------------------------------|---------------|-----------------------|--------------------------|--------------------------|---------------------|----------------|---------------------|
| | Salary & Fees | Cash Bonus | Non-monetary benefits | | | | | |
| Consolidated 2017 | \$ | \$ | \$ | \$ | \$ | \$ | \$ | % |
| Key Management Personnel | | | | | | | | |
| Mathew Farag* Chief Operating Officer | 198,154 | - | - | 18,825 | - | 10,290 | 227,269 | 5% |
| Total Key Management Personnel's Compensation | 198,154 | - | - | 18,825 | - | 10,290 | 227,269 | 5% |
| Total Compensation | 688,972 | 50,000 | - | 53,592 | 7,162 | 11,706 | 811,432 | 8% |

* Mr Farag joined the Cyclopharm Group in January 2017 as Chief Operating Officer. Upon his appointment a reorganisation of roles within the Cyclopharm management took place with Mr Farag assigned responsibility for contributing to the strategic development of the company as well as the day to day operational and tactical delivery of the company's objectives.

As a result of the appointment of Mr Farag, the Company has re-evaluated the roles of Gary Somerville, Caryn Cheah, Graham Phillips, Charles Buttigieg, Bjorn Altmann and Lynn McLaughlin and has determined that with effect from 1 January 2017, those individuals are no longer considered to have authority and responsibility for planning, directing and controlling the activities of the Group, either directly or indirectly.

Directors' Report Continued



Director and Executive Remuneration Table

| | Short-term employee benefits | | | Share-based payment | Total | Performance related |
|--|------------------------------|---------------|-----------------------|---------------------|----------------|---------------------|
| | Salary & Fees | Cash Bonus | Non-monetary benefits | | | |
| Consolidated | \$ | \$ | \$ | \$ | \$ | % |
| 2016 | | | | | | |
| Directors | | | | | | |
| Vanda Gould Non-Executive Director | 46,966 | - | - | - | 46,966 | 0% |
| David Heaney Non-Executive Director | 46,309 | - | - | - | 46,309 | 0% |
| Henry Townsing Non-Executive Director | 11,888 | - | - | - | 11,888 | 0% |
| Executive Director | | | | | | |
| James McBrayer * Managing Director | 321,126 | 50,000 | - | 34,178 | 482,205 | 25% |
| Total Directors' Compensation | 426,289 | 50,000 | - | 6,317 | 587,368 | 21% |

* Mr McBrayer is employed on a rolling contract and his bonus, up to a maximum of \$50,000, is based on achieving certain benchmarks and targets, which in the absence of any formal agreement will default to achieving the budgeted Profit After Tax approved by the Board of Directors.

Directors' Report Continued



Director and Executive Remuneration Table

| | Short-term employee benefits | | | Post employment benefits | | | Termination benefits | Share-based payment | Total | Performance related |
|--|------------------------------|---------------|-----------------------|--------------------------|--------------------------|----------------|----------------------|---------------------|-----------|---------------------|
| | Salary & Fees | Cash Bonus | Non-monetary benefits | Superrannuation | Other Long term benefits | | | | | |
| Consolidated | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | % |
| 2016 | | | | | | | | | | |
| Key Management Personnel | | | | | | | | | | |
| Nabil Morcos* Chief Operating Officer & Director of Science | 186,739 | - | - | 22,850 | 4,087 | 265,223 | 21,631 | 500,530 | 4% | |
| Gary Somerville Quality and Regulatory Manager | 135,187 | - | - | 12,843 | 3,930 | - | - | 151,960 | 0% | |
| Cayn Cheah Financial Controller | 53,462 | - | - | 5,079 | 5,190 | - | 706 | 64,437 | 1% | |
| Graham Phillips Finance Manager | 133,652 | - | - | 12,697 | 5,672 | - | 706 | 152,727 | 0% | |
| Charles Buttigieg** Sales and Marketing Manager - Australia | 168,826 | 16,000 | - | 17,458 | 3,720 | - | 1,412 | 207,416 | 8% | |
| Bjom Altmann General Manager – Europe | 156,064 | - | - | - | - | - | 719 | 156,783 | 0% | |
| Lynn McLauchlin** General Manager – Canada | 149,436 | 20,331 | - | 2,236 | - | - | 1,412 | 173,415 | 13% | |
| Total Key Management Personnel's Compensation | 983,366 | 36,331 | - | 73,163 | 22,599 | 265,223 | 26,586 | 1,407,268 | 4% | |
| Total Compensation | 1,409,655 | 86,331 | - | 107,341 | 28,916 | 265,223 | 97,170 | 1,994,636 | 9% | |

* Professor Morcos' position was made redundant in November 2016.

** Employed on rolling contracts. Bonuses are based on achieving sales targets combined with a discretionary portion based on general management performance.

Directors' Report Continued



Cyclopharm Limited

Details of Managing Director and Key Management Personnel's Share-based payments 2017

| Name | Number of L TIP shares granted | Fair Value at grant date | Exercise price per L TIP share scheme | Amount payable - limited recourse loan | Term | Expiry date | Performance Hurdle |
|--|--------------------------------|--------------------------|---------------------------------------|--|---------|-------------|--|
| Mathew Farag | 225,000 | \$0.196 | \$0.900 | \$202,500 | 3 years | 18/4/2020 | Employment with the Cyclopharm Group until 22 January 2020 |
| Other non-Key Management Personnel | 138,000 | \$0.270 | \$1.200 | \$165,600 | 2 years | 25/7/2018 | |
| | 363,000 | | | \$368,100 | | | |
| <u>Vested but unexercised during the year</u> | | | | | | | |
| James McBrayer | 861,728 | \$0.071 | \$0.220 | \$189,580 | 5 years | 18/6/2020 | |
| James McBrayer | 861,728 | \$0.052 | \$0.250 | \$215,432 | 5 years | 18/6/2020 | |
| James McBrayer* | 1,721,554 | \$0.061 | \$0.900 | \$1,549,399 | 5 years | 9/5/2022 | |
| Other non-Key Management Personnel* | 99,851 | \$0.061 | \$0.900 | \$89,866 | 5 years | 31/8/2022 | |
| | 3,544,861 | | | \$2,044,277 | | | |

* Shares vested during the current financial year.

Directors' Report

Continued



Cyclopharm Limited

Details of Managing Director and Key Management Personnel's Share-based payments 2016

| Name | Number of LTIIP shares granted | Fair Value at grant date | Exercise price per LTIIP share scheme | Amount payable - limited recourse loan | Term | Expiry date | Performance Hurdle |
|------------------------------------|--------------------------------|--------------------------|---------------------------------------|--|---------|-------------|---|
| James McBrayer | 1,721,554 | \$0.061 | \$0.900 | \$1,549,399 | 2 years | 12/7/2017 | * Employment as Managing Director for 2 years commencing on 26 May 2015. |
| Nabil Morcos | 344,311 | \$0.061 | \$0.900 | \$309,880 | 2 years | 12/7/2017 | **33% on approval of a business case by the Board, 33% when revenues are produced and 33% when a positive return on investment is achieved |
| Michael Guo | 20,000 | \$0.270 | \$1.200 | \$24,000 | 2 years | 25/7/2018 | 50% on achievement of pilot trial clinical program and 50% on achievement of China strategic plan deliverables as agreed with the Managing Director |
| Charles Buttigieg | 34,431 | \$0.061 | \$0.900 | \$30,988 | 2 years | 12/7/2017 | 50% on achievement of 2015 revenue and gross margin budget and 50% on achievement of 2016 revenue and gross margin budget |
| Charles Buttigieg | 10,000 | \$0.270 | \$1.200 | \$12,000 | 2 years | 25/7/2018 | 50% on achievement of revenue and gross margin budget for 2016 and 2017 and 50% on achievement of strategic objectives as agreed with the Managing Director |
| Bjorn Altmann | 10,000 | \$0.270 | \$1.200 | \$12,000 | 2 years | 25/7/2018 | 50% on achievement of revenue and gross margin budget for 2016 and 2017 and 50% on achievement of strategic objectives as agreed with the Managing Director |
| Lynn McLauchlin | 34,431 | \$0.061 | \$0.900 | \$30,988 | 2 years | 12/7/2017 | 50% on achievement of 2015 revenue and gross margin budget and 50% on achievement of 2016 revenue and gross margin budget |
| Lynn McLauchlin | 20,000 | \$0.270 | \$1.200 | \$24,000 | 2 years | 25/7/2018 | 50% on achievement of revenue and gross margin budget for 2016 and 2017 and 50% on achievement of strategic objectives as agreed with the Managing Director |
| Caryn Cheah | 17,216 | \$0.061 | \$0.900 | \$15,494 | 2 years | 12/7/2017 | 50% on lodgement of 2015 Annual and Half Year Report and 50% on lodgement of 2016 Annual and Half Year Report |
| Caryn Cheah | 10,000 | \$0.270 | \$1.200 | \$12,000 | 2 years | 25/7/2018 | 50% on lodgment of 2016 Annual and Half Year Report and 50% on lodgment of 2017 Annual and Half Year Report |
| Graham Phillips | 17,216 | \$0.061 | \$0.900 | \$15,494 | 2 years | 12/7/2017 | 50% on lodgement of 2015 Annual and Half Year Report and 50% on lodgement of 2016 Annual and Half Year Report |
| Graham Phillips | 10,000 | \$0.270 | \$1.200 | \$12,000 | 2 years | 25/7/2018 | 50% on lodgment of 2016 Annual and Half Year Report and 50% on lodgment of 2017 Annual and Half Year Report |
| Other non-Key Management Personnel | 34,431 | \$0.061 | \$0.900 | \$30,988 | 2 years | 12/7/2017 | |
| Other non-Key Management Personnel | 58,000 | \$0.270 | \$1.200 | \$69,600 | 2 years | 25/7/2018 | |
| | 2,341,590 | | | \$2,148,831 | | | |

* On 26 May 2015, the date of the 2015 Annual General Meeting, shareholders approved Mr McBrayer's Performance Hurdle to be "Employment as Managing Director for 2 years commencing on 26 May 2015."

** Performance Hurdle will be deemed to be satisfied upon repayment of the LTIIP share loan in accordance with the terms of a Deed of Settlement and Release executed by the Company and Professor Morcos on 14 November 2016.

Directors' Report

Continued

Interests in the shares of the Company and related bodies corporate

The movement during the reporting period in the number of ordinary Cyclopharm shares (no options are on issue) held directly, indirectly or beneficially, by Directors and key management personnel, including their personally-related entities is as follows:

| Interest | 31 December 2016 | Granted under long term incentive schemes | Lapsed under long term incentive schemes | Shares subscribed pursuant to non-renounceable entitlement offer | On market purchases | On market sales | 31 December 2017 | |
|---------------------------------|------------------|---|--|--|---------------------|-----------------|------------------|-------------------|
| | | | | | | | | No. of shares |
| Directors | | | | | | | | |
| Mr DJ Heaney | BI | 150,000 | - | - | 22,058 | 12,942 | - | 185,000 |
| Mr VR Gould ¹ | NBI | 11,271,299 | - | - | 1,590,015 | - | (930,000) | 11,931,314 |
| Mr JS McBrayer | BI | 3,536,828 | - | - | 13,502 | - | - | 3,550,330 |
| Mr TA McDonald | NBI | - | - | - | - | 19,830 | - | 19,830 |
| | | <u>14,958,127</u> | <u>-</u> | <u>-</u> | <u>1,625,575</u> | <u>32,772</u> | <u>(930,000)</u> | <u>15,686,474</u> |
| Key Management Personnel | | | | | | | | |
| Mr M Farag | BI | - | 225,000 | - | - | - | - | 225,000 |

¹ On 19 December 2014, Justice Perram delivered his judgement in the case of Hua Wang Bank Berhad v Commissioner of Taxation [2014] FCA 1392 in which he said that Director Vanda Gould controlled certain companies that are shareholders of the Company, which would in turn, increase Mr Gould's interests in the Company. Mr Gould acknowledges he acted as advisor to those companies and their principals, however does not believe he had the requisite control to constitute relevant interests in those companies. Neither the Company nor Mr Gould were listed parties in the subject proceedings nor was Mr Gould a witness in the case. Mr Gould has advised that he may contest the assertion that he controls certain companies that are shareholders in the Company in the appropriate forums. In order to avoid a possible breach of the Corporations Act 2001, Mr Gould has notified the ASX as having a relevant interest in 11,931,314 shares as at 31 December 2017.

Remuneration Committee

The Remuneration Committee currently comprises of Mr Heaney, who is the Chairman of the Remuneration Committee, Mr Gould and Mr McDonald.

The Remuneration Committee is responsible for:

- reviewing and approving the remuneration of Directors and other senior executives; and
- reviewing the remuneration policies of the Company generally.

Remuneration philosophy

The performance of the Company depends upon the quality of its Directors and executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and executives.

To this end, the Company embodies the following principles in its remuneration framework:

- provide competitive rewards to attract high calibre executives;
- link executive rewards to shareholder value;
- have a significant portion of executive remuneration 'at risk'; and
- establish appropriate, demanding performance hurdles for variable executive remuneration.

Directors' Report

Continued



Remuneration structure

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

Non-executive Director remuneration

Objective

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost that is acceptable to Shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive Directors shall be determined from time to time by a general meeting. The latest determination was at the Annual General Meeting held in May 2017 when Shareholders approved an aggregate remuneration increase from \$200,000 to \$225,000 per year.

The amount of aggregate remuneration sought to be approved by Shareholders and the fee structure is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive Directors of comparable companies when undertaking the annual review process.

Each director receives a fee as set out in the Director and Executive Remuneration Table for being a director of the Company. Directors' fees cover all main Board activities and the membership of committees. There are no additional fees for committee membership. These fees exclude any additional 'fee for service' based on arrangements with the Company, which may be agreed from time to time. Agreed out of pocket expenses are payable in addition to Directors' fees. There is no retirement or other long service benefits that accrue upon appointment to the Board. Retiring non-executive Directors are not currently entitled to receive a retirement allowance.

Executive remuneration

Objective

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company so as to:

- reward executives for Company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- align the interests of executives with those of Shareholders; and
- ensure total remuneration is competitive by market standards.

In determining the level and make-up of executive remuneration, the Remuneration Committee engages external consultants as needed to provide independent advice.

The Remuneration Committee has entered into a detailed contract of employment with the Managing Director and a standard contract with other executives. Details of these contracts are provided below.

Remuneration consists of the following key elements:

- Fixed remuneration (base salary, superannuation and non-monetary benefits); and
- Variable remuneration
 - short term incentive (STI); and
 - long term incentive (LTI).

The proportion of fixed remuneration and variable remuneration (potential short term and long term incentives) for each executive is set out in the Director and Executive Remuneration Table.

Directors' Report

Continued

Fixed Remuneration

Objective

Fixed remuneration is reviewed annually by the Remuneration Committee. The process consists of a review of Company, business unit and individual performance, relevant comparative remuneration in the market and internally and, where appropriate, external advice on policies and practices. As noted above, the Committee has access to external advice independent of management.

Structure

Executives are given the opportunity to receive their fixed (primary) remuneration in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Group. All forms of executive remuneration are detailed in the Remuneration Report.

Variable remuneration - Short Term Incentive (STI)

The objective of the STI is to link the achievement of the Group's operational targets with remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the executive to achieve the operational targets and such that the cost to the Group is reasonable in the circumstances.

Actual STI payments granted to each executive depends on the extent to which specific targets set at the beginning of the year are met. The targets consist of a number of Key Performance Indicators (KPI's) covering both financial and non-financial, corporate and individual measures of performance. Typically included measures are sales, net profit after tax, customer service, risk management and leadership/team contribution. These measures were chosen as they represent the key drivers for short term success of the business and provide a framework for long term value.

The Group has predetermined benchmarks that must be met in order to trigger payments under the STI scheme. On an annual basis, after consideration of performance against KPI's, the Remuneration Committee, in line with their responsibilities, determine the amount, if any, of the short term incentive to be paid to each executive. This process usually occurs within 3 months of reporting date.

The aggregate of annual STI payments available for executives across the Group is subject to the approval of the Remuneration Committee. Payments are delivered as a cash bonus in the following reporting period. Participation in the Short Term Incentive Plan is at the Directors' discretion.

Variable remuneration - Long Term Incentive (LTI)

Long Term incentives are delivered under the Long Term Incentive Plan (LTIP), which is designed to reward sustainable, long-term performance in a transparent manner. Under the LTIP, individuals are granted LTIP shares, which have a two or three year performance periods (Term). The number of LTIP shares is determined by the Board. The number of LTIP shares that an individual will be entitled to at the end of the Term will depend on the extent to which the hurdle has been met. Performance hurdles are determined by the Board to align individual performance with the Company's performance.

At the Annual General Meeting held on 8 May 2007, Shareholders approved the Company's Long Term Incentive Plan ("Plan").

The purpose of the Plan is to encourage employees, Directors and officers to share in the ownership of the Company and therefore retain and motivate senior executives to drive performance at both the individual and corporate level. Performance hurdles have been determined by the Board to align individual performance with the Company's key success factors.

Directors' Report

Continued

Employment contracts

Managing Director

The Managing Director, Mr McBrayer, is employed under a rolling contract. Mr McBrayer's current contract was executed on 13 May 2008. Mr McBrayer's remuneration for 2017 and 2016 is disclosed in the tables on pages 26 and 28. Under the terms of the present contract:

- Each year from 1 January, on 31 December Mr McBrayer may be entitled to receive additional amounts up to a maximum of \$50,000 based on achieving certain benchmarks and targets, which in the absence of any formal agreement will default to achieving the budgeted underlying operating EBITDA approved by the Board of Directors effective 2017 (previously Profit After Tax). This amount is entirely performance based and seeks to strengthen the alignment of the Managing Director's interests with those of the Company's shareholders.
- Mr McBrayer may resign from his position and thus terminate this contract by giving 6 months written notice unless a mutually agreeable date can be agreed upon.
- The Company may terminate this employment agreement by providing 6 months written notice or providing payment in lieu of the notice period.
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs the Managing Director is only entitled to that portion of remuneration that is fixed, and only up to the date of termination.
- Mr McBrayer is entitled to receive strictly limited recourse loans under the Company's LTIP to purchase shares.
- On 1 September 2014, two strictly limited recourse loans were made to Mr McBrayer under the Company's LTIP to purchase shares for a period of 2 years. The first loan was to enable the purchase of 861,728 shares at the price of 22 cents per share and the second loan was to enable the purchase of 861,728 shares at the price of 25 cents per share. On 26 May 2015, shareholders approved the performance hurdles to be "Employment as Managing Director for 2 years commencing on 15 May 2013." The LTIP shares vested on 26 May 2015, the date of the 2015 Annual General Meeting ("AGM") given that it was more than 2 years since the 2013 AGM which was held on 15 May 2013.
- On 13 July 2015, a strictly limited recourse loan was made to Mr McBrayer under the Company's LTIP to purchase shares for a period of 2 years. The loan was to enable the purchase of 1,721,554 shares at the price of 90 cents per share. The LTIP shares vested on 9 May 2017, the date of the 2017 AGM.

Other Executives (standard contracts)

All executives have rolling contracts. The Company may terminate the executive's employment agreement by providing (depending on the individual's contract) between 1 to 3 months' written notice or providing payment in lieu of the notice period. Where termination with cause occurs the executive is only entitled to that portion of remuneration that is fixed, and only up to the date of termination.

Related Parties

The Directors disclose any conflict of interests in Directors' meetings as per the requirements under the Corporations Act (2001). Any disclosures that are considered to fall under the definition of related parties as per AASB 124 'Related Party Disclosures' are made in the Directors' meetings and minuted.

End of Remuneration Report

Directors' Report

Continued

DIRECTORS' MEETINGS

The number of meetings of Directors (including meetings of committees of Directors) held during the year and the numbers of meetings attended by each director were as follows:

| Director | Cyclopharm Board Meetings | | Audit & Risk Committee Meetings | | Board Nomination Committee | | Remuneration Committee Meetings | |
|------------------|------------------------------------|--------------------------|------------------------------------|--------------------------|------------------------------------|--------------------------|------------------------------------|--------------------------|
| | No. of Meetings Eligible to Attend | No. of Meetings Attended | No. of Meetings Eligible to Attend | No. of Meetings Attended | No. of Meetings Eligible to Attend | No. of Meetings Attended | No. of Meetings Eligible to Attend | No. of Meetings Attended |
| Mr V R Gould | 11 | 9 | 3 | 3 | 1 | 1 | 2 | 2 |
| Mr D J Heaney | 11 | 11 | 3 | 3 | 1 | 1 | 2 | 2 |
| Mr J M McBrayer | 11 | 11 | - | - | 1 | 1 | - | - |
| Mr T A McDonald* | 8 | 8 | 2 | 2 | - | - | 1 | 1 |

* Mr McDonald was appointed as a Director on 3 April 2017.

SHARE OPTIONS

There were no share options on issue as at year end.

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.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

This report is made and signed in accordance with a resolution of the Directors:



James McBrayer
Managing Director and CEO

Sydney, 26 March 2018

Auditor's Independence Declaration

The Board of Directors
Cyclopharm Limited
Unit 4, 1 The Crescent
Kingsgrove NSW 2208

To the Board of Directors of Cyclopharm Limited


Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*

As lead audit director for the audit of the financial statements of Cyclopharm Limited for the financial year ended 31 December 2017, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Nexia Sydney Audit Pty Limited



Stephen Fisher
Director

Dated: 26 March 2018



The Directors of Cyclopharm are responsible for the corporate governance of the Cyclopharm Group (“Cyclopharm” or the “Company”). The Board guides and monitors the business and affairs of the Company on behalf of the Shareholders by whom they are elected and to whom they are accountable.

The Company’s main corporate governance practices are applicable to all subsidiaries and are summarised below.

1 Compliance with ASX Corporate Governance Council best practice recommendations

The ASX Listing Rules require listed companies to include in their Annual Report a statement which discloses the extent to which they have followed the 29 best practice recommendations set by the ASX Corporate Governance Council (“ASX Recommendations”) during the reporting period. As a listed company, Cyclopharm must identify those recommendations which have not been followed for any part of the reporting period, the period during which they were not followed and provide reasons for non-compliance.

This Statement sets out in detail the Company’s compliance with the ASX Recommendations.

The Company considers that it has complied with all of the ASX Recommendations throughout the reporting period ended 31 December 2017, other than ASX Recommendation 2.1(a)(1), 2.4 and 4.1(a)(2) throughout the reporting period. The Company considers that it has complied with ASX recommendations 4.1(a)(1), 7.1(a)(1) and 8.1(a)(1) from 3 April 2017, upon the appointment date of Mr McDonald, an independent non-executive director. Explanations for departures are provided in this Statement in sections 2(d), 3(a) and (b). Where there is non-compliance, this is primarily due to the current size, scale and nature of Cyclopharm’s operations as it is uneconomic for smaller companies such as Cyclopharm to follow the same rules as Australia’s largest listed companies. A checklist summarising this is set out in section 9 of this Statement.

2 The Board of Directors

(a) Membership

The Board has a range of relevant financial and other skills, experience and expertise to meet its objectives. The current Board composition, including details of director backgrounds is contained within the Directors’ Report.

ASX Recommendation 2.34 (refer to best practice summary)

The Company’s Constitution requires a minimum of 3 Directors and a maximum of 9 Directors. As at 31 December 2017, there were three non-executive Directors and one executive director. The Chairman, Mr Heaney, is a non-executive director.

The terms and conditions of appointment and retirement of Directors are set out in the Company’s Constitution. The Board believes that its membership should have enough Directors to serve on various committees of the Board without overburdening the Directors or making it difficult for them to fully discharge their responsibilities.

(b) Board role and responsibilities

The Board is responsible to Shareholders and investors for the Group’s overall corporate governance.

The Board has established and approved a Board Charter. Under this Charter the Board is responsible for:

- Considering and approving the corporate strategies proposed by the Managing Director and monitoring their implementation;
- Approving, overseeing and monitoring financial and other reporting to Shareholders, investors, employees and other stakeholders of the Company;

- Ensuring that the Company has the appropriate human, financial and physical resources to execute its strategies;
- Appointing and monitoring the performance of, and removing the Managing Director;
- Ratifying the appointment, and where appropriate, the removal of the Chief Financial Officer (or equivalent) and / or Company Secretary; Reviewing the effectiveness of the Company's policies and procedures regarding risk management, including internal controls and accounting systems; and
- Ensuring appropriate governance structures are in place including standards of ethical behaviour and a culture of corporate and social responsibility.

The Board has delegated to the Managing Director all of the necessary power and authority to manage the business of the Company on a day-to-day basis with the assistance of senior management. This includes execution of the strategy approved by the Board, managing performance and risk management.

Directors are encouraged to undertake professional development to enable them to develop and maintain the skills and knowledge needed to effectively perform their roles as Directors.

ASX Recommendations 1.1, 2.6 (refer to best practice summary)

(c) Chairman

The Chairman, Mr Heaney, satisfies the requirements for an independent director under *ASX Recommendation 2.3* as he is a non-executive director, and has a relevant interest in approximately 0.27% of the Shares as at 31 December 2017 (*Recommendations permit 5%*).

The Chairman is elected by the full Board of Directors and is responsible for:

- Leadership of the Board;
- The efficient organisation and conduct of the Board's functions;
- The promotion of constructive and respectful relations between Board members and between the Board and management;
- Contributing to the briefing of Directors in relation to issues arising at Board meetings;
- Facilitating the effective contribution of all Directors; and
- Committing the time necessary to effectively discharge the role of the Chairman.

ASX Recommendation 2.5 (refer to best practice summary)

(d) Independent Directors

The Company recognises that independent Directors are important in assuring Shareholders that the Board is properly fulfilling its role and is diligent in holding senior management accountable for its performance. The Board assesses each of the Directors against specific criteria to decide whether they are in a position to exercise independent judgement.

Directors are considered to be independent if they are independent of management and free from any business or other relationship that could materially interfere with, the exercise of their unfettered and independent judgement. Materiality is assessed on a case-by-case basis by reference to each director's individual circumstances rather than general materiality thresholds.

In assessing independence, the Board considers whether the director has a business or other relationship with the Company, directly or as a partner, shareholder or officer of a Company or other entity that has an interest or a business relationship with the Company or another Cyclopharm group member.

As Managing Director, Mr McBrayer is not considered to be an independent director.

As noted in section 2(c), Mr Heaney is considered to be an independent director. Mr Gould is not considered to be an independent director as he has notified the Company and the ASX that he has an indirect interest in 11,931,314 Shares representing a substantial shareholding (being

approximately 17.5% of the total Shares on issue as at 31 December 2017). Mr McDonald, satisfies the requirements for an independent director under *ASX Recommendation 2.3* as he is a non-executive director, and has a relevant interest in approximately 0.03% of the Shares as at 31 December 2017. The structure of the Board does not comply with *ASX Recommendation 2.4* that a majority of the Board be independent directors as only half of the members satisfy the requirements as an independent director.

ASX Recommendations 2.3, 2.4 (refer to best practice summary)

(e) Avoidance of conflicts of interest by a director

In accordance with the Corporations Act 2001 and the Company's Constitution, Directors must keep the Board advised of any interest that could potentially conflict with those of the Company.

In the event that a conflict of interest may arise, involved Directors must withdraw from all deliberations concerning the matter. They are not permitted to exercise any influence over other Board members. Further, when that matter is being considered, the Director may not vote on that matter, in accordance with the Corporations Act 2001.

(f) Board Meetings

The Board regularly monitors the operational and financial performance of the Company and the economic entity against budget and other key financial risks. Appropriate risk management strategies are developed to mitigate all identified risks of the business.

The number of times the Board has formerly met and the number of meetings attended by Directors during the financial year are reported in the Directors' Report. The Board Charter dictates that the Board will hold 8 scheduled meetings each year and, other meetings may be held at short notice as required.

(g) Review of Board Performance

The process for conducting the Board's annual performance review was agreed by the Board and was performed by the Chairman of the Board. Matters covered in the annual performance review include:

- The Board's contribution to developing strategy and policy;
- Interaction between the Board and management, and between Board members;
- The Board's processes to monitor business performance and compliance, control risk and evaluate Management;
- Board composition and structure; and
- The operation of the Board, including the conduct of Board meetings, Board Committee meetings and group behaviours.

ASX Recommendation 1.6 (refer to best practice summary)

(h) Nomination and appointment of new Directors

Recommendations for nominations of new Directors are made by the Board Nominations Committee and considered by the Board in full. All current members of the Board are members of the Board Nominations Committee and Mr Heaney is Chairman of the Committee. Board membership is reviewed annually by the Committee to ensure the Board has appropriate mix of qualifications, skills and experience. External advisers may be used in this process. Candidates are appointed by the Board and must stand for election at the next general meeting of Shareholders. If a new director is appointed during that year, that person will stand for election by Shareholders at the next annual general meeting. Shareholders are provided with relevant information on the candidates for election. The Nominations Committee reviews appointment criteria from time to time and makes recommendations concerning the re-election of any director by Shareholders.

ASX Recommendation 2.1 (refer to best practice summary)

(i) Retirement and re-election of Directors

The Company's Constitution states that one-third of Directors excluding the Managing Director must retire each year. The maximum term that each director can serve in any single term is three years. A director appointed during the year must, under the Constitution, retire at the next annual general meeting. At that meeting, they can stand for re-election. The Board Nominations Committee conducts a peer review of those Directors during the year in which that director will become eligible for re-election.

ASX Recommendation 1.6 (refer to best practice summary)

3 Board Committees

To assist the Board in fulfilling its duties and responsibilities, it has established the following committees:

- Audit and Risk Committee;
- Board Nominations Committee; and
- Remuneration Committee.

(a) Audit and Risk Committee

The Audit and Risk Committee is governed by its charter, as approved by the Board. The Charter is available within the Corporate Governance section on Cyclopharm's website, at www.cyclopharm.com.au. The Audit and Risk Committee comprises three Directors, all of whom are non-executive Directors. The non-executive Directors are Mr Heaney, Chairman of the Audit and Risk Committee, Mr Gould and Mr McDonald. The qualifications of the Committee members are located in the Directors' Report on page 18 and 19. The Audit and Risk Committee's responsibilities include:

- Reviewing procedures, and monitoring and advising on the quality of financial reporting (including accounting policies and financial presentation);
- Reviewing the proposed fees, scope, performance and outcome of external audits. However, the auditors are appointed by the Board;
- Reviewing the procedures and practices that have been implemented by management regarding internal control systems;
- Ensuring that management have established and implemented a system for managing material financial and non-financial risks impacting the Company;
- Reviewing the corporate governance practices and policies of the Company; and
- Reviewing procedures and practices for protecting intellectual property ("IP") and aligning IP to strategy.

The Committee complies with the ASX Recommendation that it has at least 3 members but does not comply with the ASX Recommendation that it be chaired by an independent director who is not the chairperson of the Board. The Board believes that Mr Heaney (an independent director) is the most appropriate person to be elected Chairman of the Committee.

The number of times the Audit and Risk Committee has formerly met and the number of meetings attended by Directors during the financial year are reported in the Directors' Report.

The Audit and Risk Committee monitors and reviews:

- The effectiveness and appropriateness of the framework used by the Company for managing operational risk;
- The adequacy of the Company's internal controls including information systems controls and security;
- The adequacy of the process for reporting and responding to significant control and regulatory breaches;
- The effectiveness of the compliance function in ensuring adherence to applicable laws and regulations, including the actioning of legal and regulatory developments which may have a significant impact;

Corporate Governance

Continued

- Operational risk issues; and
- Action plans to address control improvement areas.

The Company's Auditor, is required to attend the Annual General Meeting and to be available to answer Shareholders' questions about the conduct of the audit and the preparation and content of the Auditor's Report.

ASX Recommendations 4.1, 4.3, 7.1, 7.2 (refer to best practice summary)

(b) Board Nominations Committee

The Board Nominations Committee is governed by its charter, as approved by the Board. The Charter is available within the Corporate Governance section on Cyclopharm's website, at www.cyclopharm.com.au. All current Directors are members of the Committee and Mr Heaney (who is an independent Director) is the Chairman of the Committee. The qualifications of the Committee members are located in the Directors' Report on page 18 and 19.

The primary function of the Committee is performing review procedures to assist the Board in fulfilling its oversight responsibility to Shareholders by ensuring that the Board comprises individuals best able to discharge the responsibilities of Directors having regard to the law and the highest standards of governance. The Committee as delegated by the Board, is responsible for:

- developing and reviewing policies on Board composition, strategic function and size;
- performance review process of the Board, its Committees and individual Directors;
- developing and implementing induction programs for new Directors and ongoing education for existing Directors;
- developing eligibility criteria for nominating Directors;
- recommending appointment of Directors of the Board;
- reviewing director independence; and
- succession planning for the Board.

As noted in section 2(d), Mr Gould is not considered to be an independent Director. Accordingly, the Committee did not comply with the ASX Recommendation that a majority of its members be independent directors.

The Board has considered the competencies and experience of each of the Directors and believes that the current structure operates effectively and efficiently without the need for the appointment of additional independent directors or the creation of further sub-committees. The number of times the Board Nominations Committee has formerly met and the number of meetings attended by Directors during the financial year are reported in the Directors' Report.

ASX Recommendations 1.3, 2.1, 2.2 (refer to best practice summary)

(c) Remuneration Committee

The Remuneration Committee is governed by its charter, as approved by the Board. The Charter is available within the Corporate Governance section on Cyclopharm's website, at www.cyclopharm.com.au. The Remuneration Committee comprises three non-executive Directors, namely Mr Heaney, Mr Gould and Mr McDonald. Mr Heaney (who is an independent Director) is the Chairman of the Committee. The qualifications of the Committee members are located in the Directors' Report on page 18 and 19.

The Remuneration Committee advises the Board on remuneration policies and practices generally, and makes specific recommendations on remuneration packages and other terms of employment for executive Directors, senior executives and non-executive Directors. Each member of the senior executive team signs a formal employment contract at the time of their appointment covering a range of matters including their duties, rights and responsibilities. Executive remuneration and other terms of employment are reviewed annually by the Committee having regard to personal and corporate performance contribution to long-term growth, relevant comparative information and independent expert advice. As well as base salary, remuneration packages may include superannuation and retirement and termination entitlements.

The Remuneration Report, which has been included in the Directors' Report, provides information on the Group's remuneration policies and payment details for Directors and key management personnel.

The Committee complies with the ASX Recommendation that it has at least 3 members and that a majority of its members be independent directors.

The number of times the Board Remuneration Committee has formerly met and the number of meetings attended by Directors during the financial year are reported in the Directors' Report.

ASX Recommendations 1.3, 1.7, 8.1 (refer to best practice summary)

4 Recognising and managing risk

A range of factors and risks some of which are beyond the Company's control can influence performance. The Company has in place a range of procedures to identify, assess and control risks which are reviewed by the Audit and Risk Committee and also by the Board periodically.

(a) Board oversight of the risk management system

The Board is responsible for approving and overseeing the risk management system. The Board reviews, at least annually, the effectiveness of the implementation of the risk management controls and procedures.

The Company recognises four main types of risk:

- Market risk, relates to the risk to earnings from changes in market conditions including economic activity, interest rates, investor sentiment and world events.
- Operational risk, relates to inadequacy of or a failure of internal processes, people or systems or from external events.
- Credit risk, relates to the risk that the other party to a transaction will not honour their obligation; and
- Regulatory risk, relates to the risk that there may be changes to legislation (including but not limited to laws which relate to corporations and taxation) in the future which restricts or limits in some way the Company's activities.

ASX recommendations 7.1, 7.2 (refer to best practice summary)

The Board, based on the recommendations of the Managing Director, Mr McBrayer, makes decisions on investments for the Company. The Board considers that the general retention by it of the power to make the final investment or divestment decision by majority vote provides an effective review of the investment strategy.

A majority of the Directors must approve any modification to the investment parameters applying to the Company's assets. Any proposed major change in investment strategy is first put to Shareholders for their approval.

The Board is also responsible for identifying and monitoring areas of significant business risk. Internal control measures currently adopted by the Board include:

- monthly reporting to the Board in respect of operations and the Company's financial position, with a comparison of actual results against budget; and
- regular reports to the Board by appropriate members of the management team and/or independent advisers, outlining the nature of particular risks and highlighting measures which are either in place or can be adopted to manage or mitigate those risks.

(b) Risk management roles and responsibilities

The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Executive management is responsible for implementing the Board approved risk management

strategy and developing policies, controls, processes and procedures to identify and manage risks in all of the Company's activities.

ASX recommendation 7.2 (refer to best practice summary)

(c) Managing Director and Chief Financial Officer Certification

The Managing Director and Chief Financial Officer (or equivalent) provide to the Board written certification that in all material respects:

- The Company's financial statements present a true and fair view of the Company's financial condition and operational results and are in accordance with relevant accounting standards;
- The statement given to the Board on the integrity of the Company's financial statements is founded on a sound system of risk management, internal compliance and controls which implements the policies adopted by the Board; and
- The Company's risk management, internal compliance and control system is operating efficiently and effectively in all material respects.

ASX recommendation 4.2 (refer to best practice summary)

(d) Internal audit, review and risk evaluation

Due to its size, Cyclopharm does not have an internal audit function. Assurance is provided to the Board by senior management on the adequacy and effectiveness of management controls for risk. The external auditors will provide a report communicating significant deficiencies identified in internal controls during the audit to the board and management.

ASX recommendation 7.3 (refer to best practice summary)

5 Remuneration

(a) Overview

The Remuneration Committee is responsible for reviewing the compensation arrangements for the Managing Director and other key personnel. The Remuneration Committee is also responsible for reviewing management incentive schemes, superannuation, retirement and termination entitlements, fringe benefits policies, and professional indemnity and liability insurance policies. The nature and amount of each element of the fee or salary of each director and each of the highest-paid officers of the Company are set out in the Remuneration Report on pages 25 to 35. Non-executive Directors' fees and payments are reviewed annually by the Board. Executive Directors are, subject to the information above, paid in salary or fees.

ASX recommendations 8.1, 8.3 (refer to best practice summary)

(b) Equity-based key management personnel remuneration

The Long Term Incentive Plan (LTIP) was approved by Shareholders at the Annual General Meeting held on 8 May 2007 in Melbourne. The purpose of the LTIP is to attract, retain and motivate employees and officers of the Company to drive performance at both the individual and corporate level. Any further participation by Directors in the LTIP will require Shareholder approval in accordance with the ASX Listing Rules.

6 Timely and balanced disclosure

The Company believes that all Shareholders should have equal and timely access to material information about the Company including its financial situation, performance, ownership and governance. The Company's market disclosure policy approved by the Board and governs how the Company communicates with Shareholders and the market. Shareholders are encouraged to participate in general meetings.

(a) Market disclosure policy and practices

The Continuous Disclosure and Market Communication Policy is available within the Corporate Governance section on Cyclopharm's website, at www.cyclopharm.com.au.

This policy includes provision for communications by the Company to:

- Be factual and subject to internal vetting and authorisation before issue;
- Be made in a timely manner;
- Not omit material information;
- Be expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions; and
- Be in compliance with ASX Listing Rules continuous disclosure requirements

The policy also contains guidelines on information that may be price sensitive. The Company Secretary has been nominated as the person responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements with the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX.

Policy concerning trading in Company securities

On 19 February 2009, the Board resolved to adopt a Policy concerning trading in Company securities. An executive, director or relevant employees ('employee') must not trade in any securities of the Company at any time when they are in possession of unpublished, price sensitive information in relation to those securities. An employee should not deal in securities of Cyclopharm without receiving clearance from a Committee comprised of the Managing Director and the Chairman (or in the absence of either of these two directors by any other director) who has ensured that there is no unpublished price sensitive information.

Generally, an employee must be given clearance to deal in any securities of Cyclopharm during a prohibited period. A 'prohibited period' means:

- (a) The period from year end and preliminary announcement of the full year results (usually 1 February to end February);
- (b) The period from half year end and preliminary announcement of the half year results (usually 1 August to end August); and
- (c) Any other periods advised to employees by the Board (via the Company Secretary).

As required by the ASX Listing Rules, the Company notifies the ASX of any transaction conducted by directors in the securities of the Company.

ASX Recommendation 5.1 (refer to best practice summary)

(b) Communication strategy

The Company publishes on its website the annual reports, profit announcements, press releases and notices to meeting to encourage shareholder and investor participation in Cyclopharm.

ASX Recommendations 6.1, 6.2, 6.3, 6.4 (refer to best practice summary)

7 Ethical and responsible decision-making

(a) Code of Ethics and Conduct

The Board endeavours to ensure that the Directors, officers and employees of Cyclopharm act with integrity and observe the highest standards of behaviour and business ethics in relation to their corporate activities. All officers and employees are expected to:

- comply with the law;
- act in the best interests of the Company;
- be responsible and accountable for their actions; and
- observe the ethical principles of fairness, honesty and truthfulness, including prompt disclosure of potential conflicts.

ASX Recommendation 3.1 (refer to best practice summary)

8 Diversity

The Company publishes its Diversity Policy within the Corporate Governance section on Cyclopharm's website at www.cyclopharm.com.au.

The proportion of women employees within the following three levels as at 31 December 2017 are:

- | | |
|------------------------------|-----|
| • Whole organisation | 33% |
| • Senior executive positions | 20% |
| • Board | 0% |

The Board has set the following objectives which are reviewed annually:

- Establish a Diversity Committee to oversee selection of new board members and senior executives;
- For vacancies at the Board and Senior Management level ensure that a diverse candidate pool and input from a diverse selection pool; and
- Establish a senior mentoring program overseen by the Managing Director for all female senior managers.

ASX Recommendation 1.5 (refer to best practice summary)

9 Checklist for summarising the best practice recommendations and compliance

| ASX Principle | Reference | Compliance |
|---|---------------------------|---------------|
| Principle 1: Lay solid foundations for management and oversight | | |
| 1.1 A listed entity should disclose: | 2b | comply |
| (a) the respective roles and responsibilities of its board and management; and | | |
| (b) those matters expressly reserved to the board and those delegated to management. | | |
| 1.2 A listed entity should: | | comply |
| (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and | | |
| (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | | |
| 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | 3b,3c | comply |
| 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | | comply |
| 1.5 A listed entity should: | 8 | comply |
| (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; | | |
| (b) disclose that policy or a summary of it; and | | |
| (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: | | |
| (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or | | |
| (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. | | |
| 1.6 A listed entity should: | 2g, 2i | comply |
| (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and | | |
| (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | | |
| 1.7 A listed entity should: | 3c | comply |
| (a) have and disclose a process for periodically evaluating the performance of its senior executives; and | | |
| (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | | |
| Principle 2: Structure the board to add value | | |
| 2.1 The board of a listed entity should: | 2h, 3b | do not comply |
| (a) have a nomination committee which: | | |
| (i) has at least three members, a majority of whom are independent directors; and | | |
| (ii) is chaired by an independent director, | | |
| and disclose: | | |
| (iii) the charter of the committee; | | |
| (iv) the members of the committee; and | | |
| (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or | | |
| (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. | | |
| 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership. | 3b | comply |
| 2.3 A listed entity should disclose: | 2c, 2d, Directors' Report | comply |
| (a) the names of the directors considered by the board to be independent directors; | | |
| (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and | | |
| (c) the length of service of each director. | | |
| 2.4 A majority of the board of a listed entity should be independent directors. | 2a, 2d | do not comply |
| 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | 2c | comply |
| 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. | 2b | comply |

9 Checklist for summarising the best practice recommendations and compliance (continued)

| ASX Principle | Reference | Compliance |
|---|-----------|---------------|
| Principle 3: Act ethically and responsibly | | |
| 3.1 A listed entity should: | 7a | comply |
| (a) have a code of conduct for its directors, senior executives and employees; and | | |
| (b) disclose that code or a summary of it. | | |
| Principle 4: Safeguard integrity in financial reporting | | |
| 4.1 The board of a listed entity should: | | |
| (a) have an audit committee which: | 3a | do not comply |
| (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and | | |
| (ii) is chaired by an independent director, who is not the chair of the board, and disclose: | | |
| (iii) the charter of the committee; | | |
| (iv) the relevant qualifications and experience of the members of the committee; and | | |
| (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or | | |
| (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. | | |
| 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. | 4c | comply |
| 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | 3a | comply |
| Principle 5: Make timely and balanced disclosure | | |
| 5.1 A listed entity should: | 6a | comply |
| (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and | | |
| (b) disclose that policy or a summary of it. | | |
| Principle 6: Respect the rights of security holders | | |
| 6.1 A listed entity should provide information about itself and its governance to investors via its website. | 6b | comply |
| 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors. | 6b | comply |
| 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. | 6b | comply |
| 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | 6b | comply |

9 Checklist for summarising the best practice recommendations and compliance (continued)

| ASX Principle | Reference | Compliance |
|--|--|------------|
| Principle 7: Recognise and manage risk | | |
| 7.1 The board of a listed entity should: | 3a, 4a | comply |
| <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. | | |
| 7.2 The board or a committee of the board should: | 3a, 4a, 4b | comply |
| <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place. | | |
| 7.3 A listed entity should disclose: | 4d | comply |
| <ul style="list-style-type: none"> (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. | | |
| 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. | Directors' Report | comply |
| Principle 8: Remunerate fairly and responsibly | | |
| 8.1 The board of a listed entity should: | 3c, 5a | comply |
| <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. | | |
| 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. | Directors' Report (Remuneration Report) | comply |
| 8.3 A listed entity which has an equity-based remuneration scheme should: | 5b | comply |
| <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. | | |

Statement of Comprehensive Income

for the year ended 31 December 2017



| | Notes | Consolidated | |
|---|-------|--------------------|-------------------|
| | | 2017 \$ | 2016 \$ |
| CONTINUING OPERATIONS | | | |
| Sales revenue | 4 | 13,188,752 | 14,385,507 |
| Finance revenue | 4 | 79,529 | 47,308 |
| Other revenue | 4 | 2,390,586 | 495,083 |
| Total revenue | | 15,658,867 | 14,927,898 |
| Cost of materials and manufacturing | 4a | (2,647,649) | (3,519,127) |
| Employee benefits expense | 4e | (4,027,216) | (3,718,776) |
| Advertising and promotion expense | | (351,462) | (281,302) |
| Depreciation and amortisation expense | 4c | (318,088) | (106,392) |
| Freight and duty expense | | (450,429) | (469,068) |
| Research and development expense | 4d | (2,871,288) | (1,157,422) |
| Administration expense | 4f | (3,900,809) | (3,110,536) |
| Other expenses | 4g | (366,708) | (630,897) |
| Profit before tax and finance costs | | 725,218 | 1,934,378 |
| Finance costs | 4b | (20,079) | (17,952) |
| Profit before income tax | | 705,139 | 1,916,426 |
| Income tax | 5 | (2,229,710) | (1,025,058) |
| (Loss) / Profit for the year | | (1,524,571) | 891,368 |
| Other comprehensive income after income tax | | | |
| <i>Items that will be re-classified subsequently to profit and loss when specific conditions are met:</i> | | | |
| Exchange differences on translating foreign controlled entities (net of tax) | | 302,106 | (1,082,967) |
| Total comprehensive loss for the year | | (1,222,465) | (191,599) |
| (Loss) / Earnings per share (cents per share) | 6 | cents | cents |
| -basic (loss) / earnings per share for continuing operations | | (2.25) | 1.55 |
| -basic (loss) / earnings per share | | (2.25) | 1.55 |
| -diluted (loss) / earnings per share | | (2.25) | 1.55 |

The Statement of Comprehensive Income is to be read in conjunction with the notes to the financial statements.

Statement of Financial Position

as at 31 December 2017

cyclopharm
Nuclear Medicine



| | Notes | Consolidated | |
|---------------------------------------|-------|-------------------|-------------------|
| | | 2017 \$ | 2016 \$ |
| Assets | | | |
| Current Assets | | | |
| Cash and cash equivalents | 7 | 8,689,676 | 4,590,760 |
| Trade and other receivables | 8 | 5,337,824 | 3,738,193 |
| Inventories | 9 | 2,677,303 | 2,633,104 |
| Current tax asset | 5 | 27,778 | - |
| Other assets | | 96,258 | 98,881 |
| Total Current Assets | | 16,828,839 | 11,060,938 |
| Non-current Assets | | | |
| Property, plant and equipment | 10 | 2,682,423 | 2,340,655 |
| Investments | 11 | - | - |
| Intangible assets | 12 | 2,767,030 | 1,717,386 |
| Deferred tax assets | 5 | 1,098,949 | 1,296,015 |
| Total Non-current Assets | | 6,548,402 | 5,354,056 |
| Total Assets | | 23,377,241 | 16,414,994 |
| Liabilities | | | |
| Current Liabilities | | | |
| Trade and other payables | 13 | 2,606,594 | 2,604,632 |
| Interest bearing loans and borrowings | 14 | 87,536 | - |
| Provisions | 15 | 944,276 | 923,242 |
| Tax liabilities | 5 | 1,573,059 | 27,839 |
| Total Current Liabilities | | 5,211,465 | 3,555,713 |
| Non-current Liabilities | | | |
| Trade and other payables | 13 | 154,727 | - |
| Interest bearing loans and borrowings | 14 | 87,330 | - |
| Provisions | 15 | 212,335 | 253,510 |
| Deferred tax liabilities | 5 | 549 | 3,855 |
| Deferred income liabilities | 16 | 461,443 | 140,113 |
| Total Non-current Liabilities | | 916,384 | 397,478 |
| Total Liabilities | | 6,127,849 | 3,953,191 |
| Net Assets | | 17,249,392 | 12,461,803 |
| Equity | | | |
| Contributed equity | 17 | 21,551,727 | 14,962,967 |
| Employee equity benefits reserve | 26 | 625,038 | 603,622 |
| Foreign currency translation reserve | 26 | (603,201) | (905,307) |
| Accumulated losses | | (4,324,172) | (2,199,479) |
| Total Equity | | 17,249,392 | 12,461,803 |

The Statement of Financial Position is to be read in conjunction with the notes to the financial statements.

Statement of Cash Flows

for the year ended 31 December 2017

| | | Consolidated | |
|--|---|--------------------|--------------------|
| | | 2017 | 2016 |
| | | \$ | \$ |
| | | Notes | |
| Operating activities | | | |
| Receipts from customers | | 14,509,179 | 14,980,856 |
| Payments to suppliers and employees | | (14,653,135) | (13,717,416) |
| Interest received | | 79,529 | 47,308 |
| Borrowing costs paid | | (20,079) | (17,952) |
| Income tax received / (paid) | | (197,178) | (638,002) |
| Net cash flows (used in) / from operating activities | 7 | (281,684) | 654,794 |
| Investing activities | | | |
| Payments for acquisition of subsidiary | | (1,003,021) | - |
| Cash acquired upon acquisition of subsidiary | | 1,175,958 | - |
| Purchase of property, plant and equipment | | (641,101) | (1,795,214) |
| Payments for intangible assets | | (1,068,398) | (425,794) |
| Net cash flows used in investing activities | | (1,536,562) | (2,221,008) |
| Financing activities | | | |
| Proceeds from issue of shares | | 6,947,816 | - |
| Costs of raising capital | | (359,056) | - |
| Dividends paid | | (600,122) | (556,618) |
| Repayment of bank borrowings | | (160,172) | (197,376) |
| Net cash flows from / (used in) financing activities | | 5,828,466 | (753,994) |
| Net increase / (decrease) in cash and cash equivalents | | 4,010,220 | (2,320,208) |
| Cash and cash equivalents | | | |
| - at beginning of the period | | 4,590,760 | 6,444,995 |
| - net foreign exchange differences from translation of cash and cash equivalents | | 88,696 | 465,973 |
| - at end of the year | 7 | 8,689,676 | 4,590,760 |

The Statement of Cash Flows is to be read in conjunction with the notes to the financial statements.

Reconciliation of liabilities arising from financing activities

| | | | | Non-cash changes | | |
|-------|--|--------|------------|----------------------------------|---------------------------|---------|
| | | 2016 | Cash flows | Acquisition of controlled entity | Foreign exchange movement | 2017 |
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Notes | | | | | | |
| | Interest bearing loans and borrowings | | | | | |
| 14 | | - | (160,172) | 331,522 | 3,516 | 174,866 |

Statement of Changes in Equity

for the year ended 31 December 2017



| | Contributed Equity | Other Contributed Equity | Total Contributed Equity | Retained Earnings / (Accumulated Losses) | Foreign Currency Translation Reserve (Note 26(b)) | Employee Equity Benefits Reserve (Note 26(a)) | Total |
|---|-----------------------|--------------------------------|-----------------------------|---|---|---|--------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| CONSOLIDATED | | | | | | | |
| Balance at 1 January 2016 | 20,296,125 | (5,333,158) | 14,962,967 | (2,534,229) | 177,660 | 495,845 | 13,102,243 |
| Profit for the year | - | - | - | 891,368 | - | - | 891,368 |
| Other comprehensive loss | - | - | - | - | (1,082,967) | - | (1,082,967) |
| Total comprehensive loss for the year | - | - | - | 891,368 | (1,082,967) | - | (191,599) |
| Dividends paid | - | - | - | (556,618) | - | - | (556,618) |
| Cost of share based payments | - | - | - | - | - | 107,777 | 107,777 |
| Total transactions with owners and other transfers | - | - | - | (556,618) | - | 107,777 | (448,841) |
| Balance at 31 December 2016 | 20,296,125 | (5,333,158) | 14,962,967 | (2,199,479) | (905,307) | 603,622 | 12,461,803 |
| Balance at 1 January 2017 | 20,296,125 | (5,333,158) | 14,962,967 | (2,199,479) | (905,307) | 603,622 | 12,461,803 |
| Loss for the year | - | - | - | (1,524,571) | - | - | (1,524,571) |
| Other comprehensive loss | - | - | - | - | 302,106 | - | 302,106 |
| Total comprehensive loss for the year | - | - | - | (1,524,571) | 302,106 | - | (1,222,465) |
| Issue of non-renounceable entitlement offer shares | 6,947,816 | - | 6,947,816 | - | - | - | 6,947,816 |
| Cost of raising capital | (359,056) | - | (359,056) | - | - | - | (359,056) |
| Dividends paid | - | - | - | (600,122) | - | - | (600,122) |
| Cost of share based payments | - | - | - | - | - | 21,416 | 21,416 |
| Total transactions with owners and other transfers | 6,588,760 | - | 6,588,760 | (600,122) | - | 21,416 | 6,010,054 |
| Balance at 31 December 2017 | 26,884,885 | (5,333,158) | 21,551,727 | (4,324,172) | (603,201) | 625,038 | 17,249,392 |

The Statement of Changes in Equity is to be read in conjunction with the notes to the financial statements.

Notes

for the year ended 31 December 2017



1. CORPORATE INFORMATION

The financial report of Cyclopharm Limited ("Cyclopharm" or "the Company") for the year ended 31 December 2017 was authorised for issue by a resolution of the Directors as at the date of this report.

Cyclopharm is a Company limited by shares incorporated and domiciled in Australia. The shares are publicly traded on the Australian Securities Exchange ("ASX") under the code "CYC".

During the year the principal continuing activities of the consolidated entity consisted of the manufacture and sale of medical equipment and radiopharmaceuticals, including associated research and development.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

The financial report is presented in Australian dollars.

Change in Accounting Policy

Research & Development Tax Incentive

The Group voluntarily changed its accounting policy relating to the recognition of the Research & Development tax incentive, whereby the incentive was reclassified as Other Revenue under AASB 120: Government Grants for the year ended 31 December 2017 and for the comparative year. For the previous financial year ended 31 December 2016, the incentive was previously classified as an Income tax benefit under AASB 112: Income Tax. This change has been implemented as the Board has determined it is more appropriate to classify the incentive as Other Revenue under AASB 120 as the Group is entitled to a refundable tax offset and the refund is based on eligible Research & Development expenditure, irrespective of taxable income.

b) New and Amended Accounting Policies Adopted by the Group

Consolidated financial statements

The Group adopted the following Australian Accounting Standards (new and amended) from the mandatory application date of 1 January 2017. The new and amended Standards are not expected to have a significant impact on the Group's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) New and Amended Accounting Policies Adopted by the Group (continued)

AASB 2015-9: Amendments to Australian Accounting Standards – Scope and Application Paragraphs

This amending Standard reinstates the scope paragraphs inadvertently deleted from AASB 8 and AASB 133. There is no change to the requirements or the applicability of AASB 8 and AASB 133.

AASB 2016-1: Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses [AASB 112]

This Standard amends AASB 112 Income Taxes to clarify the circumstances in which the recognition of deferred tax assets may arise in respect of unrealised losses on debt instruments measured at fair value.

AASB 2016-2: Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107

This Standard amends AASB 107 Statement of Cash Flows to include additional disclosures and reconciliation relating to changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

AASB 2017-2: Amendments to Australian Accounting Standards – Further Annual Improvements 2014–2016 Cycle

AASB 2017-2 specifies that summarised financial information relating to a subsidiary, associate or joint venture is not required by AASB 12 Disclosure of Interests in Other Entities where an entity's interests in those entities are classified as held for sale, held for distribution to owners in their capacity as owners or discontinued operations in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations.

c) New Accounting Standards for Application in Future Periods

Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

Applicable to annual reporting periods beginning on or after 1 January 2018:

AASB 2016-3: Amendments to Australian Accounting Standards – Clarification to AASB 15

This Standard amends AASB 15 Revenue from Contracts with Customers to clarify the requirements on identifying performance obligations, principal versus agent considerations and the timing of recognising revenue from granting a licence. In addition, it provides further practical expedients on transition to AASB 15. This amended Standard is not expected to have a significant impact on the Group's financial statements.

AASB 9: Financial Instruments and associated Amending Standards

The Standard will be applicable retrospectively (subject to the provisions on hedge accounting outlined below) and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) New Accounting Standards for Application in Future Periods (continued)

The key changes made to the Standard that may affect the Group on initial application include certain simplifications to the classification of financial assets, simplifications to the accounting of embedded derivatives, and the irrevocable election to recognise gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. AASB 9 also introduces a new model for hedge accounting that will allow greater flexibility in the ability to hedge risk, particularly with respect to hedges of non-financial items. Should the entity elect to change its hedge policies in line with the new hedge accounting requirements of AASB 9, the application of such accounting would be largely prospective.

The adoption of AASB 9 is not expected to have a significant impact on the Group's financial statements.

AASB 2016-5: Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions

This Standard amends AASB 2 Share-based Payment to address:

- (a) the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- (b) the classification of share-based payment transactions with a net settlement feature for withholding tax obligations; and
- (c) the accounting for a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The adoption of this amended statement is not expected to have a material impact on the Group's financial statements.

AASB 15: Revenue from Contracts with Customers

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers. The core principle of the Standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. To achieve this objective, AASB 15 provides the following five-step process:

- Identify the contract(s) with a customer;
- Identify the performance obligations in the contract(s);
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract(s); and
- Recognise revenue when (or as) the performance obligations are satisfied.

The transitional provisions of this Standard permit an entity to either: restate the contracts that existed in each prior period presented as per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors (subject to certain practical expedients in AASB 15); or recognise the cumulative effect of retrospective application to incomplete contracts on the date of initial application. There are also enhanced disclosure requirements regarding revenue.

The adoption of AASB 15 is not expected to have a material impact on the Group's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) New Accounting Standards for Application in Future Periods (continued)

AASB 2017-1: Amendments to Australian Accounting Standards – Transfers of Investment Property, Annual Improvements 2014–2016 Cycle and Other Amendments

This Standard clarifies that:

- a) a change in classification to or from investment property can only be made where there is evidence of a change in use of the property. A change in management's intention is, in isolation, not evidence of a change in use; and
- b) the election by a venture capital organisation, mutual fund, unit trust or similar entity to measure investments in an associate or joint venture at fair value through profit or loss is made separately for each associate or joint venture.

The adoption of this Standard is not expected to have a material impact on the Group's financial statements.

Interpretation 22: Foreign Currency Transactions and Advance Consideration

The Interpretation clarifies that for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income is the date on which the entity recognises the payment or receipt of advance consideration in a foreign currency.

The adoption of Interpretation 22 is not expected to have a material impact on the Group's financial statements.

Applicable to annual reporting periods beginning on or after 1 January 2019:

AASB 16: Leases

AASB 16 replaces AASB 117 Leases and set out the principles for the recognition, measurement, presentation and disclosure of leases.

AASB 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligations to make lease payments.

A lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying AASB 107 Statement of Cash Flows.

AASB 16 substantially carries forward the lessor accounting requirements in AASB 117 Leases. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

This Standard applies to annual reporting periods beginning on or after 1 January 2019. Earlier application is permitted provided the entity also applies AASB 15 Revenue from Contracts with Customers at or before the same date.

Although the Directors anticipate that the adoption of AASB 16 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) New Accounting Standards for Application in Future Periods (continued)

Interpretation 23: Uncertainty over Income Tax Treatments

Interpretation 23 clarifies how to apply the recognition and measurement requirements in AASB 112 Income Taxes when there is uncertainty over income tax treatments.

Consequential amendments are made to AASB 1 First-time Adoption of Australian Accounting Standards as a result of Interpretation 23 by AASB 2017-4.

The adoption of this Interpretation is not expected to have a material impact on the Group's financial statements.

AASB 2017-6: Amendments to Australian Accounting Standards – Prepayment Features with Negative Compensation.

This Standard amends AASB 9 to permit entities to measure at amortised cost or fair value through other comprehensive income particular financial assets that would otherwise have contractual cash flows that are solely payments of principal and interest but do not meet that condition only as a result of a prepayment feature.

The adoption of AASB 2017-6 is not expected to have a material impact on the Group's financial statements.

AASB 2017-7: Amendments to Australian Accounting Standards – Long-term Interests in Associates and Joint Ventures

This Standard amends AASB 128 to clarify that an entity is required to account for long-term interests in an associate or joint venture, which in substance form part of the net investment in the associate or joint venture but to which the equity method is not applied, using AASB 9 Financial Instruments before applying the loss allocation and impairment requirements in AASB 128.

The adoption of this Standard is not expected to have a material impact on the Group's financial statements.

Applicable to annual reporting periods beginning on or after 1 January 2022:

AASB 2014-10: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to AASB 10 and AASB 128)

Amend AASB 10 and AASB 128 to remove the inconsistency in dealing with the sale or contribution of assets between an investor and its associate or joint venture. A full gain or loss is recognised when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

The mandatory application date of AASB 2014-10 has been amended and deferred to annual reporting periods beginning on or after 1 January 2022 by AASB 2017-5.

These new and amended Standards are not expected to have a significant impact on the Group's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Basis of consolidation

The consolidated financial statements comprise the financial statements of Cyclopharm and its subsidiaries as at 31 December each year ('the Group').

Subsidiaries are entities the parent controls. The parent controls an entity when it 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 over the entity.

Subsidiaries

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which Cyclopharm has control.

The financial statements of subsidiaries are prepared for the same reporting period as the parent Company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Transactions eliminated on consolidation

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

For business combinations involving entities under common control, which are outside the scope of *AASB 3 Business Combinations*, the Company applies the purchase method of accounting by the legal parent.

e) Foreign currency translation

Functional and presentation currency

The functional currency of each of the group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars (Aud \$) which is the parent entity's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items that are measured in terms of historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate when the fair value was determined.

Exchange differences arising on the translation of monetary items are recognised in the Statement of Comprehensive Income, except where deferred in equity as a qualifying cash flow hedge or net investment hedge. On disposal of a foreign entity the deferred cumulative amount in equity is recognised in the Statement of Comprehensive Income.

Group companies

The functional currency of the overseas subsidiaries Cyclomedica Ireland Limited, Cyclomedica Germany GmbH, Cyclomedica Europe Limited, and Inter Commerce Medical bvba, is European Euro (Euro €) and Cyclomedica Canada Limited is Canadian dollars (Can \$).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The financial results and position of foreign operations whose functional currency is different from the group's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date.
- Income and expenses are translated at the weighted average exchange rates for the period.
- Retained profits/equity are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on the translation of foreign operations are recognised in other comprehensive income and are transferred directly to the group's foreign currency translation reserve in the Statement of Financial Position. These differences are recognised in the Statement of Comprehensive Income in the period in which the entity is disposed. Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the Statement of Comprehensive Income.

f) Income tax

Income tax on the profit and loss for the year comprises current and deferred tax. Income tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the Statement of Financial Position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the Statement of Financial Position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the Statement of Financial Position date and are expected to apply when the deferred tax asset is realised or the deferred tax liability is settled. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Tax consolidation

The Company is the head entity of the tax consolidated group comprising all the Australian wholly owned subsidiaries. The implementation date for the tax consolidated group was 31 May 2006. Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using a "stand alone basis without adjusting for intercompany transactions" approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under consolidation.

Any current tax Australian liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries is assumed by the head entity in the tax consolidated group and are recognised as amounts payable (receivable) to (from) other entities in the tax consolidated group. Any difference between these amounts is recognised by the head entity as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax consolidated group to the extent that it is probable that future taxable profits of the tax consolidated group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Property, plant and equipment

Plant and equipment is measured at cost less accumulated depreciation and impairment losses.

The cost of fixed assets constructed within the economic entity includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Comprehensive Income during the financial period in which they are incurred.

Impairment

The carrying amount of plant and equipment is reviewed annually by Directors to consider impairment. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets including capitalised lease assets are depreciated on a straight-line basis over their useful lives commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

| | Basis | Method |
|--|--|---|
| Plant and equipment | 5 - 33% | Straight-line method |
| Leasehold Improvements | 20 - 50% | Straight-line method |
| Motor vehicles | 20 - 25% | Straight-line method |
| | New Patents and licences | Technegas Development costs |
| Useful lives | Patents - Finite Licenses - Infinite | Finite |
| Method used | 8 - 10 years - Straight line | 9 years - Straight line |
| Impairment test / Recoverable Amount testing | Annually and where an indicator of impairment exists | Amortisation method reviewed at each financial year-end; Reviewed annually for indicator of impairment |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the Statement of Comprehensive Income in the year the item is derecognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Investments Accounted For Using The Equity Method

Associates are entities over which the Group has significant influence and that are neither subsidiaries nor joint ventures. The Group generally deems significant influence over an entity to exist if the Group has the power to participate in the financial and operating decisions of the entity but is not in control or joint control. Investments in associates are accounted for in the financial statements by applying the equity method of accounting, whereby the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the associate company. In addition, the Group's share of the profit or loss of the associate company is included in the Group's profit or loss.

The carrying amount of the investment includes goodwill relating to the associate. Any discount on acquisition whereby the Group's share of the net fair value of the associate exceeds the cost of investment is recognised in profit or loss in the period in which the investment is acquired. The carrying amount of the investment also includes loans made to the associate which are not expected to be repaid in the short term.

Profit and losses resulting from transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group discontinues recognising its share of further losses unless it has incurred legal or constructive obligations or made payments on behalf of the associate. When the associate subsequently makes profits, the Group will resume recognising its share of those profits once its share of the profits equals the share of the losses not recognised.

Details of the Group's investments in associates are provided in Note 11.

i) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

Borrowing costs include interest, amortisation of discounts or premiums relating to borrowings, amortisation of ancillary costs incurred in connection with arrangement of borrowings, foreign exchange losses net of hedged amounts on borrowings, including trade creditors and lease finance charges.

j) Intangibles

Intangible assets

Intangible assets acquired separately are capitalised at cost and from a business combination are capitalised at fair value as at the date of acquisition. Following initial recognition, the cost model is applied to the class of intangible assets.

The useful lives of these intangible assets are assessed to be either finite or indefinite. Where amortisation is charged on assets with finite lives, this expense is taken to the Statement of Comprehensive Income through the 'depreciation and amortisation' line item.

Intangible assets, excluding development costs, created within the business are not capitalised and expenditure is charged against profits in the year in which the expenditure is incurred.

Intangible assets are tested for impairment where an indicator of impairment exists, and in the case of indefinite life intangibles, at each reporting date, either individually or at the cash generating unit level. Useful lives are also examined on an annual basis and adjustments, where applicable, are made on a prospective basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Research and development costs

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

Expenditure on development activities is capitalised only when it is probable that future benefits will exceed deferred costs and these benefits can be reliably measured. Capitalised development expenditure is stated at cost less accumulated amortisation. Amortisation is calculated using a straight-line method to allocate the costs over a period during which the related benefits are expected to be realised.

Expenditure on the development of the TechnegasPlus generator has been capitalised. A useful life of 9 years has been applied and amortisation for the year included in the Statement of Comprehensive Income. No impairment provision has been deemed appropriate. The Directors are satisfied that the future economic benefits will eventuate to justify the capitalisation of the expenditure incurred.

Development expenditure is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Capitalised development expenditure is measured at cost less any accumulated amortisation and impairment losses.

k) Inventories

Inventories are valued at the lower of cost and net realisable value where net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: purchase cost on a first-in, first-out basis;
- Finished goods and work-in-progress: cost of direct materials and labour and an appropriate portion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

l) Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. A specific estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

m) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks, short-term deposits with an original maturity of three months or less and bank overdrafts. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

n) Trade and other payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade payables are normally settled within 30 to 60 days.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement. Gains and losses are recognised in the Statement of Comprehensive Income when the liabilities are derecognised and as well as through the amortisation process.

p) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of economic benefits will result and that an outflow can be reliably measured. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Comprehensive Income net of any reimbursement.

q) Employee entitlements

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave and long service leave.

Employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled plus related on-costs. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow (after applying probability) to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national government bonds, which have terms to maturity approximating the terms of the related liability, are used.

Employee benefit expenses and revenues arising in respect of wages and salaries, non-monetary benefits, annual leave, long service leave and other leave benefits; and other types of employee benefits are recognised against profits on a net basis in their respective categories.

r) Employee share and performance share schemes

The fair value of performance rights issued under the Cyclopharm Long Term Incentive Plan are recognised as a personnel expense over the vesting period with a corresponding increase in Employee Equity Benefits Reserve.

The fair value of the implied option attached to shares granted is determined using a pricing model that takes into account factors that include exercise price, the term of the performance option, the vesting and performance criteria, the share price at grant date and the expected price volatility of the underlying share. The fair value calculation excludes the impact of any non market vesting conditions. Non market vesting conditions are included in assumptions about the number of performance options that are expected to become exercisable. At each balance date, the entity revises its estimate of the number of performance rights that are expected to become exercisable. The personnel expense recognised each period takes into account the most recent estimate.

Shares issued under employee and executive share plans are held in trust until vesting date. Unvested shares held by the trust are consolidated into the group financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

s) Leases

Operating Leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Comprehensive Income on a straight-line basis over the lease term. Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease.

t) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised (net of returns, discounts and allowances) when the significant risks and rewards of ownership and therefore control of the goods have passed to the buyer and can be measured reliably. Control is considered to have passed to the buyer at the time of delivery of the goods to the customer.

Provision of services

Revenue is recognised with reference to the stage of completion of the transaction at the end of the reporting period, where the outcome of the contract can be estimated reliably.

Interest

Revenue is recognised as the interest accrues using the effective interest rate method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

All revenue is stated net of the amount of goods and services tax ("GST").

u) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred is not recoverable from the Australian Taxation Office ("ATO"), and is therefore recognised as part of the asset's cost or as part of the expense item. Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included as part of receivables or payables in the Statement of Financial Position. Cash flows are presented in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to the taxation authority are classified as operating cash flows.

v) Financial instruments

Financial assets and liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

De-recognition of financial instruments

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group assesses at each Statement of Financial Position date whether a financial asset or group of financial assets is impaired.

w) Contributed equity

Share 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.

Other contributed equity

In accordance with *AASB112 Income Taxes*, additional contributed equity was recorded to recognise the transfer of tax liabilities from Vita Medical Limited to Vita Life Sciences Limited, being the parent of the Australian tax consolidated group at the relevant time. This event occurred prior to Cyclopharm acquiring its interests in the net assets of Vita Medical Limited.

As part of the restructure a subsidiary of Cyclopharm, Vita Medical Australia Pty Ltd acquired all the assets, liabilities and business from Vita Medical Limited, the former group parent.

With effect from 31 May 2006, Cyclopharm also acquired 100% of the other group operating subsidiaries from the ultimate holding company, Vita Life Sciences Limited. Accordingly, the group comprises Cyclopharm and the following wholly owned subsidiaries:

- Cyclomedica Australia Pty Ltd (formerly Vita Medical Australia Pty Ltd)
- Cyclomedica Ireland Ltd (formerly Vitamedica Europe Ltd)
- Cyclomedica Europe Ltd
- Cyclomedica Canada Limited (formerly Vita Medical Canada Ltd)
- Cyclomedica Germany GmbH
- Allrad 28 Pty Ltd (deregistered 16 July 2017)
- Allrad 29 Pty Ltd (deregistered 16 July 2017)

These entities collectively comprise the medical diagnostic equipment and associated consumables business formerly operated as the Vita Medical Group – now known as the Cyclopharm Group. The transaction has been accounted for as a 'reverse acquisition' as defined in *AASB 3 Business Combinations* whereby Cyclopharm is the legal parent and Cyclomedica Australia Pty Limited is the financial parent, which for accounting purposes is deemed to be the acquirer.

The consideration for the non-controlling interests of the controlled entities and costs of acquisition have been charged to other contributed equity in accordance with *AASB 127 Consolidated and Separate Financial Statements*.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

x) Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing the net profit/(loss) after income tax attributable to members of the Company by the weighted average number of ordinary shares outstanding during the financial year. Where there is a change in the number of ordinary shares on issue without a corresponding change in recognised resources during the year, the number of ordinary shares for all periods presented are correspondingly adjusted as if the event had occurred at the beginning of the earliest period presented.

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. Where there is a change in the number of ordinary shares on issue without a corresponding change in recognised resources during the year, the number of ordinary shares for all periods presented are correspondingly adjusted as if the event had occurred at the beginning of the earliest period presented.

y) Fair Value

The Group subsequently measures some of its assets at fair value on a non-recurring basis. Fair value is the price the Group would receive to sell an asset in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset. The fair values of assets that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset (ie the market with the greatest volume and level of activity for the asset) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset after taking into account transaction costs and transport costs). For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

z) Significant Accounting Judgements and Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

The following are the critical judgements and estimates that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Key Estimates

Impairment – general

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

The Group's property, plant and equipment relating to the Cyclotron facility have been fully impaired, based on management's assessment that the fair value of those assets is nil in the current industry circumstances and the condition of the damaged assets. Extensive damage to the Cyclotron facility caused by substantial water damage in June 2014, delayed any decisions about the future use of the Cyclotron facility until it is restored to its former operational status. Recent negotiations with other parties to establish a new business to operate the Cyclotron (as announced in September 2017) have not yet reached a sufficiently advanced stage to confirm that this proposed transaction will proceed. Accordingly, the suspended Cyclotron business is not considered to be a discontinued operation pending that final decision and its outcome. Refer to Note 10.

The assumptions used in the estimation of recoverable amount and the carrying amount of intangible assets are discussed in Note 12. No impairment has been recognised in respect of intangible assets at the end of the reporting period.

Useful lives of property, plant and equipment

The estimation of the useful lives of assets has been based on historical experience as well as lease terms and turnover policies. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

Share based payment transactions

The Group 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 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 expenses and equity.

The Group measures the cost of share-based payments at fair value at the grant date using the Black-Scholes formula, taking into account the terms and conditions upon which the instruments were granted. Refer to Note 24 for details of the Company's Share Based Payment Plan.

Key Judgements

Taxation

The Group's accounting policy for taxation requires management's judgement as to the types of arrangements considered to be a tax on income in contrast to an operating cost. Judgement is also required in assessing whether deferred tax assets and certain deferred tax liabilities are recognised on the statement of financial position. Deferred tax assets, including those arising from unrecouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Judgements are also required about the application of income tax legislation. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognised on the statement of financial position and the amount of other tax losses and temporary differences not yet recognised. In such circumstances, some or all of the carrying amounts of recognised deferred tax assets and liabilities may require adjustment, resulting in a corresponding credit or charge to the consolidated statement of comprehensive income.

3. OPERATING SEGMENTS

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on the basis of product category as the Group's risks and returns are affected predominantly by differences in the products and services produced. The Group also monitors the performance of the business on a geographical basis.

The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Technegas segment is a supplier of diagnostic equipment and consumables used by physicians in the detection of pulmonary embolism.

The Molecular Imaging segment will produce radiopharmaceuticals to be used by physicians in the detection of cancer, neurological disorders and cardiac disease.

Transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, segment expense and segment result include transfers between business segments. Those transfers are eliminated on consolidation.

Business segments

The tables under the heading business segments present revenue and profit information and certain asset and liability information regarding business segments for the years ended 31 December 2017 and 31 December 2016.

Geographical segments

The tables under the heading geographical segment present revenue and asset information regarding geographical segments for the years ended 31 December 2017 and 31 December 2016.

Notes

Continued

3. SEGMENT REPORTING (continued)

Business Segments

| For the year ended | Consolidated | | |
|---|-------------------|-------------------|--------------------|
| | Technegas | Molecular Imaging | Total |
| 31 December 2017 | \$ | \$ | \$ |
| Revenue | | | |
| Sales to external customers | 13,188,752 | - | 13,188,752 |
| Finance revenue | 77,723 | 1,806 | 79,529 |
| Other revenue | 2,390,586 | - | 2,390,586 |
| Total revenue | 15,657,061 | 1,806 | 15,658,867 |
| Result | | | |
| Profit/(loss) before tax and finance costs | 1,182,365 | (457,147) | 725,218 |
| Finance costs | (17,487) | (2,592) | (20,079) |
| Profit/(loss) before income tax | 1,164,878 | (459,739) | 705,139 |
| Income tax expense | (1,977,557) | (252,153) | (2,229,710) |
| Loss after income tax | (812,679) | (711,892) | (1,524,571) |
| Assets and liabilities | | | |
| Segment assets | 20,973,846 | 2,403,395 | 23,377,241 |
| Segment asset increases for the period : | | | |
| - capital expenditure | 631,764 | - | 631,764 |
| Segment liabilities | (5,501,830) | (626,019) | (6,127,849) |
| Other segment information | | | |
| Depreciation and amortisation | (318,025) | (63) | (318,088) |

Notes

Continued

3. SEGMENT REPORTING (continued)

Business Segments (continued)

| For the year ended | Consolidated | | |
|---|-------------------|-------------------|-------------------|
| | Technegas | Molecular Imaging | Total |
| 31 December 2016 | \$ | \$ | \$ |
| Revenue | | | |
| Sales to external customers | 14,385,507 | - | 14,385,507 |
| Finance revenue | 47,273 | 35 | 47,308 |
| Other revenue | 495,083 | - | 495,083 |
| Total revenue | 14,927,863 | 35 | 14,927,898 |
| Result | | | |
| Profit/(loss) before tax and finance costs | 2,300,882 | (366,504) | 1,934,378 |
| Finance costs | (16,920) | (1,032) | (17,952) |
| Profit/(loss) before income tax | 2,283,962 | (367,536) | 1,916,426 |
| Income tax expense | (576,733) | (448,325) | (1,025,058) |
| Profit/(loss) after income tax | 1,707,229 | (815,861) | 891,368 |
| Assets and liabilities | | | |
| Segment assets | 14,011,599 | 2,403,395 | 16,414,994 |
| Segment asset increases for the period : | | | |
| - capital expenditure | 1,862,181 | - | 1,862,181 |
| Segment liabilities | (3,327,172) | (626,019) | (3,953,191) |
| Other segment information | | | |
| Depreciation and amortisation | (106,208) | (184) | (106,392) |

3. SEGMENT REPORTING (continued)

Geographical Segments

| For the year ended | Consolidated | | | | Total |
|------------------------------|------------------|------------------|------------------|----------------|-------------------|
| | Asia Pacific | Europe | Canada | Other | |
| 31 December 2017 | \$ | \$ | \$ | \$ | \$ |
| Revenue | | | | | |
| Sales to external customers | 2,365,268 | 8,339,838 | 2,199,283 | 284,363 | 13,188,752 |
| Finance revenue | 79,529 | - | - | - | 79,529 |
| Other revenue | 2,390,586 | - | - | - | 2,390,586 |
| Total segment revenue | 4,835,383 | 8,339,838 | 2,199,283 | 284,363 | 15,658,867 |
| Assets | | | | | |
| Segment assets | 11,412,679 | 10,976,785 | 987,777 | - | 23,377,241 |

| For the year ended | Consolidated | | | | Total |
|------------------------------|------------------|------------------|------------------|----------------|-------------------|
| | Asia Pacific | Europe | Canada | Other | |
| 31 December 2016 | \$ | \$ | \$ | \$ | \$ |
| Revenue | | | | | |
| Sales to external customers | 3,999,146 | 7,936,076 | 2,258,320 | 191,965 | 14,385,507 |
| Finance revenue | 47,308 | - | - | - | 47,308 |
| Other revenue | 495,083 | - | - | - | 495,083 |
| Total segment revenue | 4,541,537 | 7,936,076 | 2,258,320 | 191,965 | 14,927,898 |
| Assets | | | | | |
| Segment assets | 11,412,679 | 4,352,617 | 649,698 | - | 16,414,994 |



4. REVENUES AND EXPENSES

| | | Consolidated | |
|---|--|--------------|------------|
| | | 2017 | 2016 |
| Notes | | \$ | \$ |
| Revenue | | | |
| | Sales revenue | 13,188,752 | 14,385,507 |
| | Finance revenue - Interest received from other parties | 79,529 | 47,308 |
| Other Revenue | | | |
| | R&D Tax incentive refund | 2,390,586 | 495,083 |
| | Total other revenue | 2,390,586 | 495,083 |
| Expenses | | | |
| a) Cost of materials and manufacturing | | | |
| | Cost of materials and manufacturing | 2,647,649 | 3,519,127 |
| b) Finance costs | | | |
| | Interest paid on loans from external parties | 20,079 | 17,952 |
| c) Depreciation and amortisation | | | |
| | Depreciation of plant and equipment | 298,639 | 83,412 |
| | Depreciation of leasehold improvements | 694 | 2,853 |
| | Amortisation of intangibles | 18,755 | 20,127 |
| | | 318,088 | 106,392 |
| d) Research & development expense | | | |
| | FDA expenses | 2,584,716 | 1,098,505 |
| | Pilot Clinical Trial expenses | 270,101 | - |
| | Research expenses | 16,471 | 58,917 |
| | | 2,871,288 | 1,157,422 |
| e) Employee benefits expense | | | |
| | Salaries and wages | 3,532,030 | 3,206,362 |
| | Defined contribution superannuation expense | 316,715 | 299,474 |
| | Non-Executive Director fees | 157,055 | 105,163 |
| | Share-based payments expense | 21,416 | 107,777 |
| | | 4,027,216 | 3,718,776 |
| f) Administration expense | | | |
| | Legal and professional costs | 1,268,746 | 1,099,628 |
| | Office and facility costs | 599,075 | 730,700 |
| | Provision for doubtful debts | 546,393 | - |
| | Operating lease expenses | 755,447 | 649,512 |
| | Travel and motor vehicle costs | 731,148 | 630,696 |
| | | 3,900,809 | 3,110,536 |
| g) Other expenses | | | |
| | Realised Foreign exchange losses | 19,143 | 33,046 |
| | Unrealised Foreign exchange losses / (gains) | 4,524 | (15,494) |
| | Other | 343,041 | 613,345 |
| | | 366,708 | 630,897 |

Notes

Continued

5. INCOME TAX

| | 2017 | 2016 |
|---|--------------------|--------------------|
| | \$ | \$ |
| The components of income tax expense comprise: | | |
| Current income tax expense | (2,035,950) | (817,695) |
| Deferred tax expense | (193,760) | (207,363) |
| | (2,229,710) | (1,025,058) |
| A reconciliation of income tax expense applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the Group's effective income tax rate is as follows: | | |
| Accounting profit before income tax | 705,139 | 1,916,426 |
| Statutory income tax rate of 30% | (211,541) | (574,928) |
| Effects of lower rates on overseas income | 212,127 | 407,723 |
| Expenditure not allowable for income tax purposes | (2,416,088) | (723,223) |
| Non-assessable income | 752,369 | 106,491 |
| Tax losses brought to account overseas | 43,214 | 62,857 |
| Underprovision of previous years | (401,856) | - |
| Temporary differences recognised (reversed) in Australian group | (197,066) | (203,408) |
| Temporary differences recognised (reversed) overseas | 3,306 | (3,955) |
| Tax losses not recognised in Australian group | - | (95,430) |
| Tax losses not recognised overseas | (14,175) | (1,185) |
| Total income tax expense | (2,229,710) | (1,025,058) |
| Effective income tax rate | (316.2%) | (53.5%) |
| Current income tax asset (liability) | 1,573,059 | 27,839 |
| Deferred tax assets | | |
| Deferred tax assets from temporary differences on: | | |
| Investments | 432,505 | 709,012 |
| Provisions and accruals | 486,981 | 492,652 |
| Other | 179,463 | 94,351 |
| Total deferred tax assets | 1,098,949 | 1,296,015 |
| Movements in deferred tax assets | | |
| Opening balance | 1,296,015 | 1,499,423 |
| Change in tax rate | | |
| Deferred tax assets attributable to temporary differences brought to account | (197,066) | (203,408) |
| Closing balance | 1,098,949 | 1,296,015 |
| Deferred tax liabilities | | |
| Deferred tax liabilities from temporary differences on: | | |
| Provisions and accruals | 549 | 3,855 |
| Total deferred tax liabilities | 549 | 3,855 |
| Movements in deferred tax liabilities | | |
| Opening balance | 3,855 | 7,814 |
| Reversal of temporary differences | (3,306) | (3,959) |
| Closing balance | 549 | 3,855 |
| Deferred tax assets for which no benefit has been recognised: | | |
| - arising from temporary differences - at 27.5% (2016 30%) | 837,633 | 913,782 |
| - arising from revenue tax losses - at 26.5% | - | 40,542 |
| - at 30% | - | 95,430 |
| - arising from capital tax losses - at 27.5% (2016 30%) | 21,686 | 23,657 |

6. NET TANGIBLE ASSETS AND LOSS PER SHARE

Net Tangible Assets per share

| | Consolidated | |
|--|--------------|------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Net assets per share | 0.25 | 0.21 |
| Net tangible assets per share | 0.21 | 0.18 |
| | Number | Number |
| Number of ordinary shares for net assets per share | 68,254,316 | 59,726,733 |
| | 2017 | 2016 |
| | \$ | \$ |
| Net assets | 17,249,392 | 12,461,803 |
| Net tangible assets | 14,482,362 | 10,744,417 |

The number of ordinary shares includes the effects of 225,000 LTIP shares issued on 19 April 2017 (2016: 138,000 Long Term Incentive Performance shares issued on 25 July 2016) and excludes 382,185 expired Long Term Incentive Plan shares cancelled on 8 September 2017 as set out in Note 17.

(Loss) / Earnings per share

| | Consolidated | |
|--|--------------|------------|
| | 2017 | 2016 |
| | cents | cents |
| Basic (loss) / earnings per share for continuing operations | (2.25) | 1.55 |
| Basic (loss) / earnings per share | (2.25) | 1.55 |
| Diluted (loss) / earnings per share | (2.25) | 1.55 |
| | Number | Number |
| Weighted average number of ordinary shares for basic (loss) / earnings per share | 67,891,316 | 57,385,143 |
| Weighted average number of ordinary shares for diluted (loss) / earnings per share | 67,891,316 | 57,385,143 |
| | 2017 | 2016 |
| | \$ | \$ |
| (Loss) / Earnings used to calculate basic earnings per share | (1,524,571) | 891,368 |
| (Loss) / Earnings used to calculate diluted earnings per share | (1,524,571) | 891,368 |

The weighted average number of ordinary shares for basic earnings per share excludes the effects of 225,000 LTIP shares issued on 19 April 2017 and 138,000 Long Term Incentive Performance shares issued on 25 July 2016 set out in Note 17 as they are contingently returnable.

7. CASH AND CASH EQUIVALENTS

| | Consolidated | |
|--|---------------------|------------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Cash at bank and in hand | 8,689,676 | 4,590,760 |
| Total cash and cash equivalents | 8,689,676 | 4,590,760 |

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates.

The fair value of cash equivalents is \$8,689,676 (2016: \$4,590,760).

| | 2017 | 2016 |
|---|------------------|------------------|
| | \$ | \$ |
| Reconciliation of Statement of Cash Flows | | |
| For the purpose of the Statement of Cash Flows, cash and cash equivalents comprise the following: | | |
| Cash at bank and in hand | 8,689,676 | 4,590,760 |
| | 8,689,676 | 4,590,760 |

(a) Reconciliation of net (loss) / profit after tax to net cash flows from operations

| | | |
|--|--------------------|------------------|
| Net (loss) / profit after tax | (1,524,571) | 891,368 |
| Adjustments for non-cash income and expense items: | | |
| Depreciation | 299,333 | 86,265 |
| Amortisation | 18,755 | 20,127 |
| Movement provision for employee benefits | (20,141) | (26,921) |
| Movement in foreign exchange | 213,409 | (1,548,940) |
| Movement in employee benefits reserve | 21,416 | 107,777 |
| Movement in other provisions | 708,494 | 12,038 |
| | (283,305) | (458,286) |
| Increase/decrease in assets and liabilities: | | |
| Decrease in receivables | 622,163 | 880,618 |
| Increase in inventories | (44,199) | (424,491) |
| Increase in other receivables | (2,765,564) | (285,269) |
| Decrease / (increase) in current tax asset | (27,778) | - |
| Decrease in deferred tax assets | 197,066 | 203,408 |
| Increase in creditors | 156,689 | 1,050,249 |
| Increase / (Decrease) in current tax liabilities | 1,545,220 | (447,589) |
| Decrease in deferred tax liabilities | (3,306) | (3,959) |
| Increase in deferred income liability | 321,330 | 140,113 |
| Net cash flow (used in) / from operating activities | (281,684) | 654,794 |

7. CASH AND CASH EQUIVALENTS (continued)

(b) Non-cash financing and investing activities

On 19 April 2017, 225,000 Long Term Incentive Plan (LTIP) shares were issued by way of loans. During 2017, 1,821,405 LTIP shares vested and an election was made to extend the exercise period for up to 5 years, whilst 382,185 LTIP shares lapsed and were cancelled. On 25 July 2016, 138,000 LTIP shares were issued by way of loans. Refer to Note 17 Contributed Equity and Note 24 Share Based Payment Plans.

8. TRADE AND OTHER RECEIVABLES

| | | Consolidated | |
|--------------------|--|------------------|------------------|
| | | 2017 | 2016 |
| Notes | | \$ | \$ |
| Current | | | |
| | Trade receivables, third parties | 3,344,264 | 3,422,209 |
| | Provision for doubtful debts (v) | (551,730) | (7,512) |
| | Net Trade receivables, third parties (i) | 2,792,534 | 3,414,697 |
| | Other receivables (ii), (iii) | 2,545,290 | 323,496 |
| | Total Current trade and other receivables | 5,337,824 | 3,738,193 |
| Non-current | | | |
| | Trade receivables, associate | 230,782 | 230,782 |
| | Provision for doubtful debts | (230,782) | (230,782) |
| | Total Non-current trade and other receivables | - | - |
| | Total trade and other receivables | 5,337,824 | 3,738,193 |

Terms and conditions

Terms and conditions relating to the above financial instruments

- (i) Trade receivables are non-interest bearing and generally on 30 and 60-day terms.
- (ii) Other receivables are non-interest bearing and have repayment terms between 30 and 90 days.
- (iii) Other receivables includes accrued R&D Tax Incentive for the financial year ended 30 June 2017, which will be received upon lodgement and processing of the 2017 income tax return. There was no accrual at 31 December 2016 as the year ended 30 June 2016 R&D Tax Incentive entitlement had not yet been calculated.
- (iv) Related party details are set out in the Note 20 Related Party Disclosures.
- (v) In late 2017, the company restructured its German distribution model to include the termination of commercial activities with Almedis Altmann GmbH and the termination of its General Manager for Germany. Almedis Altmann GmbH is an entity controlled by General Manager – Germany). As a result of these actions, the company recorded a provision for doubtful debts of \$540,754 (2016: nil) relating to trade balances with Almedis Altmann GmbH.

Notes

Continued

8. TRADE AND OTHER RECEIVABLES (continued)

| | Gross Amount | Past Due and Impaired | Past Due but Not Impaired | | | | Within Initial Trade Terms |
|--|------------------|-----------------------|---------------------------|----------|----------|----------|----------------------------|
| | | | (Days Overdue) | | | | |
| | | | < 30 | 31 - 60 | 61 - 90 | > 90 | |
| \$ | \$ | \$ | \$ | \$ | \$ | | |
| 2017 | | | | | | | |
| Trade receivables, third parties | 3,344,264 | 551,730 | 24,514 | - | - | - | 2,768,020 |
| Other receivables - current | 2,545,290 | - | - | - | - | - | 2,545,290 |
| Total trade and other current receivables | 5,889,554 | 551,730 | 24,514 | - | - | - | 5,313,310 |
| 2016 | | | | | | | |
| Trade receivables, third parties | 3,422,209 | 7,512 | 277,302 | - | - | - | 3,137,395 |
| Other receivables - current | 323,496 | - | - | - | - | - | 323,496 |
| Total trade and other current receivables | 3,745,705 | 7,512 | 277,302 | - | - | - | 3,460,891 |

9. INVENTORIES

| | Consolidated | |
|---|------------------|------------------|
| | 2017 | 2016 |
| Notes | \$ | \$ |
| Current | | |
| Raw materials at cost | 1,128,888 | 1,257,819 |
| Finished goods at lower of cost or net realisable value | 1,584,721 | 1,375,285 |
| Provision for obsolescence | (36,305) | - |
| Total inventory | 2,677,303 | 2,633,104 |

10. PROPERTY, PLANT AND EQUIPMENT

| Year ended | | | | | | |
|---------------------------------|------------------------------------|---------------------------|------------------------|----------------------------------|-----------------------------|------------------|
| 31 December 2017 | Leasehold Land and buildings | Leasehold improvements | Plant and equipment | Leased Plant and Equipment | Capital Work in Progress | Total |
| Consolidated | \$ | \$ | \$ | \$ | \$ | \$ |
| 1 January 2017 | | | | | | |
| at written down value | 338,901 | 1,709,611 | 292,143 | - | - | 2,340,655 |
| Additions / Transfers | - | 174,680 | 409,082 | - | 48,002 | 631,764 |
| Disposals / Transfers | - | - | (2) | - | - | (2) |
| Foreign exchange translation | (24,463) | - | 33,802 | - | - | 9,339 |
| Depreciation for the year | (9,340) | (694) | (289,299) | - | - | (299,333) |
| 31 December 2017 | | | | | | |
| at written down value | 305,098 | 1,883,597 | 445,726 | - | 48,002 | 2,682,423 |
| 1 January 2017 | | | | | | |
| Cost value | 2,400,108 | 4,744,979 | 7,785,879 | 120,901 | - | 15,051,867 |
| Impairment - Molecular Imaging* | (1,881,960) | (2,608,912) | (4,369,291) | - | - | (8,860,163) |
| Accumulated depreciation | (179,247) | (426,456) | (3,124,445) | (120,901) | - | (3,851,049) |
| Net carrying amount | 338,901 | 1,709,611 | 292,143 | - | - | 2,340,655 |
| 31 December 2017 | | | | | | |
| Cost value | 2,378,282 | 4,919,659 | 8,191,866 | 120,901 | 48,002 | 15,658,710 |
| Impairment - Molecular Imaging* | (1,881,960) | (2,608,912) | (4,369,291) | - | - | (8,860,163) |
| Accumulated depreciation | (191,224) | (427,150) | (3,376,849) | (120,901) | - | (4,116,124) |
| Net carrying amount | 305,098 | 1,883,597 | 445,726 | - | 48,002 | 2,682,423 |

* Impairment arising from the Group's decision to cease commercial production at its cyclotron facility at the end of April 2014. Extensive damage to the cyclotron facility caused by substantial water damage in June 2014 has delayed any final decisions about the future use of the cyclotron facility until its restoration to its former operational status. Accordingly, the suspended cyclotron business is not considered to be a discontinued operation pending that decision and its outcome. The Group initially recognises and measures its Land and Buildings, Plant and Equipment and Leasehold Improvements at cost. The Group subsequently measures some of its Buildings, Plant and Equipment and its Leasehold Improvements at fair value on a non-recurring basis in accordance with AASB 136: *Impairment of Assets*. Refer Note 2 (y).

10. PROPERTY, PLANT AND EQUIPMENT (continued)

Year ended

31 December 2016

| | Land and buildings | Leasehold improvements | Plant and equipment | Leased Plant and Equipment | Total |
|---------------------------------|-----------------------|---------------------------|------------------------|----------------------------------|------------------|
| Consolidated | | \$ | \$ | \$ | \$ |
| 1 January 2016 | | | | | |
| at written down value | 363,193 | 6,728 | 261,785 | - | 631,706 |
| Additions / Transfers | - | 1,706,485 | 155,696 | - | 1,862,181 |
| Disposals / Transfers | - | (749) | (45,149) | - | (45,898) |
| Foreign exchange translation | (14,817) | - | (6,252) | - | (21,069) |
| Depreciation for the year | (9,475) | (2,853) | (73,937) | - | (86,265) |
| 31 December 2016 | | | | | |
| at written down value | 338,901 | 1,709,611 | 292,143 | - | 2,340,655 |
| 1 January 2016 | | | | | |
| Cost value | 2,415,837 | 3,039,243 | 7,758,964 | 120,901 | 13,334,945 |
| Impairment - Molecular Imaging* | (1,881,960) | (2,608,912) | (4,369,291) | - | (8,860,163) |
| Accumulated depreciation | (170,684) | (423,603) | (3,127,888) | (120,901) | (3,843,076) |
| Net carrying amount | 363,193 | 6,728 | 261,785 | - | 631,706 |
| 31 December 2016 | | | | | |
| Cost value | 2,400,108 | 4,744,979 | 7,785,879 | 120,901 | 15,051,867 |
| Impairment - Molecular Imaging* | (1,881,960) | (2,608,912) | (4,369,291) | - | (8,860,163) |
| Accumulated depreciation | (179,247) | (426,456) | (3,124,445) | (120,901) | (3,851,049) |
| Net carrying amount | 338,901 | 1,709,611 | 292,143 | - | 2,340,655 |

* Impairment arising from the Group's decision to cease commercial production at its cyclotron facility at the end of April 2014. Extensive damage to the cyclotron facility caused by substantial water damage in June 2014 has delayed any final decisions about the future use of the cyclotron facility until its restoration to its former operational status. Accordingly, the suspended cyclotron business is not considered to be a discontinued operation pending that decision and its outcome. The Group initially recognises and measures its Land and Buildings, Plant and Equipment and Leasehold Improvements at cost. The Group subsequently measures some of its Buildings, Plant and Equipment and its Leasehold Improvements at fair value on a non-recurring basis in accordance with AASB 136: *Impairment of Assets*. Refer Note 2 (y).

Fair Value Measurement

AASB 13 Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into, as follows:

- Level 1: Measurements based on quoted prices in active markets for identical assets that the entity can access at the measurement date;
- Level 2: Measurements based on inputs other than the quoted prices included in Level 1, but that are observable for the asset, either directly or indirectly; and
- Level 3: Measurements based on unobservable inputs for the asset or liability.

Cyclopharm's management considers that the inputs used for the fair value measurement are Level 2 inputs.

10. PROPERTY, PLANT AND EQUIPMENT (continued)

Valuation techniques

AASB 13 requires the valuation technique used to be consistent with one of the following valuation approaches:

- Market approach: techniques that use prices and other information generated by market transactions for identical or similar assets.
- Income approach: techniques that convert future cash flows or income and expenses into a single discounted present value.
- Cost approach: techniques that reflect the current replacement cost of an asset at its current service capacity.

The Cyclopharm Board decided to cease commercial production at its Cyclotron facility at the end of April 2014 due to the impact on the Group's profits of the government-owned competition from PetNet, a subsidiary of Federal Government owned ANSTO. In making that decision, the Board valued the Cyclotron facility, comprised of buildings, leasehold improvements and plant and equipment at a fair value of nil, using the market approach and income approach techniques. The market technique predominantly used recent observable market data for similar new equipment in Australia, adjusted for loss in value caused by physical deterioration, functional obsolescence, economic obsolescence and the industry specific aspects affecting this highly specialised asset i.e. the government-owned competition which had rendered further participation in the molecular imaging industry uneconomic and its future use uncertain. The same industry specific factors were applied to the income approach technique. Both techniques resulted in a fair value of nil being recognised for the Cyclotron facility as at 31 December 2014. Cyclopharm considers that the same conditions still apply at 31 December 2017. Furthermore, the damage caused to the Cyclotron facility in June 2014 has delayed any final decisions about the future use of the Cyclotron facility until its restoration to its former functionality. Accordingly, Cyclopharm has concluded that as a result of this uncertainty, the fair value of the Cyclotron remains at nil as at 31 December 2017.

Inputs used in the market approach technique to measure Level 2 fair values were:

- current replacement cost of the property being appraised less the loss in value caused by physical deterioration, functional obsolescence and economic obsolescence, and industry specific factors set out above.
- historical cost and relevant market data and industry expertise,
- sales comparison for assets where available.

The assessments of the physical condition, functional obsolescence and economic obsolescence are considered Level 3 inputs.

Non-Recurring fair value measurements:

| | Level 2 2017 | Level 2 2016 |
|---|-------------------------|-------------------------|
| | \$ | \$ |
| Buildings | - | - |
| Plant and equipment | - | - |
| Leasehold improvements | - | - |
| Total non-financial assets recognised at fair value | <u>-</u> | <u>-</u> |

The highest and best use of the assets in normal circumstances is the value in continued use, using the income approach technique. However, in the current unusual circumstances as set out above, the fair value using this approach is nil.

11. INVESTMENTS

| | | | | Consolidated | |
|-------------------------------------|----------------------|-----------------------------|--------------------|--------------------|------|
| | | | | 2017 | 2016 |
| | | | | \$ | \$ |
| Equity accounted investments | | | | | |
| Associated companies | | | | (a) | - |
| Name | Principal Activities | Principal place of business | Measurement Method | Ownership Interest | |
| | | | | 2017 | 2016 |
| Macquarie Medical Imaging Pty Ltd | Imaging centre | Sydney, Australia | Equity method | 20% | 20% |

Macquarie Medical Imaging Pty Ltd is a private entity that provides medical imaging facilities for Macquarie University Hospital. The Group's interest in the company represents a strategic investment which provides synergies towards the provision of a fully aligned and integrated diagnostic, therapeutic and research platform.

| | | | Consolidated | |
|--|--|-----|--------------|--------------|
| | | | 2017 | 2016 |
| | | | \$ | \$ |
| Extract from the associate's statement of financial position: | | | | |
| Current Assets | | | 1,086,606 | 1,877,768 |
| Non-current Assets | | | 12,006,519 | 8,237,485 |
| Current Liabilities | | | (12,166,215) | (11,399,729) |
| Non-current Liabilities | | | (10,365,250) | (8,013,364) |
| Net Liabilities | | | (9,438,340) | (9,297,840) |
| Share of associate's Net Liabilities | | (a) | (1,887,668) | (1,859,568) |

| | | | Consolidated | |
|--|--|-----|--------------|-------------|
| | | | 2017 | 2016 |
| | | | \$ | \$ |
| Extract from the associate's statement of comprehensive income: | | | | |
| Revenue | | | 13,661,612 | 11,718,626 |
| Net Loss | | (a) | (1,969,568) | (2,461,137) |

- (a) The share of the associate's loss not recognised during the year was \$393,914 (2016: loss of \$453,708) and the cumulative share of the associate's loss not recognised as at 31 December 2017 was \$2,933,963 (31 December 2016: \$2,540,049). The comparative amounts have been revised after the receipt of the audited financial report of the associate subsequent to the last financial report of the Group.

The share of loss of associate not recognised as at 31 December 2017 is extracted from the unaudited financial report of the associate, and it may be revised when that financial report has been audited.

The fair value of the Group's investment in Macquarie Medical Imaging Pty Ltd was \$nil (2016: \$nil).

11. INVESTMENTS (continued)

Contingent liabilities

- (b) Pursuant to a Shareholders' Agreement, CycloPet Pty Limited (a wholly owned subsidiary of Cyclopharm Limited) has undertaken to provide a put option to a 50% shareholder of Macquarie Medical Imaging Pty Limited ("MMI") such that if this option was exercised, CycloPet would be required to purchase all Redeemable Preference Shares and Ordinary Shares held by the 50% joint venturer for the value of the Redeemable Preference Shares plus any accumulated interest plus \$1 for the Ordinary Shares. The cost to CycloPet had the put option been issued and exercised at balance date is estimated not to exceed \$2,393,465 (2016: \$1,986,650). If the put option was issued and exercised, control of MMI would be transferred to the Group and MMI's financial statements would be consolidated from that date.

12. INTANGIBLE ASSETS

| Consolidated | Intellectual Property \$ | Goodwill on consolidation* \$ | Technegas Development \$ | Target \$ | Ultralute \$ | Total \$ |
|-------------------------|-----------------------------|----------------------------------|-----------------------------|---------------|------------------|------------------|
| Balance at | | | | | | |
| 1 January 2017 | 58,748 | - | 248,870 | 27,419 | 1,382,349 | 1,717,386 |
| Additions | 14,171 | 400,437 | 178,145 | - | 475,646 | 1,068,398 |
| Amortisation | (18,755) | - | - | - | - | (18,755) |
| Balance at | | | | | | |
| 31 December 2017 | 54,164 | 400,437 | 427,015 | 27,419 | 1,857,995 | 2,767,030 |
| 31 December 2017 | | | | | | |
| Non-Current | 54,164 | 400,437 | 427,015 | 27,419 | 1,857,995 | 2,767,030 |
| Total | 54,164 | 400,437 | 427,015 | 27,419 | 1,857,995 | 2,767,030 |
| 31 December 2016 | | | | | | |
| Non-Current | 58,748 | - | 248,870 | 27,419 | 1,382,349 | 1,717,386 |
| Total | 58,748 | - | 248,870 | 27,419 | 1,382,349 | 1,717,386 |

* Goodwill on consolidation arising upon the acquisition of Inter Commerce Medical bvba on 1 October 2017. Refer to Note 27 for further details.

The recoverable amount of Technegas development and Ultralute costs have been assessed using a discounted cash flow methodology forecasting five years of pre-tax cash flows.

The following describes each key assumption on which management has based its value in use calculations:

- Five year pre-tax cash flow projections, based upon management approved budgets and growth rates covering a one year period, with the subsequent periods based upon management expectations of growth excluding the impact of possible future acquisitions, business improvement capital expenditure and restructuring.
- The discount factor used was 15.20% in 2017 (2016: 18.78%).
- The Directors have concluded that the recoverable amount of the Ultralute costs and other intangibles exceed their carrying value.

13. TRADE AND OTHER PAYABLES

| | | Consolidated | |
|---|------|------------------|------------------|
| | | 2017 | 2016 |
| Notes | | \$ | \$ |
| Current | | | |
| | (i) | 1,561,789 | 1,796,889 |
| | (ii) | 1,044,805 | 807,743 |
| Total current trade and other payables | | 2,606,594 | 2,604,632 |
| Non-current | | | |
| | | 154,727 | - |
| Total Non-current trade and other payables | | 154,727 | - |
| Total trade and other payables | | 2,761,321 | 2,604,632 |

Terms and conditions

Terms and conditions relating to the above financial instruments:

- (i) Trade payables are non-interest bearing and are normally settled on 30-60 day terms.
- (ii) Other payables and accruals are non-interest bearing and have an average term of 4 months.
- (iii) The non-interest bearing loan, related party loan is payable when called upon. Related party details are set out in the Note 20 Related party disclosures.

14. INTEREST BEARING LOANS AND BORROWINGS

| | Consolidated | |
|--|----------------|----------|
| | 2017 | 2016 |
| | \$ | \$ |
| Current | | |
| Lease liability - secured | 20,204 | - |
| Bank loan - secured (b) | 67,332 | - |
| Interest bearing loans and borrowings (current) | 87,536 | - |
| Non-current | | |
| Lease liability - secured | 81,719 | - |
| Bank loan - secured (b) | 5,611 | - |
| Interest bearing loans and borrowings (non-current) | 87,330 | - |
| Total interest bearing loans and borrowings | 174,866 | - |

(a) Financing facilities available:

At reporting date, the following financing facilities had been negotiated and were available:

| | Notes | Consolidated | |
|---|-------|----------------|----------|
| | | 2017 | 2016 |
| | | \$ | \$ |
| Total facilities available: | | | |
| - secured bank loans, third party | | 174,866 | - |
| | | 174,866 | - |
| Facilities used at reporting date: | | | |
| - secured bank loans, third party | 14 | 174,866 | - |
| | | 174,866 | - |
| Total facilities | | 174,866 | - |
| Facilities used at reporting date: | | (174,866) | - |
| Facilities unused at reporting date: | | - | - |

(b) Secured Bank Loans

Cyclopharm's new wholly owned subsidiary, Inter Commerce Medical bvba ("ICM"), has a loan provided by Bank Nagelmackers nv which will be fully repaid by January 2019. The facility is secured by bank deposits held by the vendor of ICM.

15. PROVISIONS

| Consolidated | Consolidated | | |
|---------------------------------|-----------------------|----------------|------------------|
| | Employee Entitlements | Make good | Total |
| | \$ | \$ | \$ |
| Balance at | | | |
| 1 January 2017 | 976,752 | 200,000 | 1,176,752 |
| Arising during the year | 208,645 | - | 208,645 |
| Utilised | (228,786) | - | (228,786) |
| Balance at | | | |
| 31 December 2017 | 956,611 | 200,000 | 1,156,611 |
| 31 December 2017 | | | |
| Current | 944,276 | - | 944,276 |
| Non-Current | 12,335 | 200,000 | 212,335 |
| Total | 956,611 | 200,000 | 1,156,611 |
| Number of employees | | | |
| Number of employees at year end | 27 | | |
| 31 December 2016 | | | |
| Current | 923,242 | - | 923,242 |
| Non-Current | 53,510 | 200,000 | 253,510 |
| Total | 976,752 | 200,000 | 1,176,752 |
| Number of employees | | | |
| Number of employees at year end | 33 | | |

A provision has been recognised for employee entitlements relating to long service and annual leave. The measurement and recognition criteria relating to employee benefits have been disclosed in Note 2.

16. DEFERRED INCOME LIABILITIES

| | Consolidated | |
|------------------------------------|----------------|----------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Deferred income liabilities | 461,443 | 140,113 |

A portion of the Research & Development Grant refund received during the year has been recognised as deferred income liabilities and will be amortised over the same period as the amortisation of the related intangible development asset.



Notes Continued

17. CONTRIBUTED EQUITY

| Notes | Consolidated | | | |
|---|-------------------|-------------------|-------------------|-------------------|
| | 2017 Number | 2016 Number | 2017 \$ | 2016 \$ |
| Issued and paid up capital | | | | |
| Ordinary shares | 68,254,316 | 59,726,733 | 26,884,885 | 20,296,125 |
| Other contributed equity | - | - | (5,333,158) | (5,333,158) |
| Total issued and paid up capital | 68,254,316 | 59,726,733 | 21,551,727 | 14,962,967 |
| (a) Ordinary shares | | | | |
| Balance at the beginning of the period | 59,726,733 | 59,588,733 | 20,296,125 | 20,296,125 |
| Issue of Long Term Incentive Plan shares | 225,000 | 138,000 | - | - |
| Issue of non-renounceable entitlement shares | 8,684,768 | - | 6,588,760 | - |
| Cancellation of expired Long Term Incentive Plan shares | (382,185) | - | - | - |
| Balance at end of period | 68,254,316 | 59,726,733 | 26,884,885 | 20,296,125 |
| (b) Other contributed equity | | | | |
| Balance at the beginning and end of the period | - | - | (5,333,158) | (5,333,158) |

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

- (i) 225,000 LTIP shares issued on 19 April 2017 and 138,000 Long Term Incentive Plan shares were issued on 25 July 2016 as set out in Note 24.
- (ii) On 30 June 2017, the Company completed a capital raising exercise comprising a pro-rata non-renounceable entitlement offer to eligible shareholders of 1 share for every 6.8 shares held by eligible shareholders at an issue price of \$0.80 per new share, resulting in the issue of 8,684,768 shares.
- (iii) 382,185 expired Long Term Incentive Plan shares were cancelled on 8 September 2017.

17. CONTRIBUTED EQUITY (continued)

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns for shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

Management constantly assess the capital structure to take advantage of favourable costs of capital and/or high returns on assets. As the market is continually changing, management may issue dividends to shareholders, issue new shares, increase its short or long term borrowings or sell assets to reduce borrowings.

Management monitors capital through the gearing ratio (net debt/total capital). Management aims to ensure that the Group's gearing ratio does not exceed 45%. There are no banking covenants as at 31 December 2017.

| | Notes | Consolidated | |
|---|-------|--------------------|--------------------|
| | | 2017 \$ | 2016 \$ |
| Total interest bearing loans and borrowings | | 174,866 | - |
| Less: cash and cash equivalents | 7 | (8,689,676) | (4,590,760) |
| Net cash | | (8,514,810) | (4,590,760) |
| Total equity | | 17,249,392 | 12,461,803 |
| Gearing ratio | | 1.0% | 0.0% |

Dividends

During the current financial year, the Directors declared an unfranked interim dividend of 0.5 cent per share in respect of the financial year ended 31 December 2017 and an unfranked final dividend of 0.5 cent per share in respect of the financial year ended 31 December 2016. During the 2016 financial year, the Directors declared a partially franked interim dividend of 0.5 cent per share in respect of the financial year ended 31 December 2016 and a fully franked final dividend of 0.5 cent per share in respect of the financial year ended 31 December 2015.

The final unfranked dividend of 0.5 cent per share has not been recognised in these consolidated financial statements as it was declared subsequent to 31 December 2017.

| | Consolidated | | | |
|---|-------------------------|-------------------------|----------------|----------------|
| | 2017 Cents per share | 2016 Cents per share | 2017 \$ | 2016 \$ |
| Fully paid ordinary shares | | | | |
| Final dividend in respect of the previous financial year | | | | |
| - No franking credits attached | 0.50 | - | 278,309 | - |
| - Fully franked at 30% corporate tax rate | - | 0.50 | - | 278,309 |
| Interim dividend in respect of the current financial year | | | | |
| - No franking credits attached | 0.50 | 0.27 | 321,813 | 150,287 |
| - Partially franked at 30% corporate tax rate | - | 0.23 | - | 128,022 |
| | 1.00 | 1.00 | 600,122 | 556,618 |

18. FINANCIAL RISK MANAGEMENT OBJECTIVES

The Group's principal financial instruments comprise receivables, payables, bank loans, cash and short-term deposits. The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate, foreign exchange risk and assessments of market forecasts for interest rate, foreign exchange and commodity prices. Ageing analysis and monitoring of specified credit allowances are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board review and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Audit and Risk Management Committee under the authority from the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.

(a) Interest rate risk

As the Group has moved into a low debt, strong cash position, the main interest rate risk is now in cash assets exposure.

The following sensitivity analysis is based on the interest rate risk exposures in existence at the Statement of Financial Position date.

At 31 December 2017, if interest rates had moved, as illustrated in the table below, with all other variables held constant, pre-tax profit would have been affected as follows:

| | Consolidated | |
|--|---------------------|-------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Judgements of reasonably possible movements: | | |
| Profit before income tax | | |
| +1.0% (100 basis points) | 86,167 | 45,908 |
| -0.5% (50 basis points) | (43,084) | (22,954) |

The movements in profit are due to possible higher or lower interest income from cash balances.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES (continued)

(b) Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Exposure at balance date is addressed in each applicable note.

The Group does not hold any credit derivatives to offset its credit exposure.

The Group trades only with recognised, creditworthy third parties and as such collateral is not requested nor is it the Group's policy to scrutinise its trade and other receivables. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures such as reviewing their industry reputation, financial position and credit rating. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is constantly managed.

There are no significant unprovided concentrations of credit risk within the Group.

(c) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans.

The Group's policy is to monitor the maturity of borrowings at all times. At 31 December 2017, 49% of the Group's debt was due to mature in less than one year. As at 31 December 2016, there are no bank loans as the loan was fully repaid on 7 March 2016.

Refer to the table above with the heading 18 (a) Interest Rate Risk, which reflects all contractually fixed pay-offs for settlement of financial liabilities and collection of financial assets. Trade payables and other financial liabilities generally originate from the financing of assets used in our ongoing operations such as investments in working capital e.g. inventories and trade receivables and investment in property, plant and equipment. These assets are considered in the Group's overall liquidity risk. To monitor existing financial assets and liabilities as well as to enable an effective controlling of future risks, the Board and management monitor the Group's expected settlement of financial assets and liabilities on an ongoing basis.

The Group monitors the rolling forecast of liquidity reserves on the basis of expected cash flow. At balance date the Group has no unused credit facilities (2016: \$nil).

| Consolidated Year ended | | Less than 6 months | 6 months to 1 year | 1 year to 5 years | Greater than 5 years | Total |
|---------------------------------|------|-----------------------|-----------------------|----------------------|-------------------------|------------------|
| 31 December 2017 | Note | \$ | \$ | \$ | \$ | \$ |
| Trade payables, third parties | 13 | 2,451,867 | 154,727 | 154,727 | - | 2,761,321 |
| Leases, third party | 14 | 10,102 | 10,102 | 81,719 | - | 101,923 |
| Secured bank loans, third party | 14 | 33,666 | 33,666 | 5,611 | - | 72,943 |
| | | <u>2,495,635</u> | <u>198,495</u> | <u>242,057</u> | <u>-</u> | <u>2,936,187</u> |
| 31 December 2016 | | | | | | |
| Trade payables, third parties | 13 | 2,604,632 | - | - | - | 2,604,632 |
| Secured bank loans, third party | 14 | - | - | - | - | - |
| | | <u>2,604,632</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>2,604,632</u> |

(d) Commodity price risk

The Group's exposure to commodity price risk is minimal.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES (continued)

(e) Foreign currency risk

As a result of significant investment operations in Europe, the Group's Statement of Financial Position can be affected significantly by movements in the EURO / A\$ exchange rates. The Group does not hedge this exposure.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating unit in currencies other than the unit's functional currency. Approximately 77% (2016: 71%) of the Group's sales are denominated in currencies other than the functional currency of the operating unit making the sale, whilst approximately 57% (2016: 63%) of costs are denominated in the unit's functional currency.

At 31 December 2017, the Group had the following financial instrument exposure to foreign currency fluctuations:

| | Consolidated | |
|------------------------------|--------------------|--------------------|
| | 2017 | 2016 |
| | \$ | \$ |
| United States dollars | | |
| Amounts payable | 116,347 | 213,972 |
| Amounts receivable | 6,797 | 9,816 |
| Euros | | |
| Amounts payable | 180,577 | 203,549 |
| Amounts receivable | 2,109,462 | 1,740,813 |
| Canadian dollars | | |
| Amounts payable | 44,819 | 50,919 |
| Amounts receivable | 456,204 | 315,224 |
| Japanese Yen | | |
| Amounts payable | 11,467 | 14,778 |
| Amounts receivable | 3,463 | 3,463 |
| Chinese Renminbi | | |
| Amounts payable | 80,584 | 80,584 |
| Amounts receivable | - | - |
| Net exposure | (2,142,132) | (1,505,514) |

Management believe the balance date risk exposures are representative of the risk exposure inherent in the financial instruments.

Forward Exchange Contracts

The Company is party to a foreign exchange forward contract which was taken out as protection against possible future falls in the value of the Australian dollar against the US Dollar. The fair value of the contract as at 31 December has been measured and following which, there was found to be no requirement to make any fair value adjustment to the Statement of Comprehensive Income. The Company's hedging activities have been assessed under AASB 139 and do not meet the criteria under which hedge accounting is required to be done by that standard.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES (continued)

(e) Foreign currency risk (continued)

Fair values

All of the Group's financial instruments recognised in the Statement of Financial Position have been assessed at their fair values.

Foreign currency sensitivity

Currency risk is measured using sensitivity analysis. A portion of Cyclopharm's receivables and payables are exposed to movements in the values of those currencies relative to the Australian dollar. Cyclopharm management have entered a hedge for US Dollar (USD) movement in estimated costs to complete the USFDA trials and have determined that it is not cost effective to hedge against other foreign currency fluctuations.

Cyclopharm is most exposed to European Euro (Euro), Canadian Dollar (CAD) and US Dollar (USD) movements. The following table details Cyclopharm's sensitivity to a 10% change in the Australian dollar against those respective currencies with all other variables held constant as at reporting date for unhedged foreign exposure risk. A positive number indicates an increase in net profit/equity.

A sensitivity has been selected as this is considered reasonable given the current level of exchange rates and the volatility observed on a historic basis and market expectation for future movement.

| | Consolidated | |
|------------------------------|---------------------------|---------------------------|
| | Increase in AUD of 10% | Decrease in AUD of 10% |
| | \$ | \$ |
| Euro | | |
| 31 December 2017 | | |
| Net (loss) / profit | (169,157) | 186,073 |
| Equity (decrease) / increase | (169,157) | 186,073 |
| 31 December 2016 | | |
| Net (loss) / profit | (139,751) | 153,726 |
| Equity (decrease) / increase | (139,751) | 153,726 |
| CAD | | |
| 31 December 2017 | | |
| Net (loss) / profit | (37,399) | 41,139 |
| Equity (decrease) / increase | (37,399) | 41,139 |
| 31 December 2016 | | |
| Net (loss) / profit | (24,028) | 26,431 |
| Equity (decrease) / increase | (24,028) | 26,431 |
| USD | | |
| 31 December 2017 | | |
| Net profit / (loss) | 9,959 | (10,955) |
| Equity increase / (decrease) | 9,959 | (10,955) |
| 31 December 2016 | | |
| Net (loss) / profit | 18,560 | (20,416) |
| Equity (decrease) / increase | 18,560 | (20,416) |

19. COMMITMENTS & CONTINGENCIES

(a) Operating lease commitments

Future minimum rentals payable under non-cancellable operating leases are as follows:

| | Consolidated | |
|---|------------------|------------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Operating Lease Commitments | | |
| Minimum lease payments | | |
| Due not later than one year | 679,346 | 589,966 |
| Due later than 1 year & not later than 5 years | 1,889,463 | 1,597,259 |
| More than 5 years | 1,117,678 | - |
| Total operating lease commitments | 3,686,487 | 2,187,225 |
| Operating lease expenses recognised as an expense during the year | 755,447 | 649,512 |

- Cyclomedica Australia Pty Ltd.'s ("CMAPL") has entered into a commercial lease on office and manufacturing space at Kingsgrove, New South Wales, for 5 years with renewal options included in the contract. During the current financial year, the landlord has extended the lease from 5 years to 10 years with renewal options. The lease term extension is reflected in the lease commitments disclosed above.
- CycloPet Pty Ltd has entered a commercial lease for the PET Facility at Macquarie University Hospital. The lease has a term of 10 years and commenced upon commissioning of the Hospital in June 2010.
- Cyclomedica Canada Limited has entered a commercial lease for office space in Ontario, Canada. The lease has a term of 2 years.
- The Group also has entered commercial leases on motor vehicles that have an average life of approximately 3 to 4 years.

(b) Finance lease commitments

| | Consolidated | |
|--|----------------|----------|
| | 2017 | 2016 |
| | \$ | \$ |
| Finance Lease Commitments | | |
| Minimum lease payments | | |
| Due not later than one year | 20,204 | - |
| Due later than 1 year & not later than 5 years | 81,719 | - |
| More than 5 years | - | - |
| Total finance lease commitments | 101,923 | - |

19. COMMITMENTS & CONTINGENCIES (continued)

(c) Capital commitments

There were no capital commitments as at the date of this report (2016: \$nil).

(d) Contingent liabilities

- (i) Pursuant to a Shareholders' Agreement, CycloPet Pty Limited (a wholly owned subsidiary of Cyclopharm Limited) has undertaken to provide a put option to a 50% shareholder of Macquarie Medical Imaging Pty Limited ("MMI") such that if this option was exercised, CycloPet would be required to purchase all Redeemable Preference Shares and Ordinary Shares held by the 50% joint venturer for the value of the Redeemable Preference Shares plus any accumulated interest plus \$1 for the Ordinary Shares. The cost to CycloPet had the put option been issued and exercised at balance date is estimated not to exceed \$2,393,465 (2016: \$1,986,650). If the put option was issued and exercised, control of MMI would be transferred to the Group and MMI's financial statements would be consolidated from that date.

20. RELATED PARTY DISCLOSURES

The consolidated financial statements include the financial statements of Cyclopharm and its subsidiaries as listed below. Balances and transactions between the Company and its subsidiaries, which are related parties of the Company have been eliminated on consolidation and are not disclosed in this note.

The following table provides the total amount of transactions that were entered into with related parties that are not members of the Group for the relevant financial year (for information regarding outstanding balances at year-end, refer to Note 8 Trade and Other Receivables, Note 13 Trade and Other Payables and Note 14 Interest Bearing Loans and Borrowings):

| | | Sales to related parties | Purchases from related parties | Amounts owed by/ (to) related parties | Provision for doubtful debts on Amounts owed by related parties |
|---------------------------|------|--------------------------------|--------------------------------------|---|--|
| | | \$ | \$ | \$ | \$ |
| CONSOLIDATED | | | | | |
| Pilmora Pty Ltd | 2017 | - | - | - | - |
| | 2016 | - | 11,888 | - | - |
| Cell Structures Pty Ltd | 2017 | - | 43,380 | (27,500) | - |
| | 2016 | - | - | - | - |
| Macquarie Medical Imaging | 2017 | - | - | 230,782 | 230,782 |
| | 2016 | - | - | 230,782 | 230,782 |
| Almedis Altmann GmbH | 2017 | 1,096,875 | - | 530,754 | 540,754 |
| | 2016 | 590,481 | - | 86,207 | - |

20. RELATED PARTY DISCLOSURES (continued)

Ultimate parent entity

Cyclopharm Limited is the ultimate parent entity in the wholly owned group.

Terms and conditions of transactions with related parties

- During the year, no payments (2016: \$11,888) were made to Pilmora Pty Ltd (an entity controlled by former Director, Mr. Henry Townsing). All payments related to Mr. Townsing's role as a non-executive director.
- During the year, payments of \$43,380 (2016: nil) were made to Cell Structures Pty Ltd (an entity controlled by Director, Mr. Tom McDonald). All payments relate to Mr. McDonald's role as a non-executive director including consultancy services provided by him.
- CycloPet Pty Ltd, a wholly owned subsidiary of Cyclopharm has a 20% interest in Macquarie Medical Imaging. Prior to ceasing commercial operations at the end of April 2014, CycloPet manufactured products that were sold to Macquarie Medical Imaging. As the trade debtor balance of \$230,782 (2016: \$230,782) is not expected to be repaid in the short term, it is included as an interest in the associate and a share of the associate's losses has been recognised under the equity method in the 2014 financial year. Refer to Note 11 for details of the investment in the associate.
- During the year, sales amounting to \$1,096,875 (2016: \$590,481) were made to Almedis Altmann GmbH (an entity controlled by General Manager – Germany). In late 2017, the company restructured its German distribution model to include the termination of commercial activities with Almedis Altmann GmbH and the termination of its General Manager for Germany. As a result of these actions, the company recorded a provision for doubtful debts of \$540,754 (2016: nil) relating to trade balances with Almedis Altmann GmbH.

Transactions between related parties are at normal commercial prices and on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

20. RELATED PARTY DISCLOSURES (continued)

Controlled Entities

| Name | Note | Country of Incorporation | Percentage of equity interest held | |
|-----------------------------------|------|--------------------------|------------------------------------|------|
| | | | 2017 | 2016 |
| Cyclopharm Limited | 1,2 | Australia | | |
| Controlled entities | | | | |
| CycloPET Pty Ltd | 2 | Australia | 100% | 100% |
| Cyclomedica Australia Pty Limited | 2 | Australia | 100% | 100% |
| Cyclomedica Ireland Limited | 3 | Ireland | 100% | 100% |
| Cyclomedica Europe Limited | 3 | Ireland | 100% | 100% |
| Inter Commerce Medical bvba | 4 | Belgium | 100% | - |
| Cyclomedica Germany GmbH | 5 | Germany | 100% | 100% |
| Cyclomedica Canada Limited | 6 | Canada | 100% | 100% |
| Allrad No. 28 Pty Ltd | 7 | Australia | - | 100% |
| Allrad No. 29 Pty Ltd | 7 | Australia | - | 100% |

Notes

1. Cyclopharm Limited is the ultimate parent entity in the wholly owned group.
2. Audited by Nexia Sydney Audit Pty Ltd, Australia.
3. Audited by Andrew P.Quinn & Associates Limited, Republic of Ireland (2016: Audited by Moore Stephens, Republic of Ireland).
4. Not audited, acquired on 1 October 2017.
5. Audited by Bilanzia GmbH Wirtschaftsprüfungsgesellschaft, Germany
6. Audited by Schwartz Levitsky & Feldman LLP, Toronto, Canada.
7. Previously audited by Nexia Sydney Audit Pty Ltd, Australia. The voluntary deregistration of Allrad No.28 Pty Ltd and Allrad No. 29 Pty Ltd was completed on 16 July 2017.

21. EVENTS AFTER THE BALANCE DATE

FINAL DIVIDEND

On 26 February 2018, the Directors declared a final unfranked dividend of 0.5 cent per share in respect of the financial year ended 31 December 2017, payable on 16 April 2018.

No other matters or circumstances have arisen since the end of the financial year, not otherwise dealt with in the financial report, which significantly affected or may significantly affect the operations of the economic entity, the results of those operations, or the state of affairs of the economic entity in future financial periods.

22. AUDITORS' REMUNERATION

The following total remuneration was received, or is due and receivable, by auditors of the Company in respect of:

| | Consolidated | |
|---|---------------------|----------------|
| | 2017 | 2016 |
| | \$ | \$ |
| Amounts received or due and receivable by the auditor of the parent entity and associated entities for: | | |
| Audit and review of the financial statements | 102,000 | 99,000 |
| Other services: | | |
| - tax compliance | 3,112 | 27,802 |
| - share registry | 25,382 | 23,760 |
| | 130,494 | 150,562 |
| Amounts received or due and receivable by other audit firms for: | | |
| Audit of the financial statements of controlled entities | 84,341 | 100,120 |
| Other services | 38,933 | 30,306 |
| | 123,274 | 130,426 |

23. DIRECTOR AND KEY MANAGEMENT PERSONNEL DISCLOSURE

Individual Directors and executives compensation disclosures

Information regarding individual Directors and executives' compensation and some equity instruments disclosures as required by Corporations Regulation 2M.3.03 are provided in the Remuneration Report Section of the Directors' report.

Summary of remuneration of Directors & Key Management Personnel:

| Consolidated | Short-term employee benefits | | Post employment benefits | Other Long-term benefits | Termination benefits | Share-based payment | Total |
|--------------|------------------------------|------------|--------------------------|--------------------------|----------------------|---------------------|-----------|
| | Salary & Fees | Cash Bonus | Superannuation | | | | |
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| 2017 | 688,972 | 50,000 | 53,592 | 7,162 | - | 11,706 | 811,432 |
| 2016 | 1,409,655 | 86,331 | 107,341 | 28,916 | 265,223 | 97,170 | 1,994,636 |

Short-term salary, bonus, fees and leave

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other Key Management Personnel.

Post-employment benefits

These amounts are the current-year's estimated cost of providing for superannuation contributions made during the year.

Other long term benefits

These amounts represent long service leave benefits accruing during the year.

Termination benefits

These amounts represent termination benefits paid out during the year.

Share based payment expense

These amounts represent the expense related to the participation of Key Management Personnel in equity-settled benefit schemes as measured by the fair value of the Implied Options granted on grant date.

Further information in relation to Key Management Personnel remuneration can be found in the Directors' Report.

24. SHARE BASED PAYMENT PLANS

(a) Recognised share-based payment expenses

The expense recognised for employee services received in relation to share based payments during the year is shown in the table below:

| | Consolidated | |
|---|--------------|---------|
| | 2017 | 2016 |
| | \$ | \$ |
| Expense arising from equity-settled share-based payment transactions (note 4) | 21,416 | 107,777 |

The share-based payment reserve at 31 December 2017 was \$625,838 (2016: \$603,622).

24. SHARE BASED PAYMENT PLANS (continued)

(b) Type of share based payment plans

The share-based payment plan is described below. There have not been any modifications to the Long Term Incentive Plan ("Plan") following its approval by members at the Annual General Meeting held on 8 May 2007 other than an amendment to allow allotment or transfer of Plan shares to an entity wholly owned and controlled by the participant. The amendment was approved by members at the Annual General Meeting held on 26 May 2015.

Shares

Long Term Incentive Plan ("Plan") Shares ("Shares") are granted to certain executive Directors and certain employees.

In valuing transactions settled by way of issue of shares, performance conditions and market conditions linked to the price of the shares of Cyclopharm Limited are taken into account. All shares issued have market performance conditions so as to align shareholder return and reward for the Company's selected management and staff ("Participants").

The Shares vest upon the satisfaction of certain performance conditions ("Hurdles") within the term ("Term") specified for Participants in the Plan. The Board has residual discretion to accelerate vesting (i.e. Reduce or waive the Hurdles) and exercise of Shares in the event of a takeover or merger or any other circumstance in accordance with the terms of the Plan.

Shares in relation to which Hurdles have not been satisfied (i.e. that do not vest) will lapse and will not be able to be exercised, except in the circumstances described below. Shares which have not vested will lapse where a Participant ceases employment with Cyclopharm other than on retirement, redundancy, death or total and permanent disablement or unless as otherwise determined by the Board in its absolute discretion.

Where a Participant has ceased employment with Cyclopharm as a result of resignation, retirement, redundancy, death or total and permanent disablement prior to the end of a performance period, only shares that have vested may be retained by the Participant on a pro-rata basis. If an option holder ceases employment for any reasons mentioned above prior to the first anniversary of the grant date, the Participant forfeits all entitlement to Shares.

LTIP Shares issued

At the Annual General Meeting held on 8 May 2007, Shareholders approved the Company's Plan.

Implied Options

AASB 2 Share Based Payments requires that the benefit to an employee arising from an employee share scheme such as the Cyclopharm Long Term Incentive Plan be treated as an expense over the vesting period. All of the issues of Plan shares have been treated as Plan Share Options ("Implied Options") in accordance with AASB 2. The employee benefit is deemed to be the Implied Option arising from the Plan. Consequently the value of the discount which has been determined using the Black Scholes option pricing model will be charged to the Statement of Comprehensive Income and credited to the Employee Equity Benefits Reserve over the vesting period.

Where employee shares are issued under a non-recourse loan payment plan, the loan assets and the increments to Contributed Equity are not recognised at grant date but rather the increments to Contributed Equity are recognised when the share loans are settled by the relevant employees.

24. SHARE BASED PAYMENT PLANS (continued)

(c) Summary of Implied Options granted

The following table illustrates movements in Implied Options during the current year:

| | Consolidated 2017 Number | Consolidated 2016 Number | Weighted Average Exercise Price 2017 \$ | Weighted Average Exercise Price 2016 \$ |
|---|--------------------------------|--------------------------------|--|--|
| Balance at the beginning of the year | 2,341,590 | 2,203,590 | 0.92 | 0.92 |
| Granted during the year | 225,000 | 138,000 | 0.90 | 1.20 |
| Vested but unexercised during the year (i) | (1,821,405) | - | 0.90 | - |
| Lapsed during the year | (382,185) | - | 0.90 | - |
| Balance at the end of the year | 363,000 | 2,341,590 | 1.01 | 0.92 |
| Vested but unexercised at the end of the year (i) | 3,544,861 | 1,723,456 | | |

(i) 1,821,405 LTIP shares issued to several group executives vested during the year. These executives elected to extend the exercise period for up to 5 years under limited security financial assistance arrangements offered by the Company, in accordance with the Plan terms.

(d) Range of exercise price, weighted average remaining contractual life and weighted average fair value

The exercise price for Implied Options at the end of the year was \$1.01 (2016: \$0.92). The weighted average remaining contractual life for the Implied Options outstanding as at 31 December 2017 is 1.64 years (2016: 0.59 years). The weighted average fair value of Implied Options granted during the year was \$0.196 (2016: \$0.27).

(e) Option pricing models

The following assumptions were used to derive a value for the Implied Options granted using the Black Scholes Option model as at the grant date, taking into account the terms and conditions upon which the Shares were granted:

| Exercise price per Implied Option | \$0.90 | \$1.20 |
|---|---------------|---------------|
| Number of recipients | 1 | 15 |
| Number of Implied Options | 225,000 | 138,000 |
| Grant Date | 19/04/2017 | 25/07/2016 |
| Dividend yield | - | - |
| Expected annual volatility | 44% | 41% |
| Risk-free interest rate | 1.80% | 1.62% |
| Expected life of Implied Option (years) | 3 years | 2 years |
| Fair value per Implied Option | \$0.196 | \$0.270 |
| Share price at grant date | \$0.76 | \$1.17 |
| Model used | Black Scholes | Black Scholes |

Expected volatility percentages used for the Option pricing calculations were determined using historic data over 24 months and were adjusted to reflect comparable companies in terms of industry and market capitalisation. The Implied Options arising from the Plan are not listed and as such do not have a market value.

25. PARENT ENTITY DISCLOSURE

| | 2017 | 2016 |
|---|-------------------|--------------------|
| | \$ | \$ |
| (i) Financial Position | | |
| Assets | | |
| Current Assets | 8,599,453 | 3,069,205 |
| Non-current Assets | 11,752,166 | 8,751,989 |
| Total Assets | 20,351,619 | 11,821,194 |
| Liabilities | | |
| Current Liabilities | 1,503,270 | 139,146 |
| Non-current Liabilities | 8,654,583 | 6,933,130 |
| Total Liabilities | 10,157,853 | 7,072,276 |
| Net assets | 10,193,766 | 4,748,918 |
| Equity | | |
| Contributed equity | 21,752,259 | 15,163,497 |
| Employee equity benefits reserve | 625,038 | 603,622 |
| Accumulated Losses | (12,183,531) | (11,018,201) |
| Total Equity | 10,193,766 | 4,748,918 |
| (ii) Financial Performance | | |
| Profit / (Loss) for the year | (565,207) | (1,373,971) |
| Other comprehensive income | - | - |
| Total Profit / (Loss) for the year | (565,207) | (1,373,971) |

26. RESERVES

Nature and purpose of reserves:

(a) Employee equity benefits reserve

The employee share based payments reserve is used to record the value of share based payments provided to employees, including key management personnel, as part of their remuneration.

(b) Foreign currency Translation Reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

27. BUSINESS COMBINATIONS

Acquisition of Inter Commerce Medical bvba

On 1 October 2017, the Group acquired via a Share Sale Agreement 100% of the ordinary shares of Inter Commerce bvba ("ICM"), a Belgian private company which specialises in the distribution of nuclear medicine Single Photon Emission Computed Tomography ("SPECT") and Positron Emission Tomography ("PET") imaging products and products used for both diagnostic and therapeutic procedures. ICM is the agent for Technegas products in the Belgium, Netherlands and Luxembourg markets and its purchase is expected to provide supply chain synergies to the Group.

The acquisition has been accounted for using the acquisition method. The consolidated financial statements include the results of ICM for the period between 1 October 2017 and 31 December 2017.

The provisional fair values of identifiable assets and liabilities of ICM at the date of acquisition were:

| | Provisional Fair value recognised on acquisition |
|--|---|
| | \$ |
| Assets | |
| Property, plant and equipment | 375,747 |
| Cash and cash equivalents | 1,175,958 |
| Debtors | 115,835 |
| Other receivables and prepayments | 29,988 |
| Total Assets | 1,697,528 |
| Liabilities | |
| Trade and other payables | 54,758 |
| Borrowings | 331,522 |
| Provisions and other liabilities | 409,754 |
| Total liabilities | 796,034 |
| Total identifiable net assets at fair value | 901,494 |
| Goodwill arising on acquisition | 400,436 |
| Purchase consideration transferred/transferable (i) | 1,301,930 |
| | \$ |
| Net cash acquired with the subsidiary (included in cash flows from investing activities) | 1,175,958 |
| Cash paid | (1,003,021) |
| Net cash inflow | 172,937 |

The provisional fair value of receivables amounts to \$145,823.

27. BUSINESS COMBINATIONS (continued)

- (i) The purchase consideration of \$1,301,930 included EUR 671,000 cash and EUR 200,000 contingent consideration payable in cash. The contingent consideration is payable in 2 tranches being EUR 100,000 each on the first and second post completion dates. Both tranches are subject to potential adjustment on those dates via a formula based on comparison of actual versus forecast 3-year average EBITDA.

From the date of acquisition to the end of the reporting period, ICM contributed revenue of \$73,302 and a net loss after tax of \$10,274 to the continuing operations of the Group. If the acquisition date had been at the beginning of the reporting period, ICM would have contributed revenue of \$899,938 and a net profit after tax of \$281,422 to the continuing operations of the Group.

The goodwill recognised is primarily attributed to synergies available to the new group which will enhance shareholder value through capturing agency commissions and providing control over distribution and pricing. The goodwill is not deductible for income tax purposes. Transaction costs of \$29,603 have been expensed and are included in Administration expense in the Statement of Comprehensive Income and are part of operating cash flows in the statement of cash flows.

Directors' Declaration



In the opinion of the Directors of Cyclopharm Limited:

1. (a) The financial statements and notes of the consolidated entity as set out on pages 50 to 104 are 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 2017 and of its performance for the year ended on that date; and
 - (ii) complying with Accounting Standards which, as stated in accounting policy Note 2(a) to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - (b) There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required by section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial year ended 31 December 2017.

Signed in accordance with a resolution of the Directors:

James McBrayer
Managing Director and CEO

Sydney, 26 March 2018

Independent Audit Report

Independent Auditor's Report to the Members of Cyclopharm Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Cyclopharm Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 31 December 2017, the consolidated statement of comprehensive income, consolidated statement of changes in equity and 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 Group is in accordance with the *Corporations Act 2001*, including:

- i) giving a true and fair view of the Group's financial position as at 31 December 2017 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 entity in accordance with 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.

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.

Nexia Sydney Audit Pty Ltd

Level 16, 1 Market Street
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Independent Auditor's Report to the Members of Cyclopharm Limited (continued)

Key audit matters (continued)

| Key audit matter | How our audit addressed the key audit matter |
|--|--|
| <p>Capitalised Development Costs for Ultralute (\$1,857,995)</p> <p><i>Refer to note 12 to the financial report.</i></p> <p>Included in the Group's intangible assets are capitalised development costs \$1,857,995 in respect of the Ultralute product. Capitalised Ultralute development costs are considered to be a key audit matter due to the quantum of the asset; the degree of management judgement and assumptions applied in measuring the carrying value of the asset; and assessing the presence of impairment of a development phase asset.</p> <p>The most significant and sensitive judgments incorporated into the assessment for impairment of capitalised development costs include projections of cash flows, discount rates applied and assumptions regarding the Group's ability to exploit new markets.</p> <p>Other considerations and judgments include whether the capitalised costs qualify for capitalisation as development phase costs in accordance with AASB 138 <i>Intangible Assets</i>. This includes an understanding of the Group's process for recording and measuring internally developed assets and the Group's ability to complete the development and demonstrate its ability to generate future cash flows from that asset.</p> | <p>Our audit procedures on the Ultralute development costs included, amongst others:</p> <ul style="list-style-type: none"> ▪ We assessed the project against the requirements for capitalisation contained in AASB 138 <i>Intangible Assets</i>. ▪ We tested material costs incurred during the year and checked that they were appropriately allocated to the Ultralute development asset. ▪ We assessed management's determination of the Group's cash generating units based on our understanding of the nature of the Group's business and how earnings streams are monitored and reported. ▪ We tested the Group's assumptions and estimates used to determine the recoverable value of its assets, including those relating to forecast revenue, cost, capital expenditure, and discount rates by corroborating the key market related assumptions to supporting data and by reference to our understanding of the business. ▪ We performed sensitivity analysis in two main areas to assess whether the carrying value of the capitalised development costs exceeded its recoverable amount. These were the discount rate and growth assumptions. |

Other information

The directors are responsible for the other information. The other information comprises the information in Cyclopharm Limited's annual report for the year ended 31 December 2017, 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 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 the other information we are required to report that fact. We have nothing to report in this regard.

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Independent Auditor's Report to the Members of Cyclopharm Limited (continued)

Directors' responsibility for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibility 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 Australian Auditing and Assurance Standards Board website at: www.auasb.gov.au/auditors_responsibilities/ar1.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 pages 25 to 35 of the Directors' Report for the year ended 31 December 2017.

In our opinion, the Remuneration Report of Cyclopharm Limited for the year ended 31 December 2017, 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.

Nexia Sydney Audit Pty Limited



Stephen Fisher
Director

Dated: 26 March 2018
Sydney

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ASX Additional Information



The following information is current at 28 February 2018

A. SUBSTANTIAL SHAREHOLDERS

The following have advised that they have a relevant interest in the capital of Cyclopharm Limited. The holding of a relevant interest does not infer beneficial ownership. Where two or more parties have a relevant interest in the same shares, those shares have been included for each party.

| Shareholder | No. of ordinary shares held | Percentage held of issued ordinary capital |
|--|-----------------------------|--|
| Anglo Australian Christian and Charitable Fund | 13,211,332 | 19.36% |
| Barings Acceptance Limited | 11,433,424 | 16.75% |
| Stinoc Pty Limited | 9,447,452 | 13.84% |
| Chemical Trustee Limited | 8,000,000 | 11.72% |
| National Nominees Limited | 4,927,050 | 7.22% |

B. DISTRIBUTION OF EQUITY SECURITY HOLDERS

(i) Analysis of numbers of equity security holders by size of holding as at 28 February 2018

| Category | Ordinary Shareholders |
|------------------|-----------------------|
| 1 - 1,000 | 98 |
| 1,001 - 5,000 | 220 |
| 5,001 - 10,000 | 130 |
| 10,001 - 100,000 | 194 |
| 100,001 and over | 37 |
| Total | <u>679</u> |

(ii) There were 45 holders of less than a marketable parcel of ordinary shares.

C. EQUITY SECURITY HOLDERS

| Twenty largest quoted equity security holders | Ordinary shares | |
|--|-------------------|-----------------------------|
| | Number held | Percentage of issued shares |
| 1 Anglo Australian Christian and Charitable Fund | 13,211,332 | 19.36% |
| 2 Barings Acceptance Limited | 11,433,424 | 16.75% |
| 3 Stinoc Pty Limited | 8,755,777 | 12.83% |
| 4 Chemical Trustee Limited | 8,000,000 | 11.72% |
| 5 National Nominees Limited | 4,927,050 | 7.22% |
| 6 McBrayer Reid Investments <LTIP Account Holding 6> | 1,721,554 | 2.52% |
| 7 Chemical Trustee Limited | 1,176,470 | 1.72% |
| 8 Lloyds & Casanove Investment Partners Limited | 975,965 | 1.43% |
| 9 Leaver Trading Pty Ltd | 863,917 | 1.27% |
| 10 Mr James McBrayer | 861,728 | 1.26% |
| 11 Mr James McBrayer | 861,728 | 1.26% |
| 12 Stinoc Pty Limited | 691,675 | 1.01% |
| 13 South Seas Holdings Pty Ltd | 675,000 | 0.99% |
| 14 Melbourne Corporation Of Australia Pty Ltd (Super Fund A/c) | 667,376 | 0.98% |
| 15 Honne Investments Pty Limited | 600,000 | 0.88% |
| 16 City & Westminster Limited | 544,789 | 0.80% |
| 17 Malackey Holdings Pty Ltd | 420,220 | 0.62% |
| 18 Melbourne Corp Of Australia Pty Limited | 400,000 | 0.59% |
| 19 Mr Anthony Rex Morgan & Mrs Elena Morgan <ZIKLAG Super Fund A/c> | 400,000 | 0.59% |
| 20 Tom Hale Pty Limited | 370,000 | 0.54% |
| | <u>57,558,005</u> | <u>84.33%</u> |
| Other equity security holders | 10,696,311 | 15.67% |
| Total | <u>68,254,316</u> | <u>100.00%</u> |

D. VOTING RIGHTS

The Company's constitution details the voting rights of members and states that every member, present in person or by proxy, shall have one vote for every ordinary share registered in his or her name.

General Information



Directors

David Heaney
Non-Executive Chairman

James McBrayer
Managing Director & CEO

Vanda Gould
Non-Executive Director

Thomas McDonald
Non-Executive Director

Company Secretary
James McBrayer

Registered Office

Cyclopharm Limited
Unit 4, 1 The Crescent
Kingsgrove NSW 2208
T: 02 9541 0411
F: 02 9543 0960

Cyclomedica Australia

Unit 4, 1 The Crescent
Kingsgrove NSW 2208
T: 02 9541 0411
F: 02 9543 0960

Cyclopet

Basement 2
Macquarie University Hospital
3 Technology Place
Macquarie University NSW 2109

Cyclomedica Canada

615 Old York Road,
Burlington,
Ontario L7P 4Y6
Canada

Cyclomedica Germany

Lützenkirchener Str. 410
51381 Leverkusen
Germany

Cyclomedica Europe

Unit A5,
Calmount Business Park
Ballymount
Dublin 12
Ireland

Auditors

Nexia Sydney Audit Pty Ltd
Level 16, 1 Market Street
Sydney NSW 2000

Share Registry

NextRegistries
Level 16, 1 Market Street
Sydney NSW 2000
T: 02 9276 1700
F: 02 9251 7138

Bankers

National Australia Bank
Level 21
255 George Street
Sydney NSW 2000

Solicitors

HWL Ebsworth
Level 19, 480 Queen Street
Brisbane QLD 4001

Securities Exchange Listing

The ordinary shares of
Cyclopharm Limited are listed on
the Australian Securities
Exchange Ltd (code: CYC).

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