

[REPLACEMENT PROSPECTUS]



IQX LIMITED ACN 155 518 380



[THIS PROSPECTUS IS DATED 13TH SEPTEMBER 2013 AND REPLACES A PROSPECTUS DATED AND LODGED WITH ASIC ON 6TH SEPTEMBER 2013]

[THIS DOCUMENT IS IMPORTANT AND IT SHOULD BE READ IN ITS ENTIRETY]

If you do not understand this document you should consult your professional advisers without delay. The securities offered by this Replacement Prospectus are of a speculative nature.

REPLACEMENT PROSPECTUS FOR THE ISSUE OF UP TO 32,500,000 FULLY PAID ORDINARY SHARES AT AN ISSUE PRICE OF \$0.20 PER SHARE TO RAISE A MAXIMUM OF \$6,500,000.

THE OFFER IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 15,000,000 SHARES AT AN ISSUE PRICE OF \$0.20 EACH TO RAISE A MINIMUM OF \$3,000,000

K S CAPITAL PTY LTD (AFSL 316880) IS ACTING AS UNDERWRITER TO THE OFFER.

[CORPORATE DIRECTORY]

[DIRECTORS & COMPANY SECRETARY]

NON EXECUTIVE CHAIRMAN Mr Kosmas Dimitriou

NON EXECUTIVE DIRECTOR Mr Peter Simpson

EXECUTIVE DIRECTOR Mr Anthony Panoyan

NON EXECUTIVE DIRECTOR Mr Alex Dimos

NON EXECUTIVE DIRECTOR Mr John Stratilas

COO, CFO & COMPANY SECRETARY Mr Spiro Sakiris

[REGISTERED OFFICE]

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[CONTENTS]

03	[CORPORATE DIRECTORY]
06	[IMPORTANT INFORMATION]
11	[CHAIRMAN'S LETTER]
14	[SECTION 01] Investment Overview
24	[SECTION 02] The Offer
32	[SECTION 03] Company Overview
42	[SECTION 04] Directors and Corporate Governance
57	[SECTION 05] Investigating Accountant's Report
110	[SECTION 06] Risk Factors
118	[SECTION 07] Material Agreements
124	[SECTION 08] Additional Information
146	[SECTION 09] Director's Responsibility and Consent Statement
150	[SECTION 10] Glossary
155	[ANNEXURE A] Financial Services Guide
163	[APPLICATION FORM]

[LODGEMENT]

This Replacement Prospectus is dated 13th September 2013 and was lodged with ASIC on that date.

Neither NSX nor ASIC takes any responsibility for the contents of this Replacement Prospectus. The fact that the NSX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Company. The Directors of the Company reserve the right to close the Offer earlier than the timetable described in this Replacement Prospectus without prior notice, or vary any of the important dates set out in this Replacement Prospectus, including extending the Closing Date. No securities will be issued, allotted or traded on the basis of this Replacement Prospectus later than 13 months after the date of issue of this Replacement Prospectus.

[NOTE TO APPLICANTS]

Before deciding to invest in the Shares offered for subscription under this Replacement Prospectus you should read the entire Replacement Prospectus and in particular consider the risk factors that could affect the financial performance of the Company. You should carefully consider these risks in light of your personal circumstances (such as financial and taxation issues) and seek advice from your professional advisers before deciding whether or not to invest. An investment in the Company should be considered speculative in nature. This Replacement Prospectus is important and should be read in its entirety. No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in the Replacement Prospectus. Any information that is not contained in the Replacement Prospectus may not be relied upon as having been authorised by the Company and its Directors. If you require an explanation of the contents of the Replacement Prospectus, you should consult a professional adviser.

[JURISDICTION]

This Replacement Prospectus and the enclosed Application Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, the distribution of this Replacement Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Replacement Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

It is the responsibility of non-Australian resident investors to obtain all necessary approvals for applying for Shares pursuant to this Replacement Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all approvals necessary in the jurisdiction in which the Applicant resides have been obtained.

[EXPOSURE PERIOD]

The Corporations Act prohibits the Company from processing Applications in the seven day period following the date of lodgement of the Replacement Prospectus with ASIC. ASIC may extend this period for a further seven days. The period is an exposure period to enable the Replacement Prospectus to be examined by market participants prior to the raising of funds. Any Applications received during the exposure period will not be processed until after the end of that period. No preference will be given to Applications received during the exposure period.





[ARRANGEMENT OF OFFER]

The Company does not presently hold an Australian Financial Services Licence and the Directors have decided that the Company will only issue Shares pursuant to this Replacement Prospectus under an arrangement of the type contemplated by Section 911A(2)(b) of the Corporations Act made with the holder of an Australian Financial Services Licence. Offers under this Replacement Prospectus will be made pursuant to an arrangement between the Company and Capital and Finance Pty Ltd pursuant to Section 911A(2)(b) of the Corporations Act. The Company will only authorise licensees to make offers to people to arrange for the issue of Shares by the Company under the Replacement Prospectus and the Company will only issue Shares in accordance with such offers if they are accepted. This Offer is made pursuant to an Intermediary Authorisation Letter Agreement pursuant to which Capital and Finance Pty Ltd and its authorised representative(s) will accept all Applications and Application Monies, and arrange for the dealing in the Application Monies pursuant to this Replacement Prospectus. The function performed by Capital and Finance Pty Ltd should not be considered as an endorsement of the Offer, nor a recommendation of the suitability of the Offer. Capital and Finance Pty Ltd does not guarantee the success or performance of the Company or the returns, if any, to be received by investors. Capital and Finance Pty Ltd is not responsible for and has not caused the issue of this Replacement Prospectus.

A copy of Capital and Finance Pty Ltd's Financial Services Guide is attached as Annexure A to this Replacement Prospectus.

The Company intends to lodge an application for an Australian Financial Services License with ASIC but it is not expected that the application will be reviewed prior to the Closing Date.

[DEFINITIONS AND INTERPRETATIONS]

Throughout this Replacement Prospectus abbreviations and defined terms are used and all financial amounts are expressed in Australian Dollars ("A\$") unless otherwise stated.

Photographs in this Replacement Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses this Replacement Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams in this Replacement Prospectus are for illustrative purposes only and may not be drawn to scale.

[COPIES OF REPLACEMENT PROSPECTUS]

You can request a copy of the Replacement Prospectus free of charge by submitting a request on the Company's website: www.ixinvestments.com or contacting the Company or the Authorised Intermediary (contact details are set out in the Corporate Directory on the inside front cover of this Replacement Prospectus).

Applications for Shares may only be made on the Application Form attached to or accompanying this Replacement Prospectus. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of this Replacement Prospectus or the complete and unaltered soft copy of this Replacement Prospectus.

[LISTING]

Application will be made within seven days of the date of this Replacement Prospectus for the Company's Shares to be admitted to the Official List of the NSX. The fact that the NSX may list the Company's Shares is not to be taken in any way as an indication of the merits of the Company or the Shares. The NSX takes no responsibility for the contents of this Replacement Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Replacement Prospectus.

[FORWARD LOOKING STATEMENTS]

Various statements in this Replacement Prospectus constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed herein.

[PRIVACY]

By completing an Application Form, you will be providing personal information to the Company (directly or via the Share Registry). The Company will collect, hold and use that information to assess the Application and, for successful Applications, to service Shareholders' needs, communications and related administration. The information may also be disclosed to persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, print service providers, mail houses and share registry activities generally. You can access, correct and update the personal information that the Company holds on them by contacting the Company.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act, the Corporations Act, the NSX Listing Rules and the ASX Settlement Rules. If you do not provide the information required on the Application Form, the Company may not be able to accept or process an Application.





[IMPORTANT DATES]

Replacement Prospectus lodged with ASIC	13th September, 2013
Opening Date	16th September, 2013
Closing Date	1st November, 2013
Expected date for despatch of transaction confirmation statements	15th November, 2013
Expected date for quotation of Shares on NSX	22nd November, 2013

The dates are indicative only and are subject to change without notice. The Company reserves the right in conjunction with the Underwriter to close the Offer at any time before the Closing Date or to extend the Offer without prior notice. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.



[CHAIRMAN'S LETTER]

Dear Investor,

As Chairman of IQX Limited (IQX or the Company) I am pleased to present this Replacement Prospectus on behalf of the Board and invite you to subscribe for Shares in our Company.

IQX has been incorporated as an investment company to invest in listed and unlisted entities in the Life Science sector. The purpose of the Offer is to seek investment from the public to allow the Company to identify and assess potential investment opportunities, and if suitable, invest in these opportunities.

Life Science encompasses various branches of science involved with the study of living organisms. With respect to the interpretation of Life Science for the purposes of this Replacement Prospectus, we consider it as the sector that utilises science and technology to deliver outcomes that are beneficial for society.

Australia is one of the leading life science hubs of the world and is home to over 900 life science companies. It has numerous esteemed medical research organisations and is recognised for its world class science and medical research.

Investment in the Life Science sector is often perceived as challenging and investors may have a limited understanding of the products or business models of entities in this area. It is for this reason that IQX has established a team that has experience in the finance and Life Science sectors and we believe is well placed to implement the Company's strategy and identify and assess possible investments for the Company. Further details about the experience and qualifications of the Board, Senior Executives and Investment Committee members are set out in Sections 3.4 and 4.2 of this Replacement Prospectus.

It is an exciting time for the realisation of potential investments in the Life Science sector as local and international entities are continuously seeking support from the investment community. We believe that IQX will be ideally placed to identify and capitalise on these opportunities.

The Company's proposed operations and investment strategy is set out at Section 3 of this Replacement Prospectus.

The Company is offering the opportunity for the public to subscribe for up to 32,500,000 Shares at an Issue Price of \$0.20 per Share to raise up to \$6,500,000. The Offer is subject to the Company raising the Minimum Subscription of \$3,000,000 (15,000,000 Shares) and is underwritten to the sum of \$1,560,000 (7,800,000 Shares). Please refer to Section 2 of this Replacement Prospectus for further details on the Offer.

This Replacement Prospectus contains detailed information about the Company's investment strategy, the Board and management and its future plans. It also outlines the risks associated with any investment in the Company. I encourage you to read this document carefully and consider those risks, before making a decision to invest.

The Board looks forward to welcoming you as a new Shareholder.

Yours sincerely,

Kosmas Dimitriou

Chairman



[1.1 THE OFFER]

The Company is offering up to 32,500,000 Shares at an Issue Price of \$0.20 per Share to raise up to \$6,500,000. The Offer is underwritten to the sum of \$1,560,000.

No Shares offered pursuant to this Replacement Prospectus will be issued until 15,000,000 Shares are subscribed for (to raise \$3,000,000) and the NSX has confirmed that it will admit the Shares offered pursuant to this Replacement Prospectus to quotation on the Official List. Application Monies will be held in a bank account on your behalf until the issue of the Shares offered pursuant to this Replacement Prospectus. No interest will be paid on Application Monies returned.

[1.2 CAPITAL STRUCTURE]

A summary of the capital structure of the Company following completion of the Offer is set out below.

* Includes 23,400,000 Loyalty Options that are to be issued to Convertible Note holders and 1,117,000 options that are to be issued to Economos Pty Ltd (or Nominee). Please refer to sections 8.8 and 7.3 of this Replacement Prospectus for further details.

** Convertible Notes will convert into 7,800,000 Shares upon completion of the Offer. Please refer to Section 8.8 of this Replacement Prospectus for further details.

CAPITAL STRUCTURE	MIN SUBSCRIPTION	MAX SUBSCRIPTION
Shares on issue as at date of this Replacement Prospectus	80,000,000	80,000,000
Shares to be issued under this Replacement Prospectus	15,000,000	32,500,000
TOTAL SHARES ON ISSUE	95,000,000	112,500,000
Options on issue as at the date of this Replacement Prospectus	NIL	NIL
Options to be issued at the Closing Date*	24,517,000	24,517,000
TOTAL OPTIONS ON ISSUE	24,517,000	24,517,000
Convertible Notes on issue as at the date of this Replacement Prospectus**	21	21
TOTAL CONVERTIBLE NOTES ON ISSUE	21	21

More detail on the capital structure of the Company including a detailed description of the Convertible Notes and options is set out in Section 8 of this Replacement Prospectus.

As at the date of this Replacement Prospectus, the Shareholders who have a substantial shareholding in the Company are as follows:

SHAREHOLDER	NUMBER OF SHARES	CURRENT PERCENTAGE INTEREST	PERCENTAGE INTEREST HELD BY ALL ENTITIES WITH A COMMON CONTROLLER	PERCENTAGE INTEREST IF MINIMUM SUBSCRIPTION IS RAISED		PERCENTAGE INTEREST IF MAXIMUM SUBSCRIPTION IS RAISED	
				INDIVIDUAL % INTEREST	% INTEREST HELD BY ALL ENTITIES WITH A COMMON CONTROLLER	INDIVIDUAL % INTEREST	% INTEREST HELD BY ALL ENTITIES WITH A COMMON CONTROLLER
Ruminate Investments Pty Ltd	15,800,000	19.75%	25.38%	16.63%	21.37%	14.04%	18.04%
TTS Two Investments Pty Ltd	4,500,000	5.63%		4.74%		4.00%	
Life Science Investments Pty Ltd ATF Life Science Super Fund	6,000,000	7.50%	19.76%	6.32%	16.64%	5.33%	14.05%
Zero Hedge Investments Pty Ltd ATF Zero Hedge Investments Trust	5,550,000	6.94%		5.84%		4.93%	
Biotechnology Holdings Pty Ltd ATF Biotechnology Trust	4,261,112	5.33%		4.49%		3.79%	
Abiogenesis Pty Ltd	15,600,000	19.50%	-	16.42%	-	13.87%	-
Agparaskevi Pty Ltd ATF Agparaskevi Trust	8,000,000	10.00%	15.00%	8.42%	12.63%	7.11%	10.67%
Babi Holdings Pty Ltd ATF CLT Superfund	4,000,000	5.00%		4.21%		3.56%	
Adaptive Radiation Pty Ltd	8,888,888	11.11%	13.11%	9.36%	11.04%	7.90%	9.32%
Sequential Investments Pty Ltd	1,600,000	2.00%		1.68%		1.42%	

Note: A number of the entities listed in the table above have common controllers. Entities that have a common controller have been grouped together.

[1.3 MARKET CAPITALISATION]

Based on an Issue Price of \$0.20 per Share the Company will have the following market capitalisation following the Issue:

Minimum Subscription - \$19,000,000

Maximum Subscription - \$22,500,000



[1.4 KEY RISKS]

You should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors set out in Section 6 of this Replacement Prospectus, and other general risks that are applicable to all investments in listed securities may affect the future value of the Shares. Accordingly, an investment in the Company should be considered highly speculative. As many of these risks are outside the control of the Company, there is no guarantee that the Company will achieve its objectives. This Section summarises only some of the risks which apply to an investment in the Company and you should refer to Section 6 for a more detailed summary of all of the risks.

The Company notes the following key risks:

SHARE MARKET RISK

The market price of securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian share market and Life Science companies.

MARKET RISK

It is possible investors may experience negative returns when equity markets are strong. General economic conditions are also a key determinant of the performance of the Life Science sector as well as the availability of high quality investments.

PERFORMANCE RISK

Life Science is a challenging investment class and the past performance of an investee company is not always an indicator of its future performance. Due to the nature of Life Science investments, there is a risk that some investments may not achieve the intended outcome.

SUBSTANTIAL SHAREHOLDERS

There are a number of substantial shareholders in the Company that have a common controlling shareholder. These substantial shareholders are identified in Section 1.2 of this Replacement Prospectus. There is a risk that some of these entities may

have the ability to influence the outcome of the resolutions that are put to Shareholders for approval in the future.

SUSTAINABILITY OF GROWTH AND MARGINS

The sustainability of growth and the level of profit margins from the Company's operations are dependent on a number of factors outside the Company's control including:

- ✦ the fact that an investee company's product development activities may never generate revenues or achieve profitability;
- ✦ an investee company is subject to the risks outlined in the paragraph headed 'Unique Challenges' below; and
- ✦ an investee company's ability to raise any additional funds it requires to continue with its activities will be subject, among other things, to factors beyond the control of the Company and its Directors including cyclical factors affecting the economy and share markets generally.

PRODUCT LIABILITY

As with all new therapeutic products, even after the granting of regulatory approval, there is no assurance that unforeseen adverse events or manufacturing defects will not arise. Adverse events could expose the investee company to product liability claims or litigation, resulting in the removal of the regulatory approval for the relevant products and/or monetary damages being awarded against the investee company.

UNIQUE CHALLENGES

Life Science companies face a unique set of challenges relating to:

- ✦ drug properties that have unpredictable efficacy or unpredictable side effects. If issues such as these arise an investee company may have to recall the compound, reconsider the dosimetry, relabel the proposed use of the compound or refine the patient group characteristics. These issues may delay the development process or lead to compound failure for that specific indication;

- ✦ trial processes that have patient enrolment delays or trial failures. Trial processes may be subject to requests for more data or subjective comparisons with existing groups to comply with regulatory requirements. Issues such as these may lead to further delays, an increase in development costs, registration failure and a reduction in patent life; and
- ✦ patent disputes which may involve infringement suits by competitors, invalidation actions by licensing partners and periodic cash crises. This may lead to market shortages if the drug is on the market, mandatory recalls, financial loss and delays in development which reduce patent life;
- ✦ if a compound is eventually registered, there is no guarantee that it will be commercially successful.

Investments that face these challenges may result in a depreciation of the Company's investment value and have a negative bearing on the Company's investment portfolio.

FINANCING

IQX's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

RELIANCE ON KEY PERSONNEL

IQX is dependent upon a skilled team to undertake the business of the Company and implement its strategies. Despite the Company's best efforts to create succession chains and standardised operating procedures, if the Directors or members of the Investment Committee were to leave IQX, IQX may not readily be able to find suitable replacements. Consequently, the business strategies and management of IQX could be temporarily affected by the lack of suitable Directors or

Investment Committee members.

EARLY STAGE INVESTMENT RISK

Investments in companies in the early stages of development face a higher degree of risk as they are typically prone to technical and innovation risks, exit barriers and commercial challenges. No assurance can be given that companies such as these will achieve commercially viable operations.

INVESTMENT RISK

The sector in which IQX proposes to invest is sometimes highly volatile and the value of assets or investments may change significantly in a short period of time. This may affect the realisable value and/or the carrying value of the investments. In the event that the volatility cannot be controlled or managed by IQX it may lead to a loss of the value of any investment in part or in full.

LIQUIDITY RISK OF SHARES

All or a significant proportion of the 80,000,000 Shares on issue as at the date of this Replacement Prospectus may be classified as restricted securities by the NSX and therefore subject to escrow. This may cause a liquidity risk for the Shares and impact the Company's trading price. No assurance can be given that an active market will develop in the Shares or that the Shares will trade at or above the Issue Price after they have been admitted to the Official List. Furthermore, the Company is unable to anticipate the intentions of the holders of the restricted securities once those securities are released from escrow and any subsequent impact to the trading price of the Company's Shares.

If illiquidity in the Share's occurs, there is a real risk that Shareholders will be unable to realise their investment in the Company. Further details of the Shares on issue are set out in Section 8.5 of this Replacement Prospectus.

AVAILABILITY OF INVESTMENTS

The performance of IQX is related to its ability to source suitable investments. A lack of suitable investments will have an impact upon the performance of IQX.



[1.4 KEY RISKS]

LIQUIDITY RISK OF INVESTMENTS

If IQX wishes to exit an investment before an investee company lists, there is a risk the investment will not be able to be exited at the price sought by IQX.

FOLLOW ON CAPITAL

In a number of cases the success or otherwise of an investment by IQX will be dependent on the provision of a follow on investment. If IQX does not have sufficient capital to undertake a subsequent investment then the value of the primary investment may be detrimentally affected.

LIMITED HISTORY

IQX was only recently incorporated (6 February 2012) and has a limited operating history and historical performance. The Company is yet to make any significant investments and will not pursue any significant investments until it has been admitted to the Official List. No assurance can be given that the Company will achieve commercially viable operations through successful investments.

[1.5 BUSINESS PLAN AND USE OF FUNDS]

IQX proposes to develop a portfolio of investments in listed and unlisted Life Science entities that are at various stages of development. The Company intends to mainly invest in entities that are at the early stage of development. Such investments will include companies involved in the following sectors:

- ✦ drug discovery and development;
- ✦ personalised medicine;
- ✦ medical technologies;
- ✦ industrial and agricultural biotechnology; and
- ✦ pharmaceutical services.

Initially, IQX proposes to invest in the Australian market but may, should a suitable opportunity arise, invest in the international Life Science sectors.

IQX has established an Investment Committee and an Investment Guideline Policy to assist it with implementing its business plan and selecting and managing investments. The Investment Committee is responsible for:

- ✦ reviewing investment proposals submitted by management;
- ✦ verifying that a proposed investment is in accordance with the Investment Guideline Policy; and
- ✦ making investment recommendations to the Board.

Further details about the Company's business plan are set out in Section 3 of this Replacement Prospectus.

The purpose of the Offer is to provide the Company with sufficient funds to:

- ✦ facilitate the development of a portfolio of investments in listed and unlisted Life Science companies; and
- ✦ be capitalised for general working capital and expenses of the Offer.

A breakdown of the use of the funds raised is set out in Section 2.2 of this Replacement Prospectus.



[1.6 MANAGEMENT STRUCTURE]

The Company's Board and Investment Committee comprise of individuals with experience in the Life Science, investment, accounting and legal industries.

The Company's Board and Senior Executives consists of the following individuals:

NAME	POSITION
Kosmas Dimitriou	Non-Executive Chairman
Peter Simpson	Non-Executive Director
Anthony Panoyan	Executive Director
Alex Dimos	Non-Executive Director
John Stratilas	Non-Executive Director
Spiro Sakiris	Chief Operating Officer, Chief Financial Officer and Company Secretary

Profiles of the Board and Senior Executives are set out in Section 4 of this Replacement Prospectus.

The Company's initial Investment Committee shall comprise of the following members:

- ✦ Mr Peter Simpson;
- ✦ Mr Daniel Morato;
- ✦ Mr Ben McCaw;
- ✦ Mr Matthew Jones; and
- ✦ Mr Spiro Sakiris

Further information about the Investment Committee, its members and the investment process is set out in Sections 3.3 and 3.4 of this Replacement Prospectus.



[1.7 INTERESTS OF DIRECTORS AND OTHER RELATED PARTIES]

As at the date of this Replacement Prospectus, the Directors have a relevant interest in the following securities in the Company:

* The Convertible Note will convert into 25,000 Shares and 75,000 Loyalty Options upon completion of the Offer. Please refer to Section 8.8 of this Replacement Prospectus for further details.

NAME	SHARES	OPTIONS	CONVERTIBLE NOTES
Kosmas Dimitriou	Nil	Nil	Nil
Peter Simpson	Nil	Nil	Nil
Anthony Panoyan	Nil	Nil	Nil
Alex Dimos*	13,990	Nil	1
John Stratilas	1,600,000	Nil	Nil

[1.8 COSTS OF THE OFFER]

The Company anticipates that it will incur the following costs of the Offer:

ITEM OF EXPENDITURE	MINIMUM SUBSCRIPTION \$	MAXIMUM SUBSCRIPTION \$
Legal Expenses	75,000	75,000
Underwriter	51,500	51,500
Authorised Intermediary	16,000	54,500
NSX Listing Fees	39,000	41,000
ASIC Fees	2,500	2,500
Investigating Accountants Report	16,000	16,000
Marketing, printing and associated costs	45,000	45,000
Accountant Fees	22,000	22,000
Share Registry Costs	4,300	5,200
TOTAL	271,300	312,700

Note: The amounts above include GST as this is an input tax activity.

[1.9 FINANCIAL INFORMATION]

Historical financial information regarding the Company is considered in the Investigating Accountant's Report contained within Section 5 of this Replacement Prospectus.

The Directors have considered the matters outlined in ASIC Regulatory Guide 170. Given that the Company's focus is on investments in the Life Science sector which is highly speculative, the Company considers that it is unable to provide potential investors with any reliable revenue, profit or cash flow forecasts or projections.





[2.1 THE OFFER]

The Company is offering an opportunity for the public to subscribe for up to 32,500,000 Shares at an issue price of \$0.20 each to raise up to \$6,500,000.

No Shares offered pursuant to this Replacement Prospectus will be issued until 15,000,000 Shares are subscribed for (to raise \$3,000,000) and the NSX has confirmed that it will admit the Shares offered pursuant to this Replacement Prospectus to quotation on the Official List.

[2.2 PURPOSE OF THE OFFER]

The purpose of the Offer is to provide the Company with sufficient funds to:

- ✦ facilitate the development of a portfolio of investments in listed and unlisted Life Science companies; and
- ✦ be capitalised for general working capital and expenses of the Offer.

The funds raised by the Offer under the Minimum Subscription and Maximum Subscription will be used as follows:

ITEM	MIN \$3.0		MAX \$6.5	
	YEAR 1	YEAR 2	YEAR 1	YEAR 2
Cash balance brought forward		984,200		4,442,800
Cash balance as of 31 March	492,500		492,500	
Capital Raised (net of Convertible Notes)	1,440,000		4,940,000	
Net available cash (pre expenditure)	1,932,500	984,200	5,432,500	4,442,800
Admin Costs	677,000	714,180	677,000	714,180
Issue Costs	271,300		312,700	
Total Expenditure	948,300	714,180	989,700	714,180
Net cash surplus (deficit)	984,200	270,020	4,442,800	3,728,620

If the Company is successful in only raising the Minimum Subscription of \$3,000,000 and the Company does not derive income from trading within 12 months of the date of listing on the NSX, the Company may have to raise further capital.





[2.3 APPLICATIONS FOR SHARES]

Applications for Shares can only be made by completing the Application Form attached to this Replacement Prospectus and must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200). Application Forms must be accompanied by a cheque for the full amount of the Application. Cheques are to be drawn in Australian dollars and made payable to "IQX Limited - Share Offer" and crossed "Not Negotiable". Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn.

Completed Application Forms together with Application Monies must be sent by post to:

IQX LIMITED SHARE OFFER

PO BOX H69
Australia Square
NSW 1215

Completed Application Forms may be lodged at any time after the Opening Date and must be received by the Closing Date. The Company reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

Full instructions on how to apply for Shares and how to complete the Application Form are set out on the reverse side of the Application Form. If you have any doubt about how to apply for Shares or complete the Application Form, please consult your stockbroker, accountant or other professional adviser.

[2.4 RIGHTS AND LIABILITIES ATTACHING TO SHARES]

The Shares to be issued pursuant to this Offer are of the same class and will rank equally in all respects with existing Shares in the Company. The rights and liabilities attaching to the Shares are set out in Section 8.6 of this Replacement Prospectus.

[2.5 ALLOTMENT]

In accordance with the provisions of the Corporations Act, all Application Monies shall, pending allotment and issue of the Shares, be held by the Company in trust in a bank account established solely for the purpose of depositing the Application Monies received. Any interest earned on such Application Monies shall be to the Company's account. Transaction confirmation statements will be dispatched on or about 15th November 2013.



[2.6 SCALE BACK]

The Company will proceed to allocate Shares as soon as possible after the Closing Date and receiving NSX's confirmation that the Shares will be admitted to the Official List. The Company reserves the right, in consultation with the Underwriter, to allocate to any Applicant a lesser number of Shares than are applied for, or to decline any Application. Where no allocation is made to you or the number of Shares allocated to you is less than the number you applied for, surplus Application Monies will be returned to you within 30 days of the Closing Date. No interest will be paid on refunded Application Monies.

If your Application is successful, you will be notified in writing of the number of Shares allocated to you as soon as possible following the allocation being made after the Closing Date. It is your responsibility to confirm the number of Shares allocated to you prior to trading in the Shares. If you sell your Shares before you receive notice of the number of Shares allocated to you, you do so at your own risk. No Shares will be allotted or issued on the basis of this Replacement Prospectus later than 13 months after the date of this Replacement Prospectus.

[2.7 UNDERWRITER]

The Company has entered into an Underwriting Agreement with K S Capital Pty Ltd (K S Capital) by which K S Capital has been appointed as the Underwriter to the Offer under this Replacement Prospectus. KS Capital has agreed to underwrite the offer to the amount of \$1,560,000.

Further information in respect to the Underwriting Agreement is set out in Section 7.1 of this Replacement Prospectus.

[2.8 OVERSEAS SHAREHOLDERS]

This Replacement Prospectus does not constitute an offer in any jurisdiction outside of Australia or to any person to whom it would not be lawful to issue this Replacement Prospectus.

If you are a Nominee applying for Shares on behalf of overseas residents you are responsible for ensuring that the Application does not breach any regulation applicable to any overseas resident.

Lodgement of Application Forms accompanied by the relevant Application Monies will be taken by the Company to constitute a representation from you that no breaches of any such regulations have occurred. Applicants, who are nominees, or persons proposing to act as nominees, should seek independent advice as to how they should proceed.





[2.9 NSX ADMISSION]

Within seven days after the date of issue of this Replacement Prospectus, the Company intends to apply for admission and quotation of its Shares on the Official List of the NSX. If granted, quotation of the Shares will commence as soon as practicable after allotment of Shares to Applicants.

The fact that the NSX may admit the Company to its Official List is not to be taken in any way as an indication by the NSX of the merits of the Company or the Shares offered by this Replacement Prospectus. If the NSX does not grant permission to admit the Shares to the Official List within 3 months after the date of this Replacement Prospectus, or any longer period permitted by the Corporations Act, all Applications will be dealt with in accordance with the requirements of the Corporations Act.

[2.10 CHESS]

The Company will participate in the Clearing House Electronic Sub-register System (CHESS), in accordance with the NSX Listing Rules and operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of Shares.

Consequently, the Company will not issue certificates. The Share Registry will provide Issuer Sponsored holders with a Statement of Holding, which will set out the number of Shares allotted to them under the Replacement Prospectus. The Share Registry will provide Broker Sponsored Shareholders with transaction confirmation statements (similar to a holding statement), which will set out the number of Shares allotted to them under the Replacement Prospectus. At the end of the month, CHESS (acting on behalf of the Company) will provide Broker Sponsored Shareholders with a holding statement that will confirm the number of Share then held.

A holding statement or transaction confirmation statement (whether issued by CHESS or the Company) will also provide details of a Shareholder's HIN in the case of a holding on the CHESS sub-register or security holder reference number in the case of a holding in the issuer-sponsored sub-register. Following distribution of these initial statements to all Shareholders, a holding statement will be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of Shares changes.

[2.11 DIVIDEND POLICY]

The Directors can give no assurance as to the amount, timing, franking or payment of any future dividends by the Company. The capacity to pay dividends will depend on a number of factors including future earnings, capital expenditure requirements and the financial position of the Company. Until the Company develops a profit from its business activities it is unlikely that the Directors will disclose a dividend.



[2.12 RESTRICTED SECURITIES]

The NSX may, as a condition of granting the Company's application for admission to the Official List, classify certain securities as Restricted Securities. If so, prior to the Company's Shares being admitted to the Official List, the holders of the Restricted Securities will be required to enter into agreements with the Company not to do, or omit to do, any act which would have the effect of transferring effective ownership and control of any Restricted Security, for a period determined by the NSX, without first obtaining the prior written consent of the NSX. The Share Registry will be requested to provide a holding lock on the Securities classified as Restricted Securities, and to not remove the holding lock without the NSX's written consent.

[2.13 TAXATION AND STAMP DUTY IMPLICATIONS]

The Directors do not consider that it is appropriate to give you advice regarding the taxation consequences of being issued Shares under this Replacement Prospectus, as it is not possible to provide a summary of the possible taxation positions of all Applicants. The Company, and its advisors and officers, do not accept any responsibility or liability for any taxation consequences to Applicants in respect of the issue of Shares pursuant to this Replacement Prospectus. The taxation consequences of an investment in the Company will depend on your particular circumstances. You should make your own enquiries about the taxation consequences of an investment in the Company and if you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.





[2.14 ENQUIRIES]

If you have any enquiries as to the terms of the Issue please contact the Company's Share Registry or Authorised Intermediary on:

SHARE REGISTRY:

BOARDROOM PTY LTD

Within Australia:

Telephone: 1300 737 760

Facsimile: +61 2 9279 0664

AUTHORISED INTERMEDIARY:

CAPITAL AND FINANCE PTY LTD

Within Australia:

Telephone: +61 2 9029 6511

Facsimile: +61 2 9475 1116





[3.1 INTRODUCTION]

IQX was incorporated on 6 February 2012 as an investment company to invest in listed and unlisted entities in the Life Science sector.

The purpose of the Offer is to seek investment to allow IQX to identify and assess investment opportunities within the Life Science sector, and if suitable, invest in these opportunities.

Initially, IQX proposes to invest in Australia but may, should a suitable opportunity arise, invest in international Life Science sectors.

[3.2 LIFE SCIENCE SECTORS]

The Life Science sector can be perceived as being a challenging investment sector and investors may have a limited understanding of the products that entities within this sector develop or of their business models.

Life Science sectors in which IQX proposes to invest include the following:

- ✦ drug discovery and development;
- ✦ personalised medicine;
- ✦ medical technologies;
- ✦ industrial and agricultural biotechnology; and
- ✦ pharmaceutical services.

[3.3 INVESTMENT PROCESS]

IQX has developed a multi-staged investment process that identifies and evaluates investment opportunities and associated risks. The investment process is illustrated in the following diagram:





INVESTMENT UNIVERSE

The investment universe comprises listed and unlisted Australian companies in the Life Science sector, that are mainly in the early stage of development. International companies will be considered on a case by case basis.

DEAL ORIGATION & SOURCING

Investment opportunities will be identified from a variety of sources, including but not limited to:

- ✦ interaction with peak industry bodies and associations that the Company is a member of and the Company or its Directors and advisors are connected to, including, AusBiotech, BioMelbourne Network, Life Sciences Queensland, Biotechnology Industry Organisation and EuropaBio;
- ✦ investment events, referrals and recommendations by third parties;
- ✦ universities and institutions; and
- ✦ the Company's in house analysts.

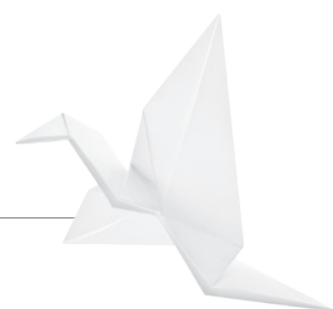
INITIAL SCREENING & ASSESSMENT

An investment screening process has been established to efficiently identify appropriate investment opportunities and disregard non-suitable cases. If an investment opportunity satisfies the following criteria:

- ✦ intellectual property is registered globally;
- ✦ its management team has appropriate experience and capabilities;
- ✦ the opportunity is within a satisfactory therapeutic/diagnostic area; and
- ✦ the compound is in the appropriate confirmatory life cycle development phase,

a high level assessment will be carried out to further explore the investment and further identify whether IQX can add significant value as a result of investment.

Internal review will conclude whether the investment opportunity merits a thorough due diligence being undertaken.



[3.3 INVESTMENT PROCESS]

DUE DILIGENCE

An in-depth due diligence investigation will be carried out on the investment opportunity to develop a comprehensive understanding of the investment and determine whether it offers a suitable investment opportunity. The due diligence investigations will include an examination of the following areas:

- ✦ the therapeutic area and its future market and competition;
- ✦ confirmatory clinical development plan and life cycle clinical development plan;
- ✦ the entity's key personnel and management team;
- ✦ the entity's intellectual property position and its scientific merit;
- ✦ the entity's business model and commercialisation path;
- ✦ the entity's risk and management procedures;
- ✦ a review of the entity's valuation and financial metrics; and
- ✦ the proposed investment strategy – from investment to exit, which includes identifying appropriate milestones to be met for the exit.

A final internal appraisal will conclude whether the investment opportunity merits submission to the Investment Committee as an investment proposal.

SUBMISSION TO INVESTMENT COMMITTEE

The Investment Committee will initially comprise of five members. Further information about the experience and qualifications of the Investment Committee members is set out in Section 3.4 of this Replacement Prospectus. The Investment Committee is responsible for:

- ✦ reviewing investment proposals submitted by management;
- ✦ verifying and confirming that the proposed investment is in accordance with the Investment Guideline Policy; and
- ✦ making investment recommendations.

RECOMMENDATION OF INVESTMENT COMMITTEE

Once the Investment Committee has reviewed the investment proposal and formed the opinion that the proposed investment satisfies the investment criteria it will recommend to the Board that the Company proceed with the proposed investment.

APPROVAL BY BOARD

The Board will make the final decision on all significant investments as to whether the Company will proceed with the investment.



INVESTMENT

Investments will often be in the form of direct equity but may include a combination of equity and debt. The terms and conditions of each investment will vary and in appropriate circumstances the Company may require positions on the Board of the investee company.

POST INVESTMENT MONITORING & ADVISORY

IQX will adopt a proactive approach to any investment that it holds and may provide ongoing strategic, operational and financial advisory support.

EXIT INVESTMENT

The Company proposes to generate income by exiting an investment in an investee company via the sale of its interest on a listed market or a trade sale once specified investment milestones have been satisfied.

The investment process is an ongoing process and investment ideas/proposals that are rejected at any particular stage may be reviewed and reconsidered at a later stage.



[3.4 INVESTMENT COMMITTEE MEMBERS' PROFILES]

INVESTMENT COMMITTEE

The initial investment committee shall comprise of the following members:

- ✦ Mr Peter Simpson;
- ✦ Mr Daniel Morato;
- ✦ Mr Ben McCaw;
- ✦ Mr Matthew Jones; and
- ✦ Mr Spiro Sakiris.

Information regarding Mr Simpson and Mr Sakiris is set out in Section 4.2 of this Replacement Prospectus.

MR DANIEL MORATO

Bachelor of Pharmacy (University of Sydney)

Daniel currently practices as a locum pharmacist but his career spans over 20 years in the pharmacy industry. During this time Daniel has established and managed a number of pharmacy businesses including Lane Cove Village Pharmacy (Lane Cove, NSW), Castle Towers Amcal Pharmacy (Castle Towers, NSW) and Daniels Pharmacy (Castle Hill, NSW). Daniel has also been involved in the sale of pharmacies and advised pharmaceutical companies which include Douglas Pharmaceuticals, Sanofi Aventis and Johnson and Johnson Pacific on generic defence strategies and local business planning. He was also a member of a healthcare committee assembled to advise the Anglican Retirement Village on the preparation of policy regarding the quality, use and supply of medications in the aged.

Daniel brings to IQX an in-depth understanding of the pharmaceutical market and the biopharmaceutical market dynamics prevailing in Australia, right up to the end consumer.

When evaluating investment opportunities, Daniel will use his experience to assist the Investment Committee on the market potential, competitive landscape and clinical advantage of the investment's relevant therapeutic area.





MR BEN MCCAWE

PHD in Genetics and Bioinformatics (University of Melbourne)

Master of Applied Finance (University of Adelaide)

Ben brings to IQX both scientific and investment experience. His career began in academia, attaining a PHD in the field of genetics and bioinformatics and becoming an academic at the Institute of Molecular and Cell Biology (Singapore).

He subsequently progressed his career into finance, leveraging off his scientific knowledge. Ben held the role of senior equity analyst at Emerging Growth Capital, where he was primarily responsible for research and analysis on life sciences companies, financial modelling of commercial and development stage companies and quantitative analysis on sector trends. He also consulted to Asia Pacific BioVentures (Singapore), undertaking work which included research and analysis on private technology companies and asset valuations and assisting companies secure early stage financing.

Ben joined the MLC Investment Management Division in 2008 as an investment analyst and is currently employed as a portfolio manager in the Capital Markets research team for MLC's diversified funds. He oversees the diversified portfolio alongside the Head of Investments.

Ben will utilise his experience to advise on the future commercial potential of investment opportunities and articulate the science into value creation and commercial milestones that are easily understood by the investment community.

MR MATTHEW JONES

Bachelor of Science (Honours in Mathematics) (University of Exeter, England)

Diploma in Financial Services (Australian Financial Markets Association)

Diploma in Technical Analysis (Australian Technical Analyst Association)

Graduate Diploma in Applied Finance and Investment (Securities Institute of Australia)

Matthew has spent his career working and investing in global markets. He is currently Director of Research at Capital 19 Global Investments, a Sydney based company that focuses on giving Australian investors access to foreign equity markets. He constructs portfolios of global equities using quantitative fundamental research and in-depth financial analysis of secular global trends

Prior to joining Capital 19, Matthew was a Senior Client Advisor at Kinetic Securities Pty Ltd where he provided general investment advice, specialising in the US equities markets. Matthew also had an extensive career in the Foreign Exchange industry for leading financial institutions which included Travelex Foreign Exchange, Custom House and American Express, where he provided hedging advice and strategies for maximising foreign cash flow to mid-tier Australian corporate entities.

Matthew's experience and expertise will help the Investment Committee look at non-traditional markets and how to manage investment risk.

The members of the Investment Committee have been invited to join the Investment Committee because of their investment and/or scientific experience, commercial acumen and complementary skill sets. Each member will be appointed for a period of 2 years.



[3.5 INVESTMENT GUIDELINE POLICY]

The Company has developed an Investment Guideline Policy that sets out the fundamental terms for assessing the Company's proposed and continuing investments. The guiding investment principles set out within the Policy are as follows:

- ✦ diversification across various stages of development and fields of interest;
- ✦ negotiation of favorable investment terms;
- ✦ seeking board seats in the investee company where the investment exceeds \$500,000 or 4.9% of the investee company;
- ✦ participating in syndicated investments to spread or minimise risk;
- ✦ actively assisting the investee company through board positions and via the Company's contacts (both domestically and potentially globally), identifying opportunities and assisting, if necessary, in the investee company's due diligence investigations;
- ✦ ensuring proposed investments are made having regard to the risks associated with the investment;
- ✦ determining the investment horizon by reference to specific targeted milestones which will be developed upon evaluation of the specific investment; and
- ✦ the Policy shall be subject to review by the Board every 12 months.

These principles seek to ensure that the Company retains a sufficient level of control throughout the investment process.





[3.6 AUSTRALIAN LIFE SCIENCE SECTOR]

Australia is one of the leading life science hubs of the world. It is home to numerous esteemed medical research organisations and is recognised for its world class science and medical research.

The Australian life science sector is home to over 900 companies, which includes 92 listed companies. The sector is dominated by human therapeutic companies, but encompasses a growing agricultural, industrial, environmental and medical device sub-sectors.

Pharmaceuticals are now the country's leading hi-tech export sector, recording \$4.0 billion in 2011-2012. The sector employs approximately 41,000 people and invests more than \$1 billion in research and development per year.

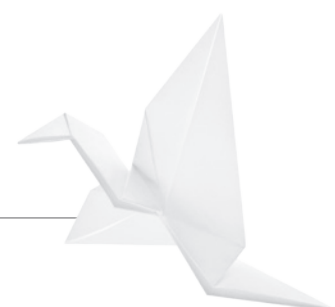
Life science is the leading asset class for investment by Australian venture capital firms, with approximately 40% of funds invested into the sector in 2012. However, the companies in the sector are under capitalised across the board. A survey conducted by AusBiotech and Grant Thornton in early 2013, revealed that 62% of the reporting companies have less than two years of cash on hand, up from 53% in previous year. The survey further reported that 46% of these companies plan on raising capital in 2013.*

* The survey was conducted via mail and email during January and February 2013. It was open to all ASX listed life sciences companies and AusBiotech member companies, including unlisted companies.

[3.7 IQX RELATIONSHIP BENEFITS]

IQX acknowledges that the form and or structure of an investment and support of an investee company may be multi-faceted. In each case an investment may also be accompanied by all or any of the following additional concepts or strategies which may increase the investment value of control or influence held by IQX at any time:

- ✦ acquiring options to buy shares whereby the initial exposure to the investee company can be limited by granting IQX an option to acquire shares on agreed terms rather than an initial capital investment. This may be particularly beneficial during the due diligence phase of the assessment of an investment;
- ✦ providing short term finance to the investee company. This may be particularly beneficial both during the due diligence phase and also as a way in which to secure the underlying assets of the proposed investee company for the benefit of IQX as a secured lender; and
- ✦ charging management fees. This is a useful mechanism to recoup the cost of assessment or advice provided to the proposed investee company.



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[4.1 DIRECTORS' EXPERIENCE]

The Company's Board has extensive experience in the Life Science, finance and investment fields. The Board believes that it is well placed to make investment decisions when evaluating recommendations of the Investment Committee and achieve the Company's strategic and financial objectives.

[4.2 DIRECTORS AND SENIOR EXECUTIVES' PROFILES]

KOSMAS DIMITRIOU
NON EXECUTIVE CHAIRMAN

Bachelor Commerce Laws (University of Western Sydney)
Diploma of Legal Practice (Tax) (University of Sydney)

Kosmas is a Senior Tax Manager to the MLC NAB Wealth asset management Group. Over the last 6 years Kosmas has advised NAB wealth on both domestic and international acquisitions and investment product tax structuring issues. During the 6 years prior to joining NAB, Kosmas was a tax lawyer at PriceWaterhouse Coopers (PwC) in the PwC Sydney legal and tax division. Kosmas also has experience as a client tax manager specialising in the financial services industry and advised clients such as Colonial, Bank of America, DB RREEF and Lumley.

Kosmas is a member of the Financial Services Council tax expert working group which lobbies the government for tax law reform.

Whilst Kosmas does not have specific experience in the Life Science industry he has experience in the legal and financial industries. His experience in applying his legal and financial skills to advise on domestic and international acquisitions and investments will assist the Company in analysing potential investments.





PETER SIMPSON
NON EXECUTIVE DIRECTOR

Master of Pharmacy (Monash University)
Bachelor of Pharmacy (Monash University)

Peter has over 35 years experience in the pharmaceutical industry and has been involved in the development of pharmaceutical products for both Australian and international markets.

For 8 years he was the Research and Development Manager at David Bull Laboratories and oversaw the development and approval of numerous pharmaceutical products.

Peter held the position of Chief Executive Officer at Biota Holdings Ltd for 8 years. During this time he was responsible for the research and development of a first in-class antiviral drug for the treatment and prevention of influenza. The drug developed was Relenza which was subsequently licensed to Glaxo Limited and had global sales of over US\$1.9 billion from 2007 through to 2011.

Currently, Peter maintains his association within the biotechnology and pharmaceutical industries and has an interest in late stage clinical studies and the commercialisation of Australian biomedical innovations and discoveries. Peter also has a keen interest in the fields of clinical immunology and cancer therapies.

Peter's experience will help the Investment Committee evaluate the most efficient drug development pathway and commercial potential of investments opportunities.

Peter is a Non Executive Director of IQnovate Ltd, an NSX listed entity.



[4.2 DIRECTORS AND SENIOR EXECUTIVES' PROFILES]

ANTHONY PANOYAN EXECUTIVE DIRECTOR

Bachelor of Economics (University of Sydney)
Advanced Diploma in Business (North Sydney TAFE)
RG 146 Compliance (Securities) (Kaplan Professional)

Anthony is an Executive Director of IQX and Head of Corporate Analysis

Anthony has over 2 years experience in the finance industry. Over this time, he has held various roles and worked with numerous businesses ranging from startups right through to ASX listed companies.

Anthony was an equity analyst at Fat Prophets (3 month employment) where he was responsible for carrying out investment research and analysis on listed companies across numerous industries. He held a corporate advisory role at Martin Place Securities (6 month employment) where he managed capital raising transactions and carried out research and analysis for his clients. Anthony has also held other related roles, which included a business financing consultant, advising SME's on their business financing strategies, and a business development manager for a media firm in the private equity space where he assisted listed and unlisted companies in their investor relations strategy.

His experience in research and analysis will complement the Company's investment process and strategy formulation with respect to the Board. He has had no direct experience in the Life Sciences sector.





ALEX DIMOS
NON EXECUTIVE DIRECTOR

Bachelor of Economics (Macquarie University)
Graduate Diploma in Financial Planning (Deakin University)

Alex is a financial advisor with over 18 years' experience across several disciplines in the financial services industry.

Alex commenced his career in 1995 with an ASX listed insurance company where he held various management roles that offered him exposure to underwriting, claims and business development. Alex left the insurance industry in the year 2000 to pursue his interest in equity and capital investment markets.

From 2001 to 2005, Alex assumed a role as a private client financial advisor for Econ Financial Services, specialising in high net wealth individuals and practising largely in the area of self-managed superannuation.

Currently, Alex is a Director of Econ Financial Services. He is charged with the responsibility of developing and maintaining an extensive financial planning advisory business.

Alex has extensive knowledge across a large range of financial instruments and aspects of compliance and corporate governance of which he will apply this experience as part of the Company's investment process. Alex does not have direct experience in the Life Sciences sector.



[4.2 DIRECTORS AND SENIOR EXECUTIVES' PROFILES]

JOHN STRATILAS NON EXECUTIVE DIRECTOR

John brings to the Board over 20 years of experience in operating a number of businesses. During this time he has established, operated and sold businesses in the food industry and commercial property development and management market.

John will utilise his skill set in business operations and negotiation in the buying and selling of businesses to contribute to the Company and when negotiating with the management of the potential investee. Further, his experience in managing staff and dealing with numerous people as proprietor over his 20 year career, will be utilised in the Company to maintain proper communication and accountability amongst team members. John's experience is in business operations and not in the field of Life Sciences.





SPIRO SAKIRIS
CHIEF OPERATING OFFICER, CHIEF FINANCIAL OFFICER
AND COMPANY SECRETARY

Bachelor of Business (University of Technology, Sydney)
Diploma of Law (Legal Practitioners Admissions Board of NSW)
Member Institute of Chartered Accountants Australia

Spiro is a senior partner of Economos Chartered Accountants and has been instrumental in the development of the firm since 1990. He is a registered company auditor and tax agent. During his twenty nine years' experience in the Chartered Accountancy profession he has been involved in the areas of business and corporate advisory, taxation, audit and business systems designs across many industries including health, manufacturing, wholesale and distributions, retailing and construction.

Spiro is the compliance officer of Econ Financial Services Pty Ltd [AFSL 293876] and is ASIC RG 146 Compliant.

Spiro's background in audit and assurance will assist the Investment Committee in analysing/managing risk and evaluating systems of internal control in the Company's proposed investments. Spiro does not have direct experience in the Life Sciences sector.

Spiro is the Company Secretary of IQnovate Ltd, an NSX listed entity.



[4.3 CORPORATE GOVERNANCE]

The Board has adopted the following corporate governance charters and policies:

- ✦ Master Corporate Governance Charter
- ✦ General Corporate Governance Charter
- ✦ Audit & Risk Management Charter
- ✦ Code of Conduct
- ✦ Continuous Disclosure Policy
- ✦ Donations Policy
- ✦ Environment Policy
- ✦ Ethical Standard & Code of Business Conduct Policy
- ✦ Finance & Accounting Charter
- ✦ Investment Guideline Policy
- ✦ Investor Relations Policy
- ✦ Nomination & Remuneration Charter
- ✦ Occupational Health and Safety Policy
- ✦ Privacy Policy
- ✦ Securities Trading Policy

The Directors are responsible for protecting the rights and interests of the shareholders through the implementation of sound strategies, action plans and the development of an integrated framework of controls over the Company's resources, functions and assets.

This information below outlines the main corporate governance policies which the Directors have adopted.

COMPOSITION OF THE BOARD

The Board comprises five Directors. The names, qualifications and relevant experience of each Director are set out in Sections 4.1 and 4.2 of this Replacement Prospectus. As the Company's activities increase in size, nature and scope, the size of the Board will be reviewed periodically and the Board may seek to appoint persons who, in the opinion of the Board, will provide any requisite specialist expertise.

APPOINTMENT AND RETIREMENT OF DIRECTORS

The Company's Constitution provides that Directors are subject to retirement by rotation, by order of length of appointment. Retiring Directors are eligible for re-election by Shareholders at the annual general meeting of the Company.

DUTIES OF DIRECTORS

Directors are expected to accept all duties and responsibilities associated with the running of a public company, including the obligations to act in the best interests of the Company and to carry out their duties and responsibilities with due care and diligence.

Directors wishing to accept appointment to other Boards must first seek approval from the Board, approval of which will not be unreasonably withheld.

INDEPENDENT PROFESSIONAL ADVICE

The Board has determined that individual Directors may, in appropriate circumstances engage outside advisors at the Company's expense. The engagement of an outside advisor is subject to the prior approval of the Board, which will not be unreasonably withheld.



COMPENSATION ARRANGEMENTS AND REMUNERATION COMMITTEE

The maximum aggregate amount payable to non-executive Directors as Directors' fees has been set at \$300,000 (inclusive of superannuation) per financial year. The Constitution provides that Director's fees can only be varied by a resolution passed by shareholders at a general meeting.

The Company has established a Remuneration Committee comprising of two non-executive Directors who are responsible for maintaining and reviewing the Company's remuneration policies and practices and providing remuneration reports to the Board.

The Board is responsible for reviewing and negotiating the compensation arrangements of senior executives and consultants.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Board presently has an Audit and Risk Management Committee comprising of two non-executive Directors and the Company Secretary. The Company has adopted an Audit and Risk Management Charter setting out the composition, purpose, powers and scope of the Audit and Risk Management Committee as well as reporting requirements to the Board as a whole.

INTERNAL MANAGEMENT CONTROLS

The Board manages the Company's operations and is responsible for monitoring the performance of outside consultants engaged from time to time to complete specific projects and tasks.

IDENTIFYING SIGNIFICANT BUSINESS RISKS

The Board regularly monitors the operational and financial performance of the Company's activities. In conjunction with the Audit and Risk Management Committee, it monitors and receives advice on areas of operation and financial risk and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at improving the value of the Company's securities. However, the Directors recognise that the operation of a listed investment company focusing on the Life Science sector is inherently risky.



[4.3 CORPORATE GOVERNANCE]

To the extent that they are relevant to the organisation, the Company has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations: 2nd Edition (Revised Principles). The Company's corporate governance principles and policies are therefore structured as follows:



LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Company has one Executive Director, Anthony Panoyan. Anthony has entered into an employment agreement with the Company which governs his role and responsibilities. Further details about Anthony's employment agreement are set out within Section 7.2 of this Replacement Prospectus.



STRUCTURE BOARD TO ADD VALUE

The Company has four non-executive Directors. Together, the Directors have a broad range of experience, expertise, skills and qualifications relevant to the Company and its business.



PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

The Company has adopted both:

- ✦ a Corporate Governance Charter which regulates the duties of Directors and Management and their dealings with the Company; and
- ✦ a Corporate Code of Conduct which regulates the Company's interactions with its stakeholders.



SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

The Company has established an Audit and Risk Management Committee to assist and report to the Board. The Committee comprises of two non-executive Directors and the Company Secretary.



MAKE TIMELY AND BALANCED DISCLOSURE

The Company has defined, under its Continuous Disclosure Policy, an internal protocol for the reporting of material information to Shareholders and the NSX.





RESPECT THE RIGHTS OF SHAREHOLDERS

The Company is committed to all shareholders and stakeholders having timely access to material information regarding the operations and results of the Company. The Company will make regular NSX announcements and make these available on its website.



RECOGNISE AND MANAGE RISK

The Audit & Risk Management Committee has a responsibility for overseeing the Company's risk management and internal control framework. It is required to implement processes to undertake and assess risk management and internal control compliance.



ENCOURAGE ENHANCED PERFORMANCE

The Company Secretary, Mr Spiro Sakiris, plays an integral role in monitoring the Board's activities.



REMUNERATE FAIRLY AND RESPONSIBLY

A Remuneration Committee has been established which is charged with making recommendations as to all aspects of executive and non-executive director and management and committee remuneration packages. The Committee comprises two non-executive Directors.



RECOGNISE THE LEGITIMATE INTERESTS OF STAKEHOLDERS

The Company's Ethical Standard and Code of Business Conduct Policy sets out the behaviour required of Directors, employees and contractors as appropriate and including the observance of legal and other compliance obligations that relate to the Company's activities from time to time.



[4.4 REMUNERATION OF DIRECTORS]

The remuneration entitlements of the Directors are as follows:

NAME	POSITION	REMUNERATION (INCLUSIVE OF SUPERANNUATION)	
		FINANCIAL YEAR 2011 TO 2012	FROM 1 JULY 2012 TO DATE OF THIS REPLACEMENT PROSPECTUS
Kosmas Dimitriou	Non-Executive Chairman	Nil	\$26,263
Peter Simpson	Non-Executive Director	Nil	Nil
Anthony Panoyan	Executive Director	Nil	\$40,439
Alex Dimos	Non-Executive Director	Nil	\$14,850
John Stratilas	Non-Executive Director	\$9,546	\$40,059

Subject to Shareholder approval, the total remuneration of non-executive directors may not exceed in aggregate in any financial year the amount of \$300,000 (inclusive of superannuation).

The Company aims to reward executives with a level and mix of remuneration that is based on the executive's position and responsibility. Currently the Company's executive remuneration and reward framework has the following components:

- ✦ base pay, performance bonuses and non-monetary benefits; and
- ✦ other remuneration such as superannuation and long service leave.

Subject to prior shareholder approval, Directors of the Company may be entitled to acquire or be granted securities in the Company under the Company's Employee Share Option Plan. Further details about the Plan are set out in Section 8.7 of this Replacement Prospectus.

In addition to any remuneration, the Company must pay a Director all reasonable expenses (including travel and accommodation expenses) incurred by the Director in attending meetings of the Company, the Board or a committee of the Board on the business of the Company or in carrying out the duties of a Director.

There are no Directors' retirement benefits under any contracts or plan entered into between the Company and any Director and no such agreements are presently contemplated to be entered into.



[4.5 NUMBER OF DIRECTORS AND TENURE]

The number of Directors must not be less than three and, unless otherwise determined by the Company in general meeting, no more than ten. At every annual general meeting of the Company, one-third of the Directors (excluding the Managing Director) must retire from office. Directors may be appointed or removed by resolution of the Company in general meeting. In addition, the Directors themselves may appoint additional Directors provided that any such Directors must have their appointment ratified by Shareholders at the next annual general meeting. Directors who retire at an annual general meeting may offer themselves for re-election.





4 September 2013

The Directors
IQX Limited
Level 3, 222 Clarence St
Sydney NSW 2000

Dear Sirs

INVESTIGATING ACCOUNTANTS' REPORT

1. Introduction

Nexia Court Financial Solutions Pty Limited ("Nexia") has been engaged by the Directors of IQX Limited ("IQX" or the "Company") to prepare an Investigating Accountants' Report for inclusion in a prospectus in order to raise \$3,000,000 to \$6,500,000 and be admitted to and listed on the National Stock Exchange (NSX).

The prospectus outlines the following proposed transactions:

- Issue of up to 32,500,000 fully paid ordinary shares at an issue price of \$0.20 per share to raise a maximum of \$6,500,000.
- The offer is subject to a minimum subscription of 15,000,000 at an issue price of \$0.20 each to raise a minimum of \$3,000,000.
- The conversion of \$1,560,000 convertible notes to 7,800,000 shares at \$0.20 ("Convertible Note Shares"). This will form part of the subscription amount above and underwrites the offer.
- For each of the Convertible Note Shares the company will issue three options per share to the shareholder. Each option will be exercisable at \$0.10 at any time between 24 months and 36 months from the listing date.
- The company will issue 1,117,000 options to Economos Pty Limited. Each option will be exercisable at \$0.20 at any time within 36 months of the listing date.

Funds raised under the share offer to investors will be utilised to allow the Company to identify and assess potential investment opportunities within the biotechnology and biopharmaceutical sectors, and if suitable, invest in these opportunities.

The purpose of this report is to provide information on the current financial position of IQX, being unaudited pro forma Financial Statements for the period ended 31 March 2013 as set out in the attached Annexure. The pro forma Financial Statements illustrate the financial effects of the proposed transactions outlined above and the payment of issue costs.

All currency referred to in this document is in Australian dollars.

2. Corporate History and Nature of Business

IQX was incorporated in Australia on 6 February 2012 as a specialist investment company to invest in listed and unlisted entities in the Life Science sector. Through these investments IQX aims to achieve capital gains and dividend distributions for Shareholders.

Nexia Court Financial Solutions Pty Ltd
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info@nxiacourt.com.au, www.nexia.com.au

Independent member of Nexia International



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IQX proposes to invest in the following sectors of the biotechnology and pharmaceutical industry;

- Drug discovery and development;
- Personalised medicine;
- Medical technologies;
- Industrial and agricultural biotechnology; and
- Pharmaceutical services.

3. Scope of Work

We have been requested to prepare an Investigating Accountants' Report for inclusion in the Company's prospectus to list on the NSX, dealing with the following financial information:

- Pro forma Financial Statements of IQX Limited as at 31 March 2013.

Pro forma Financial Information

The pro forma historical financial statements of the company comprise the summary Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows of IQX as at 31 March 2013 after reflecting all the transactions described in Note 4 of the Annexure as if they were completed at that date.

The Company's directors are responsible for the preparation and fair presentation of the historical financial information in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements and the accounting policies adopted by IQX.

The pro forma historical financial information is presented in an abbreviated form in so far as it does not include all the disclosures required by the Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act 2001.

We have conducted our review in accordance with Australian Auditing Standard ASRE 2405 *Review of historical financial information other than a financial report*. A review is limited primarily to enquiries and analytical procedures. We have made enquiries and performed procedures that we, in our professional judgment, considered reasonable in the circumstances including:

- A review of the pro forma transactions and/or adjustments made to the actual historical financial information;
- Review of work papers, accounting records and other documents and reports;
- Comparison of consistency in the application of the recognition and measurement principles in Australian Generally Accepted Accounting Principles (AGAAP), and the accounting policies adopted by the company and disclosed in the Annexure – Note 3; and
- Enquiry of Directors, management and other officers of the company

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit, and, accordingly, we do not express an audit opinion.

The conclusions expressed in this report have been formed on the above basis.

4. Conclusion

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- i. the pro forma Financial Statements do not present fairly, in all material respects, the financial position and performance of IQX on the basis that all the transactions described in Note 4 of the Annexure in this report had taken place;
- ii. the pro forma Financial Statements have not been properly prepared, in all material respects, in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements and the accounting policies adopted by IQX described in the Annexure.

5. Subsequent Events

Apart from the matters dealt with in the report, and having regard to the scope of our report, to the best of our knowledge and belief, no material items, transactions or events outside of the ordinary business of the Company have come to our attention which would require comment on, or adjustment to, the information referred to in our report or that would cause the information to be misleading or deceptive.

6. Independence Disclosure

Nexia does not have and never has had any pecuniary interests that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion in relation to this report. Nexia will receive a professional fee for the preparation of this report.

Consent has been given to the inclusion of this Investigating Accountants' Report in the listing application in the form and context in which it appears. However, the giving of this consent should not be taken as an endorsement of IQX or a recommendation by the author of any participation in the offer by intending investors. Neither the author nor Nexia gives any assurance or guarantee whatsoever with respect to the future success of, or financial returns associated with the listing application.

Nexia has not been requested to consider the prospects of IQX or the shares on offer and any related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly have not done so, nor purport to do so. Further, we take no responsibility for any matter or omission in the application, other than responsibility for this report.

Yours faithfully

Nexia Court Financial Solutions Pty Ltd

Holder of Australian Financial Services Licence No. 247300

A handwritten signature in black ink, appearing to read "AH", followed by a long horizontal line.

Andrew Hoffmann

Authorised representative

Encl.

IQX Limited
ACN 155 518 380

PRO FORMA STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2013

	NOTE	Initial	Public Offer - Via Prospectus Minimum Subscription	Public Offer - Via Prospectus Maximum Subscription	Period ended - 31 March 2013 Minimum Subscription	Period ended 31 March 2013 - Maximum Subscription
Other income		41,921	-	-	41,921	41,921
Employee costs		(306,539)	-	-	(306,539)	(306,539)
Depreciation and amortisation		(6,637)	-	-	(6,637)	(6,637)
Other expenses		(461,393)	4 v (152,300)	4 v (155,200)	(613,693)	(616,593)
Total Expenses		(732,648)	(152,300)	(155,200)	(884,948)	(887,848)
Loss Before Income Tax		(732,648)	(152,300)	(155,200)	(884,948)	(887,848)
Income tax expense		(44,698)	-	-	(44,698)	(44,698)
Loss for the Period	9	(777,346)	(152,300)	(155,200)	(929,646)	(932,546)

The above statement of comprehensive income should be read
in conjunction with the accompanying notes.

IQX Limited
ACN 155 518 380

PRO FORMA STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2013

	NOTE	Initial	Public Offer - Via Prospectus Minimum Subscription	Public Offer - Via Prospectus Maximum Subscription	Period ended - 31 March 2013 Minimum Subscription	Period ended 31 March 2013 - Maximum Subscription
Assets						
Current Assets						
Cash and cash equivalents	5	492,518	4 i,v 1,168,700	4 ii,v 4,627,300	1,661,218	5,119,818
Financial Assets		104,298	-	-	104,298	104,298
Other assets		1,676	-	-	1,676	1,676
Total Current Assets		598,492	1,168,700	4,627,300	1,767,192	5,225,792
Non-Current Assets						
Plant and equipment		97,703	-	-	97,703	97,703
Total Non-Current Assets		97,703	-	-	97,703	97,703
Total Assets		696,195	1,168,700	4,627,300	1,864,895	5,323,495
Liabilities						
Current Liabilities						
Trade and other payables		39,109	-	-	39,109	39,109
Convertible notes	6	1,188,870	4 i (1,188,870)	4 ii (1,188,870)	-	-
Total Liabilities		1,227,979	(1,188,870)	(1,188,870)	39,109	39,109
Net Assets		(531,784)	2,357,570	5,816,170	1,825,786	5,284,386
Equity						
Share capital		2,000	4 i 3,000,000	4 ii 6,500,000	3,002,000	6,502,000
Capital raising costs		(12,930)	4 iv,v (286,550)	4 iv,v (325,050)	(299,480)	(337,980)
Retained earnings	9	(891,984)	4 v (152,300)	4 v (155,200)	(1,044,284)	(1,047,184)
Convertible notes	6	371,130	4 i (371,130)	4 ii (371,130)	-	-
Options reserve	7	-	4 iv 167,550	4 iv 167,550	167,550	167,550
Total equity		(531,784)	2,357,570	5,816,170	1,825,786	5,284,386

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

IQX Limited
ACN 155 518 380

PRO FORMA STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2013

	NOTE	Initial	Public Offer - Via Prospectus Minimum Subscription		Public Offer - Via Prospectus Maximum Subscription		Period ended - 31 March 2013 Minimum Subscription	Period ended 31 March 2013 - Maximum Subscription
Balance at 1 July 2012		(112,638)		-		-	(112,638)	(112,638)
Shares issued	7	-	4 i	3,000,000	4 ii	6,500,000	3,000,000	6,500,000
Convertible notes classified as equity	6	371,130	4 i	(371,130)	4 ii	(371,130)	-	-
Capital raising costs		(12,930)	4 iv,v	(286,550)	4 iv,v	(325,050)	(299,480)	(337,980)
Loss attributable to members		(777,346)	4 v	(152,300)	4 v	(155,200)	(929,646)	(932,546)
Options reserve	7	-		167,550		167,550	167,550	167,550
Balance at 31 March 2013		(531,784)	-	2,357,570	-	5,816,170	1,825,786	5,284,386

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

IQX Limited
ACN 155 518 380

PRO FORMA STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2013

	NOTE	Initial	Public Offer - Via Prospectus Minimum Subscription	Public Offer - Via Prospectus Maximum Subscription	Period ended - 31 March 2013 Minimum Subscription	Period ended 31 March 2013 - Maximum Subscription
Cash Flows From Operating Activities						
Cash receipts from customers		16,000	-	-	16,000	16,000
Cash payments to suppliers and employees		(233,509)	<i>4 v</i> (271,300)	<i>4 v</i> (312,700)	(504,809)	(546,209)
Interest received		25,921	-	-	25,921	25,921
Interest paid		(461,393)	-	-	(461,393)	(461,393)
Income tax paid		(4,156)	-	-	(4,156)	(4,156)
Net Cash Used in Operating Activities		(657,137)	(271,300)	(312,700)	(928,437)	(969,837)
Cash Flows From Investing Activities						
Purchase of plant & equipment		(100,444)	-	-	(100,444)	(100,444)
Purchase of financial assets		(46,632)	-	-	(46,632)	(46,632)
Net Cash Used in Investing Activities		(147,076)	-	-	(147,076)	(147,076)
Cash Flows From Financing Activities						
Share issue costs paid		(12,930)	-	-	(12,930)	(12,930)
Proceeds from unsecured borrowings		220,000	-	-	220,000	220,000
Proceeds from issue of shares		-	<i>4i</i> 1,440,000	<i>4ii</i> 4,940,000	1,440,000	4,940,000
Net Cash Provided by Financing Activities		207,070	1,440,000	4,940,000	1,647,070	5,147,070
Net (Decrease) / Increase In Cash and Cash Equivalents		(597,143)	1,168,700	4,627,300	571,557	4,030,157
Cash and Cash Equivalents at the Beginning of the Financial Period		1,089,661	-	-	1,089,661	1,089,661
Cash and Cash Equivalents at the End of the Financial Period	5	492,518	1,168,700	4,627,300	1,661,218	5,119,818

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013

1. REPORTING ENTITY

IQX Limited (the 'Company') is a company incorporated in Australia under the Corporations Act 2001. The financial statements have been prepared in accordance with Australian Accounting Standards ('AASBs') (including Australian Interpretations) adopted by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001. The financial statements of the Company comply with International Financial Reporting Standards ('IFRSs') and interpretations adopted by the International Accounting Standards Board ('IASB').

2. BASIS OF PREPARATION

Accounting Standards (including Australian Accounting Interpretations) of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board (AASB) has concluded would result in a financial report 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 (IFRS). Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is 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 period reported in this set of financial statements covers the nine (9) month period from 1 July 2012 to 31 March 2013.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

3. SIGNIFICANT ACCOUNTING POLICIES

The following specific accounting policies which materially affect the measurement of financial performance and financial position have been applied;

(a) Cash and Cash Equivalents

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

(b) Plant & Equipment

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

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. 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.

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the company 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.

The estimated useful lives used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Furniture, Fixtures and Fittings	15% to 33%
Plant and Equipment	10% to 15%
Leasehold Improvement	10%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is the equivalent to the date that the company commits itself to either purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. Fair value represents the amount for which an asset could be exchanged or a liability settled between knowledgeable and willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

- the amount in which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method* and;
- less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The company does not designate any interest as being subject to the requirements of accounting standards specifically applicable to financial instruments.

i) Financial assets at fair value through profit or loss

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(ii) 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 subsequently measured at amortised cost.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

(v) Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Financial guarantees

Where material financial guarantees issued, that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, are recognised as a financial liability at fair value on initial recognition.

The guarantee is subsequently measured at the higher of the best estimate of the obligation and the amount initially recognised less, when appropriate, cumulative amortisation in accordance with AASB 118: Revenue. Where the company gives guarantees in exchange for a fee revenue is recognised under AASB 118.

The fair value of financial guarantee contracts has been assessed using a probability weighted discounted cash flow approach. The probability has been based on:

- the likelihood of the guaranteed party defaulting in a year period;
- the proportion of the exposure that is not expected to be recovered due to the guaranteed party defaulting; and
- the maximum loss exposed if the guaranteed party were to default.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Impairment of Assets

At each reporting date, the company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset being the higher of the asset's fair value less costs to settle and value in use, is compared to the assets carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(e) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at present value of the estimated future cash outflows to be made for those benefits. These cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

(f) Leases

Lease payments for operating leases where substantially all of the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(g) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Investment property revenue is recognised on a straight-line basis over a period of lease term so as to reflect a constant periodic rate of return on the net investment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition relating to the provision of services is determined with reference to the stage of completion of the transaction at the reporting date and where the outcome of the contract can be estimated reliably. Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

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

(h) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(i) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and based on current trends and economic data, obtained both externally and within the Company.

Key judgements - impairment of receivables

The directors believe that the full amount of receivable is recoverable and accordingly no provision for impairment was made for the period ended 31 March 2013.

(j) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 11.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled employee benefits reserve.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

4. ACTUAL AND PROPOSED TRANSACTIONS USED IN COMPILING THE PRO FORMA BALANCE SHEET AND INCOME STATEMENT

The pro forma financial statements have been prepared consistently with the accounting policies detailed above.

The purpose of the pro forma financial statements is to incorporate the effect of the following actual and proposed events subsequent to the balance date of 31 March 2013 as if they had occurred on that date:

- (i) The minimum subscription for the offer is \$3,000,000 and is to be raised via the issue of 15,000,000 ordinary shares at an issue price of \$0.20 each. Included in this amount is the conversion of 1,560,000 convertible notes to shares. As a result the pro forma adjustment recognizes cash of \$1,440,000, derecognizes convertible notes of \$1,560,000 and recognizes share capital of \$3,000,000.
- (ii) The maximum subscription for the offer is \$6,500,000 and is to be raised via the issue of 32,500,000 ordinary shares at an issue price of \$0.20 each. Included in this amount is the conversion of 1,560,000 convertible notes to shares. As a result the pro forma adjustment recognises cash of \$4,940,000, derecognises convertible notes of \$1,560,000 and recognises share capital of \$6,500,000.
- (iii) The company will issue three options for each convertible note held by existing convertible note holders when converted to shares as part of the prospectus. A total of 23,400,000 options are to be issued. Each option will be exercisable at \$0.10 at any time between 24 months and 36 months from the date the issuer is added to the official list. It is not proposed that the options will be listed. The options do not meet the definition of Share based payments and as a result do not have any pro forma adjustments in the financial statements. For the note disclosure of these options refer to Note 11.
- (iv) Economos has signed a contract to provide services to IQX. As consideration for their services that relate to the capital raising activities of the Company, IQX will grant Economos 1,117,000 options. The options are to be granted at the exercise price of \$0.20 in the capital of IQX to be exercised at any time within 36 months of the listing date at the issue price to be issued to Economos Pty Ltd or an otherwise nominated entity. These options are classified under *AASB 2: Share Based Payments* and are required to be fair valued and recognised in the financial statements. As a result the pro forma adjustment recognises a fair value of \$167,550 in the company's reserves and against share capital costs in equity.
- (v) Costs have been incurred as part of the prospectus. These costs are classified in to two classes:
 - (a) Costs directly attributable to the cost of issuing new shares - \$119,000 (Min) and \$157,500 (Max)
 - (b) Costs otherwise incremental to the share issue or listing - \$152,300 (Min), \$155,200 (Max)
 Costs in (a) above are recognised through share capital costs in equity, costs in (b) are recognised in Statement of Comprehensive Income. All are recognised as settled in cash when they are incurred.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013**

5. CASH AND CASH EQUIVALENTS

	<i>INITIAL Share Issue</i>	<i>PUBLIC OFFER via Information memorandum Minimum Subscription</i>	<i>PUBLIC OFFER via Information memorandum Maximum Subscription</i>	<i>PERIOD ENDED 31 MARCH 2013 Minimum Subscription</i>	<i>PERIOD ENDED 31 MARCH 2013 Maximum Subscription</i>
	\$	\$	\$	\$	\$
Cash at bank and in hand	492,518	1,168,700	4,627,300	1,661,218	5,119,818

6. CONVERTIBLE NOTES

Converting Notes

Convertible Note – Liability	1,188,870	(1,188,870)	(1,188,870)	-	-
Convertible Note – Equity	371,130	(371,130)	(371,130)	-	-
	1,560,000	(1,560,000)	(1,560,000)	-	-

On the 6 July 2012 the Company issued 0% interest \$1,340,000 in Convertible Notes. A Further \$220,000 were issued during the 9 months ending 31st March 2013

The Notes are convertible to ordinary shares in the Company from the date of listing on the NSX to 30 June 2014. The number of ordinary shares issued at settlement is based on the \$0.20 issue price divided by \$1,560,000. The Convertible Note holders are also entitled to receive 3 Options for each share subscribed for in the capital of the Company exercisable at \$0.10 at any time between 24 and 36 months from the date of listing of the Company on the NSX.

The Converting Notes are compound financial instruments. The present value of the liability component at initial recognition was \$1,188,870. The balance of \$371,130 was recognised in equity.

7. SHARE CAPITAL

Ordinary shares

Balance at the beginning of the period	2,000	-	-	2,000	2,000
Issue of shares	-	4 i 3,000,000	4 ii 6,500,000	3,000,000	6,500,000
Capital raising costs - fees	(12,930)	4 v (119,000)	4 v (157,500)	(131,930)	(170,430)
Capital raising costs - options		4 iv (167,550)	4 iv (167,550)	(167,550)	(167,550)
Balance at the end of the period	(10,930)	2,713,450	6,174,950	2,702,520	6,164,020

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013

8. CONTRIBUTED EQUITY (continued)

	INITIAL Share Issue		PUBLIC OFFER via Information memorandum Minimum Subscription		PUBLIC OFFER via Information memorandum Maximum Subscription		PERIOD ENDED 31 MARCH 2013 Minimum Subscription		PERIOD ENDED 31 MARCH 2013 Maximum Subscription
	\$		\$		\$		\$		\$
Share reconciliation									
Balance at the beginning of the period	80,000,000		-		-		80,000,000		80,000,000
Conversion of Notes	-	4 i	7,800,000	4 ii	7,800,000		7,800,000		7,800,000
IPO Investors	-	4 i	7,200,000	4 ii	24,700,000		7,200,000		24,700,000
Balance at the end of the period	80,000,000		15,000,000		32,500,000		95,000,000		112,500,000

9. ACCUMULATED LOSSES

Balance at the beginning of the period	(114,638)		-		-		(114,638)		(114,638)
Loss for the period	(777,346)	4v	(152,300)	4v	(155,200)		(929,646)		(932,546)
Balance at the end of the period	(891,984)		(152,300)		(155,200)		(1,044,284)		(1,047,184)

10. RELATED PARTIES

Fees paid to Key Management personnel which have been involved in the historical financial statements are set out below:

Name	\$
Kosmas Dimitiriou	26,263
Anthony Panoyan	40,439
Alex Dimos	14,850
John Stralias	40,059

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2013

11. SHARE BASED PAYMENTS

The following share based payment arrangements, all of which would be settled for shares, existed at 31 March 2013:

1,117,000 options will be granted to Economos group on the date of listing of IQX on the NSX with an exercise price of \$0.20. All options vested upon granting and can be exercised 36 months from the date of listing of IQX on the NSX. The options hold no voting or dividend rights and are non transferable. At reporting date no options have been exercised.

PERIOD ENDED 31 MARCH 2013

	Number of options	Weighted Average Exercise Price \$
Parent entity		
Outstanding at the beginning of the year	-	-
Granted	1,117,000	0.20
Exercised	-	-
Expired	-	-
Outstanding at year end	1,117,000	0.20
Exercisable at year end	-	

On conversion of the unsecured convertible notes, the note holders will receive a number of fully paid ordinary shares equivalent to the loan amount of \$1,560,000, divided by \$0.20 (7,800,000 shares in total). In addition, the shareholders will receive three (3) loyalty options for each ordinary share that is issued on conversion of the note (23,400,000 options in total). Each option will be exercisable at \$0.10 at any time between 24 months and 36 months from the date the issuer is admitted to the Official List. It has not been proposed that the loyalty options be listed. The directors are of the opinion that the options are not share-based payments recognised under AASB 2 or equity financial instruments recognised under AASB 132.

IQX Limited

ABN: 51 155 518 380

Financial Statements

For the period from 6 February 2012 to 30 June 2012

IQX Limited

ABN: 51 155 518 380

CONTENTS

PAGE

Directors' Report	1
Auditor's Independence Declaration under Section 307C of the <i>Corporations Act 2001</i>	6
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Notes to the Financial Statements	11
Directors' Declaration	30
Independent Auditor's Report	31

IQX Limited

ABN: 51 155 518 380

Directors' Report

For the period from 6 February 2012 to 30 June 2012

Your directors present their report on the company for the financial period ended 30 June 2012.

Directors

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

Names	Position	Appointed/Resigned
Mr Kosmas Dimitriou	Chairman / Director	Appointed 20 November 2012
Mr Peter Slimak	Director	Appointed 6 February 2012
Mr John Stratilas	Director	Appointed 6 February 2012
Mr George Syrmalis	Director	Appointed 6 February 2012; Resigned 9 November 2012
Mr Brendan Selby Scorer	Director	Appointed 16 March 2012

Directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

Principal Activities

The principal activities of IQX Limited during the financial period were investing in general investments and exploring investment opportunities in the Biopharmaceutical & Biotechnology industries.

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

Review of Operations

The company's after tax loss for the period amounted to \$114,639. The result for the period reflects the company's ongoing growth since its establishment in February 2012. Majority of expenses incurred during the period are set-up cost, employee cost and other related expenses.

Significant Changes in the State of Affairs

No significant changes in the company's state of affairs occurred during the financial period.

Events Subsequent to the End of the Reporting Period

On 6 July 2012 the Company issued 0% interest Convertible Notes with a converting rate of \$0.20 per share. The Convertible Note holders are also entitled to receive 3 Options for each share subscribers for in the capital of the Company exercisable at \$0.10 at any time between 24 and 36 months from the date of listing of the Company on the National Stock Exchange (NSX). The options will be issued upon the successful listing on the NSX.

As at the date of this report, the company is currently in the process of seeking listing on the National Stock Exchange of Australia

Except for the above, no other matters or circumstances have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company in future financial years.

Dividends

No dividends were paid or declared since the start of the financial period. No recommendation for payment of

IQX Limited

ABN: 51 155 518 380

Directors' Report

For the period from 6 February 2012 to 30 June 2012

Likely Developments and Expected Results of Operations

Likely developments in the operations of the company and the expected results of those operations in the future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the company.

Environmental Regulation

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

Options

No options over issued shares were granted during or since the end of the financial period, and there are no options outstanding as at the date of this report.

Proceedings on Behalf of the Company

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

The company is not a party to any such proceedings during the financial period.

Information on Directors

Mr Kosmas Dimitriou	Director (Non-Executive)
Qualifications	Bachelor of Commerce and Laws from University of Western Sydney, Diploma of Legal Practice (Tax) from the University of Sydney and is a Chartered Tax Advisor.
Experience	<p>Kos is senior tax counsel to the MLC / NAB Wealth asset management Group (NAB Wealth). NAB Wealth manages hundreds of specialised funds throughout their \$100 billion portfolio. Over the last 6 years Kos advised NAB Wealth on both domestic and international tax structuring issues, including assisting in advising on the establishment of nabInvest. He has vast experience in corporate and managed funds structuring over numerous international jurisdictions.</p> <p>For the 6 years prior to MLC, Kos was a tax lawyer at PriceWaterhouseCoopers (PWC) in the PWC Sydney legal division. Kos was a client tax manager specialising in financial services and advised clients such as Colonial, Bank of America, DB RREEF and Lumley.</p> <p>Kos is experienced in structuring corporate acquisitions and managing highly specialised and innovative fund products.</p>
Special Responsibilities	Chairman

IQX Limited

ABN: 51 155 518 380

Directors' Report

For the period from 6 February 2012 to 30 June 2012

Information on Directors (*continued*)

Mr Peter Slimak

Director (Non-Executive)

Qualifications

Doctorate of Philosophy, Comenius University (Slovakia)

Experience

Peter's background and experience is as a private banker in the USA, Europe and Australia. Peter graduated from Comenius University in Slovakia in 1978 with a Doctorate of Philosophy. Peter is ASIC RG 146 Compliant and holds a Diploma of Financial Planning with Kaplan (Australia). Peter has worked for major banks and private banks including, but not limited to, Merrill Lynch International, Zurich, National Commerce Bank, Zurich, as vice president of private banking, Ueberseebank AG Zurich as vice president of private banking and more recently Merrill Lynch International Sydney and ANZ Private Bank as director of Private Banking.

Peter has substantial experience in the use and management of synthetic investment products and has undertaken qualifications relative to these products including, but not limited to, series 3 and series 7 courses in requirements to work in the industry (series 7) and commodities (series 3) and Philadelphia currency options. Peter regularly updates his qualifications by attendance at monthly Kaplan courses. Peter manages portfolios for clients involving the use of synthetic products such as Derivatives.

Special Responsibilities

Member of Investment Committee

Mr John Stratilas

Director (Non-Executive)

Experience

John brings to the Board 24 years of experience in operating a number of businesses. During this time he has established, operated and sold businesses predominantly in the area of retail. Furthermore, he is also experienced in commercial property development and management.

Special Responsibilities

None

Mr. George Syrmalis

Chief Executive Officer (Executive)

Qualifications

MD, PhD, FACNP, MAAPP, Trained in Nuclear Medicine-radiation immunology

Experience

Consultant to UCB Biopharma SA, a patient-centric global biopharmaceutical company that employs more than 8 000 people dedicated to the research, development and commercialisation of innovative medicines and patient solutions. UCB Biopharma SA is listed on Euronext Brussels;

Consultant to Innogenetics – Solvay SA, a company that provides innovative healthcare and diagnostic solutions in Infectious Diseases, Oncology, and Neurology internationally. Innogenetics – Solvay SA has operations in Europe, North America and South America and is a member of EDMA (European Diagnostic Manufacturers Association), the trade association that represents the In Vitro Diagnostic (IVD) industry active in Europe; and

IQX Limited

ABN: 51 155 518 380

Directors' Report

For the period from 6 February 2012 to 30 June 2012

Information on Directors (*continued*)

Mr. George Syrmalis

Experience Head of medical affairs in an oncology drug development program at Aventis SA, a company with worldwide presence that provides a range of essential healthcare products and services, including a broad-based medicine portfolio. Aventis SA merged with Sanofi-Synthelabo in 2004 and is now known as Sanofi SA.

Special Responsibilities Development of Strategic Direction; Member of Investment Committee

Mr Brendan Selby Scorer Director (Non-Executive)

Qualifications ASIC RG 105 and 146

Experience Brendan is a corporate services adviser with a depth of experience in capital management, business structuring, and securities advice and dealing and was the personal holder of an Australian Financial Services Licence from 1977 to 2008.

Brendan was a partner at the stock broking firm, Scorers (Est 1940) from 1977 to 2001 and then partner at the stock broking firm, Tonkin Scorer Menzies (TSM) until 2008 when TSM was acquired by Ord Minnett.

Over his 38 year involvement in capital management, Brendan has provided advice in relation to global market exposure, project assessment and modelling for investment purposes, capital structure and capital raisings, identifying investment opportunities, reviewing and analysing financial reports, corporate governance and budget and business management planning.

Brendan has acted as Sponsoring Broker and Nominated Adviser for a number of listed public companies with market capitalisations from \$10 million to over \$3 billion.

Brendan was an Associate of the Australian Institute of Management and a Member of the NSX. Brendan was also a Director of the NSX from 1980 to 2002.

Special Responsibilities Member of Investment Committee

Director's Meetings

During the financial period, seven (7) meetings of directors and 5 committees of directors were held. Attendances by each director during the period were as follows:

	Director's Meetings		Due Diligence Committee Meetings	
	Eligible to Attend	Attended	Eligible to Attend	Attended
Mr Kosmas Dimitriou	-	-	-	-
Mr Peter Slimak	7	6	-	-
Mr John Stratilas	7	7	-	-
Mr George Syrmalis	7	7	5	5
Mr Brendan Selby Scorer	7	5	5	5

IQX Limited

ABN: 51 155 518 380

Directors' Report

For the period from 6 February 2012 to 30 June 2012

Company Secretary

The following person held the position of company secretary as at the end of the financial period.

Mr Spiro Sakiris

Qualifications B.Bus (University of Technology, Sydney), Dip. Law (Legal Practitioners Admissions Board of NSW), Member Institute of Chartered Accountants Australia, Registered Company Auditor & Tax Agent, ASIC RG146.

Experience Spiro has been a partner of Economos Chartered Accountants since 1990. He is a registered Company Auditor and Tax Agent. During his 29 years' experience in the Chartered Accountancy profession he has been involved in the areas of business & corporate advisory, taxation, audit and business systems designs across many industries including health, manufacturing, wholesale & distributions, retailing and construction.

He has had previous experience as an auditor with Arthur Young (now Ernst & Young)

Spiro is the Compliance Officer of Econ Financial Services Pty Ltd [AFSL 293876]. Spiro is ASIC RG 146

Rounding of Amounts

The company is an entity to which ASIC Class Order 98/100 applies and, accordingly, amounts in the financial statements and directors' report have been round off to the nearest dollars.

Auditors Independence Declaration

The auditor's independence declaration for the period ended 30 June 2012 has been received and can be found on page 6 of the financial report.

This director's report is signed in accordance with a resolution of the Board of Directors:



KOSMAS DIMITRIOU
Director



JOHN STRATILAS
Director

Dated in Sydney, this 20th day of November 2012

IQX Limited

Auditors Independence Declaration under Section 307C of the *Corporations Act 2001*

I declare that, to the best of my knowledge and belief, during the period ended 30 June 2012 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Fortunity Assurance

A handwritten signature in black ink, appearing to read 'Tim Davidson', with a large, stylized loop at the end.

TIM DAVIDSON
Partner

Dated IN Sydney, this 29th day of November 2012

IQX Limited

ABN: 51 155 518 380

Statement of Comprehensive Income

For the period from 6 February 2012 to 30 June 2012

	Note	2012 \$
Other income	2	9,875
Employee costs		(96,497)
Depreciation and amortisation		(135)
Other expenses	3	<u>(68,424)</u>
Profit (loss) before income tax		(155,181)
Income tax benefit	4	<u>40,542</u>
Profit (loss) for the year		<u><u>(114,639)</u></u>
 Loss attributable to Members of the entity		 <u><u>(114,639)</u></u>

The accompanying notes form part of these financial statements.

IQX Limited

ABN: 51 155 518 380

Statement of Financial Position

As at 30 June 2012

	Note	2012 \$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	7	1,089,661
Financial assets	8	70,850
Other assets	9	66,747
TOTAL CURRENT ASSETS		<u>1,227,258</u>
NON-CURRENT ASSETS		
Property, plant and equipment	10	3,896
Deferred Tax Assets	14	40,542
TOTAL NON-CURRENT ASSETS		<u>44,438</u>
TOTAL ASSETS		<u>1,271,696</u>
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	11	44,335
Borrowings	12	1,340,000
TOTAL CURRENT LIABILITIES		<u>1,384,335</u>
TOTAL LIABILITIES		<u>1,384,335</u>
NET ASSETS		<u>(112,639)</u>
EQUITY		
Issued capital	13	2,000
Retained earnings		<u>(114,639)</u>
TOTAL EQUITY		<u>(112,639)</u>

The accompanying notes form part of these financial statements.

IQX Limited

ABN: 51 155 518 380

Statement of Changes in Equity

For the period from 6 February 2012 to 30 June 2012

	Ordinary Shares	Retained Earnings	Total
Note	\$	\$	\$
Balance at 6 February 2012	-	-	-
Shares issued during the year	13 2,000	-	2,000
Loss attributable to members	-	(114,639)	(114,639)
Balance at 30 June 2012	2,000	(114,639)	(112,639)

The accompanying notes form part of these financial statements.

IQX Limited

ABN: 51 155 518 380

Statement of Cash Flows

For the period from 6 February 2012 to 30 June 2012

	Note	2012 \$
Cash from operating activities:		
Payments to suppliers and employees		(178,234)
Interest received		<u>9,875</u>
Net cash used in operating activities	18	<u>(168,359)</u>
Cash flows from investing activities:		
Purchase of property, plant and equipment		(4,031)
Purchase of financial assets		<u>(79,949)</u>
Net cash used in investing activities		<u>(83,980)</u>
Cash flows from financing activities:		
Proceeds from issue of shares		2,000
Proceeds from unsecured borrowing		<u>1,340,000</u>
Net cash provided by financing activities		<u>1,342,000</u>
Net increase in cash held		<u>1,089,661</u>
Cash at end of financial period		<u>1,089,661</u>

The accompanying notes form part of these financial statements.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

This financial report covers IQX Limited as an individual entity. IQX Limited is a company limited by shares, incorporated and domiciled in Australia.

Note 1: Summary of Significant Accounting Policies

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board (AASB) has concluded would result in a financial report 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 (IFRS). Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is 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 statements were authorised for issue on 20 November 2012 by the directors of IQX Limited.

Accounting Policies

(a) Property, Plant and Equipment

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

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. 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.

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the company 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.

The estimated useful lives used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Furniture, Fixtures and Fittings	20% to 33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(a) Property, Plant and Equipment (*continued*)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(b) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is the equivalent to the date that the company commits itself to either purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. Fair value represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

- the amount in which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method*; and
- less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(b) Financial Instruments (*continued*)

The company does not designate any interest as being subject to the requirements of accounting standards specifically applicable to financial instruments.

(i) *Financial assets at fair value through profit or loss*

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

(ii) *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 subsequently measured at amortised cost.

(iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

(iv) *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

(v) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Financial guarantees

Where material, financial guarantees issued, which require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, are recognised as a financial liability at fair value on initial recognition.

The guarantee is subsequently measured at the higher of the best estimate of the obligation and the amount initially recognised less, when appropriate, cumulative amortisation in accordance with AASB 118: Revenue. Where the company gives guarantees in exchange for a fee, revenue is recognised under AASB 118.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(b) Financial Instruments (*continued*)

The fair value of financial guarantee contracts has been assessed using a probability weighted discounted cash flow approach. The probability has been based on:

- the likelihood of the guaranteed party defaulting in a year period;
- the proportion of the exposure that is not expected to be recovered due to the guaranteed party defaulting; and
- the maximum loss exposed if the guaranteed party were to default.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed is recognised in profit or loss.

(c) Impairment of Assets

At each reporting date, the company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(d) Patents and trademarks

Patents and trademarks are recognised at cost of acquisition. Patents and trademarks have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. The company currently has one trademark pending which is recognised in the statement of financial position which is not amortised.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(e) Cash and Cash Equivalents

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

(f) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at present value of the estimated future cash outflows to be made for those benefits. These cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cashflows.

(g) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(g) Income Tax (*continued*)

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(h) Leases

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(i) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Investment property revenue is recognised on a straight-line basis over a period of lease term so as to reflect a constant periodic rate of return on the net investment.

Revenue recognition relating to the provision of services is determined with reference to the stage of completion of the transaction at the reporting date and where the outcome of the contract can be estimated reliably. Stage of completion is determined with reference to the services performed to date as a percentage of total anticipated services to be performed. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent that related expenditure is recoverable.

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

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(j) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(k) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and based on current trends and economic data, obtained both externally and within the company.

Key judgements - impairment of receivables

The directors believe that the full amount of receivable is recoverable and accordingly no provision for impairment was made for the period ended 30 June 2012.

(l) New Accounting Standards for Application in Future Periods

The AASB has issued new, revised and amended standards and interpretations that have mandatory application dates for future reporting periods and which the company has not adopted early. A discussion of those future requirements and their impact on the company is as follows:

- AASB 2011-9: Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income [AASB 1, 5, 7, 101, 112, 120, 121, 132, 133, 134, 1039 & 1049] (applicable for annual reporting periods commencing on or after 1 July 2012).

The main change arising from this Standard is the requirement for entities to group items presented in other comprehensive income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently.

- AASB 119: Employee Benefits (September 2011) and AASB 2011-10: Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) [AASB 1, AASB 8, AASB 101, AASB 124, AASB 134, AASB 1049 & AASB 2011-8 and Interpretation 14] (applicable for annual reporting periods commencing on or after 1 January 2013).

These Standards introduce a number of changes to accounting and presentation of defined benefit plans. The company does not have any defined benefit plans and so is not impacted by the amendment.

AASB 119 (September 2011) also includes changes to the accounting for termination benefits that require an entity to recognise an obligation for such benefits at the earlier of:

- (i) for an offer that may be withdrawn – when the employee accepts;
- (ii) for an offer that cannot be withdrawn – when the offer is communicated to affected employee; and

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 1: Summary of Significant Accounting Policies (*continued*)

(I) New Accounting Standards for Application in Future Periods (*continued*)

- (iii) where the termination is associated with a restructuring of activities under AASB 137: Provisions, Contingent liabilities and Contingent Assets, and if earlier than the first two conditions – when the related restructuring costs are recognised.

The company does not anticipate early adoption of any of the above reporting requirements and does not expect these requirements to have any material effect on the company's financial statements.

Note 2: Revenue and Other Income

	2012 \$
Interest revenue	<u>9,875</u>

Note 3: Profit for the Year

Profit before income tax includes the following specific expenses:

	2012 \$
Contributions to employee superannuation plans	<u>7,042</u>
Other expenses	
Bank charges	34
Audit fee	2,000
Website expense	6,548
Shared service	22,000
Management fee	9,626
Others	<u>28,216</u>
Total other expenses	<u><u>68,424</u></u>

Note 4: Income tax expense

- (a) The components of tax expense comprise:

	Note	2012 \$
Deferred tax	4(b)	<u>(40,542)</u>
		<u><u>(40,542)</u></u>

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 4: Income tax expense (*continued*)

- (b) The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:

	2012
	\$
Prima facie tax benefit on loss from ordinary activities before income tax at 30%	(46,554)
Add:	
Tax effect of:	
- non-deductible depreciation and amortisation	-
- other non-allowable items	2,730
- Provision for annual leave	3,282
	<hr/>
-Income tax attributable to entity	(40,542)

The applicable weighted average effective tax rates are as follows: (26%)

The Company has no franking credits at 30 June 2012

Note 5: Key Management Personnel Compensation

The totals of remuneration paid to key management personnel of the company during the period are as follow:

	2012
	\$
Short-term employee benefits	62,250
Post-employment benefits	5,603
Other long-term benefits	-
	<hr/>
	67,853

Note 6: Auditors' Remuneration

	2012
	\$
Remuneration of the auditor of the company for:	
- auditing the financial report	2,000

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 7: Cash and Cash Equivalents

	2012 \$
Cash at bank	1,089,661
	<u>1,089,661</u>

Reconciliation of cash

Cash at the end of the financial period as shown in the statement of cashflows is reconciled to items in the financial position as follows:

	Note	2012 \$
Cash and cash equivalents	18	1,089,661
		<u>1,089,661</u>

Note 8: Financial Assets

	2012 \$
Financial assets at fair value through profit or loss:	
- Held-for-trading Australian listed shares	28,900
- Other financial assets	41,950
	<u>70,850</u>
Total current financial assets	<u>70,850</u>

Shares held for trading are traded for the purpose of short-term profit taking. Changes in fair value are included in the statement of comprehensive income.

Note 9: Other Assets

	2012 \$
Prepayments	55,250
Advance deposit	11,497
	<u>66,747</u>

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 10: Property, Plant and Equipment

	2012 \$
Furniture, fixture and fittings- at cost	4,031
Accumulated depreciation	(135)
Total property, plant and equipment	<u>3,896</u>

Movements in Carrying Amounts

Movement in the carrying amount for each class of property, plant and equipment between the beginning and the end of the current financial period:

	Furniture, Fixtures and Fittings \$	Total \$
Beginning balance as at 6 February 2012	-	-
Additions	4,031	4,031
Depreciation expense	(135)	(135)
Carrying amount at the end of 30 June 2012	<u>3,896</u>	<u>3,896</u>

Note 11: Trade and other payables

	2012 \$
Unsecured liabilities	
Accrued employee entitlements	10,939
Sundry payables and accrued expenses	<u>33,396</u>
	<u>44,335</u>

(a) Financial liabilities at amortised cost classified as trade and other payables

	2012 \$
Trade and other payables	<u>44,335</u>
Less:	<u>44,335</u>
Accrued employee entitlements	(10,939)
Financial liabilities as trade and other payables	<u>13 33,396</u>

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 12: Borrowings

	2012 \$
Unsecured loan	1,340,000
Total current borrowings	1,340,000

On 6 July 2012 the Company issued 0% interest Convertible Notes with a converting rate of \$0.20 per share. The Convertible Note holders are also entitled to receive 3 Options for each share subscribers for in the capital of the Company exercisable at \$0.10 at any time between 24 and 36 months from the date of listing of the Company on the NSX.

Note 13: Issued Capital

	2012 \$
80,000,000 :- Ordinary fully paid shares	2,000
	2,000

(a) Ordinary Shares

	2012 No.
At the beginning of reporting period	-
Shares issued during the year	
- 2 February 2012	1,000,000
- 17 February 2012	399,000,000
	400,000,000
Share consolidation (1 for 5)	
- 7 June 2012	80,000,000

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders meetings, each ordinary share is entitled to one vote when a poll is called; otherwise each shareholder has one vote on a show of hands.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 14: Tax

Non-current

Deferred tax assets	Opening Balance \$	Charged to Income \$	Charged to Equity \$	Closing Balance \$
Provisions	-	3,232	-	3,232
Benefits attributable to tax losses	-	34,580	-	34,580
Others	-	2,730	-	2,730
Balance as at 30 June 2012				

Deferred tax liability	Opening Balance \$	Charged to Income \$	Charged to Equity \$	Closing Balance \$
Property, Plant & Equipment	-	-	-	-
Balance as at 30 June 2012				

Note 15: Contingent Liabilities and Contingent Assets

The Company has no contingent liabilities and contingent assets as at reporting date.

Note 16: Related Party Transactions

(a) The Company's main related parties are as follows:

i) Key management personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including and director (whether executive or otherwise) of that entity, are considered key management personnel.

ii) Entities subject to significant influence by the Company:

An entity that has the power to participate in the financial and operating policy decisions of an entity, but does not have control over those policies, is an entity which holds significant influence. Significance influence maybe gained by share ownership, statute or agreement.

(b) Transactions with related parties:

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

Key Management Personnel

Key management personnel compensation is disclosed in Note 5 of the accounts.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 16: Related Party Transactions (*continued*)

(b) Transactions with related parties: (*continued*)

Beneficial Holdings

The direct, indirect and beneficial holding of directors and their director-related entities in the share and share options of the company as at 30 June 2012 was:

Shares: 80,000,000 Ordinary shares

Other related parties

	2012 \$
Purchase of goods and services	-
Provision of shared services to Iqnovate Ltd, a director-related entity beneficially partially held by Mr George Syrmalis.	22,000
Provision of technical services to Iqnovate Ltd, a director-related entity beneficially partially held by Mr George Syrmalis.	8,800

Note 17: Events after the Reporting Period

Except for the conversion of unsecured borrowings to convertible notes as stated in Note 12, no matters or circumstances have arisen since the end of the financial period which have significantly affected or may significantly affect the operation of the company, results of those operations, or the state of affairs of the company in the future financial years

Note 18: Cash Flow Information

Reconciliation of Cash Flow from Operations with Loss after Income Tax

	2012 \$
Net loss for the period	(114,639)
Non-cash flows in profit	
- Depreciation & amortisation	135
- Unrealised loss from financial assets	9,099
Changes in assets and liabilities	
- (Increase)/decrease in prepayments	(55,250)
- (Increase)/decrease in advance deposit	(11,497)
- (Increase)/decrease in deferred tax assets	(40,542)
- Increase/(decrease) in trade payables and accruals	44,335
Cash flow from operations	(168,359)

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 19: Financial Risk Management

The company's financial instruments consist of deposits with banks, accounts receivable and payable and operating leases.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

	Note	2012 \$
Financial Assets		
Cash and cash equivalents	7	1,089,661
Financial assets	8	<u>70,850</u>
		<u>1,160,511</u>
Financial Liabilities		
Financial liabilities at amortised cost		
- Trade and other payables	11	33,396
Unsecured borrowings	12	<u>1,340,000</u>
		<u>1,373,396</u>

Financial Risk Management Policies

The directors overall risk management strategy is to assist the company in meeting its financial targets, while minimising potential adverse effects on financial performance. Risk management policies which include reviewing the credit risk policies and future cashflows are reviewed and approved by the board.

Specific Financial Risk Exposures and Management

The main risks the company is exposed to through its financial instruments are interest rate risk, liquidity risk and credit risk.

(a) Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The company is also exposed to earnings volatility on floating rate instruments.

Credit risk is managed through maintaining procedures ensuring that counterparties to transactions are of sound credit worthiness and the utilisation of systems for the approval, granting and renewal of credit limits, the regular monitoring of exposures against such limits and the monitoring of the financial stability of counterparties.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 19: Financial Risk Management (*continued*)

Specific Financial Risk Exposures and Management (*continued*)

Sensitivity Analysis

The following table illustrates sensitivities to the company's exposures to changes in cash balances. The table indicates the impact on how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable that management considers to be reasonable possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

	Profit	Equity
	\$	\$
Period ended 30 June 2012		
+/- 2% in interest rates	21,793	21,793

(b) Liquidity risk

Liquidity risk arises from the possibility that the company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The company manages risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financial activities
- obtaining funding from a variety of sources
- maintaining a reputable credit risk profile
- managing credit risk related to financial assets
- investing only in surplus cash with major financial institutions
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets

The company does not have any borrowings should mature in any 12-month period.

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities.

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 19: Financial Risk Management (*continued*)

(b) Liquidity risk (*continued*)

Financial liability and financial asset maturity analysis

	Within 1 Year	1 to 5 Years	Over 5 Years	Total
	2012	2012	2012	2012
	\$	\$	\$	\$
Financial liabilities due for payment				
Trade and other payables (excluding estimated annual leave)	33,396	-	-	33,396
Unsecured borrowings	1,340,000	-	-	1,340,000
Total contractual outflows	1,373,396	-	-	1,373,396
Total expected outflows	1,373,396	-	-	1,373,396
Financial assets - cash flows realisable				
Cash and cash equivalents	1,089,661	-	-	1,089,661
Financial assets	70,850	-	-	70,850
Total anticipated inflows	1,160,511	-	-	1,160,511
Net (outflow)/inflow on financial instruments	(212,885)	-	-	(212,885)

Net Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Fair values derived may be based on information that is estimated or subject to judgment, where changes in assumptions may have a material impact on the amounts estimated. Areas of judgment and the assumptions have been detailed below. Where possible, valuation information used to calculate fair value is extracted from the market, with more reliable information available from markets that are actively traded. In this regard, fair values for listed securities are obtained from quoted market bid prices.

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 19: Financial Risk Management (*continued*)

Net Fair Values (*continued*)

Nil differences between fair values and carrying values of financial instruments with fixed interest rates exist.

	Note	2012	
		Net Carrying Value	Net Fair value
		\$	\$
Financial Assets			
Cash and cash equivalents	i	1,089,661	1,089,661
Financial assets	i	70,850	70,850
Total financial assets		<u>1,160,511</u>	<u>1,160,511</u>
Financial Liabilities			
Trade and other payables	i	33,396	33,396
Unsecured borrowings	i	1,340,000	1,340,000
Total financial liabilities		<u>1,373,396</u>	<u>1,373,396</u>

The fair values disclosed in the above table have been determined based on the following methodologies:

- (i) Cash and cash equivalents, financial assets, trade and other payables and borrowings are short-term instruments in nature whose carrying value is equivalent to fair value. Trade and other payables exclude amounts relating to the provision of annual leave, which is not considered a financial instrument.

Note 20: Events after the Reporting Period

The directors are not aware of any significant events since the end of the reporting period other than the resignation of director and appointment of new director as disclosed in the directors report.

Note 21: Company Details

The registered office of the company is:

IQX Limited
c/o- Economos Pty Ltd
The Galleries Victoria, Podium, Level 1
500 George Street
SYDNEY NSW 2000

IQX Limited

ABN: 51 155 518 380

Notes to the Financial Statements

For the period from 6 February 2012 to 30 June 2012

Note 21: Company Details (*continued*)

The principal place of business is:

Level 3, 222 Clarence Street
SYDNEY NSW 2000

IQX Limited

ABN: 51 155 518 380

Directors' Declaration

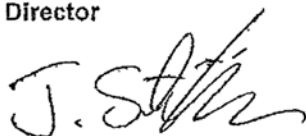
In accordance with the resolution of the directors of IQX Limited, the directors of the company declare that:

1. The financial statements and notes, as set out on pages 7 to 29, are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Australian Accounting Standards which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
 - (b) give a true and fair view of the financial position as at 30 June 2012 and the performance of the company for the period then ended.
2. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



KOSMAS DIMITRIOU
Director



JOHN STRATILAS
Director

Dated in Sydney, this 20th day of November 2012

IQX Limited

Independent Auditor's Report to the members of IQX Limited

Report on the Financial Report

We have audited the accompanying financial report of IQX Limited, which comprises the statement of financial position as at 30 June 2012, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period ended that date a summary of significant accounting policies, other explanatory notes and the directors' declaration.

The Responsibility of the Directors for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the financial reporting requirements of the company's constitution. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

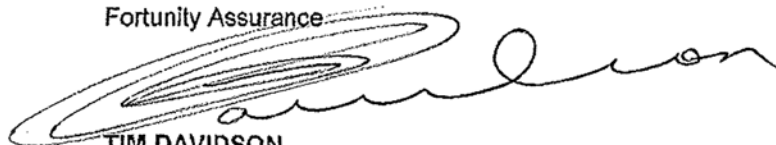
Independence

In conducting our audit, we have complied with the Independence requirements of the Australian professional ethical pronouncements.

Auditor's Opinion

In our opinion, the financial report presents fairly, in all material respects, the financial position of IQX Limited as of 30 June 2012 and of its financial performance and its cash flows for the year then ended in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations)

Fortunity Assurance

A handwritten signature in black ink, appearing to read 'Tim Davidson', written over a faint, circular, textured background.

TIM DAVIDSON
Partner

Dated in Sydney, this 20th day of November 2012



[6.1 RISK FACTORS]

This Section identifies the areas that the Board believes to be the major risks associated with an investment in the Company.

The Company's business is subject to risk factors, both specific to its activities and risks of a general nature. Individually, or in combination, these might affect the Company's future prospects and the value of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives or that any forward looking statements or forecasts will eventuate. An investment in the Company should be considered in light of relevant risks both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse effect on the Company's prospects and the market price of the Shares.

Before deciding to invest in the Company, you should:

- ✦ read this Replacement Prospectus in its entirety;
- ✦ consider an investment in the Company in light of your personal circumstances; and
- ✦ seek professional advice before deciding whether to invest.

An investment in the Company should be considered to be a speculative investment because of the nature of the Company's business and activities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

[6.2 KEY RISKS]

SHARE MARKET RISK

The market price of securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian share market and Life Science companies.

MARKET RISK

It is possible investors may experience negative returns when equity markets are strong. General economic conditions are also a key determinant of the performance of the Life Science sector as well as the availability of high quality investments.

PERFORMANCE RISK

Life Science is a challenging investment class and the past performance of an investee company is not always an indicator of its future performance. Due to the nature of Life Science investments, there is a risk that some investments may not achieve the intended outcome.

SUBSTANTIAL SHAREHOLDERS

There are a number of substantial shareholders in the Company that have a common controlling shareholder. These substantial shareholders are identified in Section 1.2 of this Replacement Prospectus. There is a risk that some of these entities may have the ability to influence the outcome of the resolutions that are put to Shareholders for approval in the future.

SUSTAINABILITY OF GROWTH AND MARGINS

The sustainability of growth and the level of profit margins from the Company's operations are dependent on a number of factors outside the Company's control including:

- ✦ the fact that an investee company's product development activities may never generate revenues or achieve profitability;
- ✦ an investee company is subject to the risks outlined in the paragraph headed 'Unique Challenges' below; and





- ✦ an investee company's ability to raise any additional funds it requires to continue with its activities will be subject, among other things, to factors beyond the control of the Company and its Directors including cyclical factors affecting the economy and share markets generally.

PRODUCT LIABILITY

As with all new therapeutic products, even after the granting of regulatory approval, there is no assurance that unforeseen adverse events or manufacturing defects will not arise. Adverse events could expose the investee company to product liability claims or litigation, resulting in the removal of the regulatory approval for the relevant products and/or monetary damages being awarded against the investee company.

UNIQUE CHALLENGES

Life Science companies face a unique set of challenges relating to:

- ✦ drug properties that have unpredictable efficacy or unpredictable side effects. If issues such as these arise an investee company may have to recall the compound, reconsider the dosimetry, relabel the proposed use of the compound or refine the patient group characteristics. These issues may delay the development process or lead to compound failure for that specific indication;
- ✦ trial processes that have patient enrolment delays or trial failures. Trial processes may be subject to requests for more data or subjective comparisons with existing groups to comply with regulatory requirements. Issues such as these may lead to further delays, an increase in development costs, registration failure and a reduction in patent life; and
- ✦ patent disputes which may involve infringement suits by competitors, invalidation actions by licensing partners and periodic cash crises.

This may lead to market shortages if the drug is on the market, mandatory recalls, financial loss and delays in development which reduce patent life;

- ✦ if a compound is eventually registered, there is no guarantee that it will be commercially successful.

Investments that face these challenges may result in a depreciation of the Company's investment value and have a negative bearing on the Company's investment portfolio.

FINANCING

IQX's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

RELIANCE ON KEY PERSONNEL

IQX is dependent upon a skilled team to undertake the business of the Company and implement its strategies. Despite the Company's best efforts to create succession chains and standardised operating procedures, if Directors or members of the Investment Committee were to leave IQX, IQX may not readily be able to find suitable replacements. Consequently, the business strategies and the management of IQX could be temporarily affected by the lack of suitable Directors or Investment Committee members.

INVESTMENT RISK

The sector in which IQX proposes to invest is sometimes highly volatile and the value of assets or investments may change significantly in a short period of time. This may affect the realisable value and/or the carrying value of the investments. In the event that the volatility cannot be controlled or managed by IQX then this may lead to a loss of the value of any investment in part or in full.



[6.2 KEY RISKS]

LIQUIDITY RISK OF SHARES

All or a significant proportion of the 80,000,000 Shares on issue as at the date of this Replacement Prospectus may be classified as restricted securities by the NSX and therefore subject to escrow. This may cause a liquidity risk for the Shares and impact the Company's trading price. No assurance can be given that an active market will develop in the Shares or that the Shares will trade at or above the Issue Price after the Shares have been admitted to the Official List. Furthermore, the Company is unable to anticipate the intentions of the holders of the restricted securities once those restricted securities are released from escrow and any subsequent impact to the trading price of the Company's Shares.

If illiquidity in the Share's occurs, there is a real risk that Shareholders will be unable to realise their investment in the Company. Further details of the Shares on issue are set out in Section 8.5 of this Replacement Prospectus.

AVAILABILITY OF INVESTMENTS

The performance of IQX is related to its ability to source suitable investments. A lack of suitable investments will have an impact upon the performance of IQX.

LIQUIDITY RISK OF INVESTMENTS

If IQX wishes to exit an investment before an investee company lists, there is a risk the investment will not be able to be exited at the price sought by IQX.

FOLLOW ON CAPITAL

In a number of cases the success or otherwise of the original investment is dependent on the provision of a follow on investment. Where IQX does not have the capital to undertake a subsequent investment this may affect the value of the primary investment.

LIMITED HISTORY

IQX was only recently incorporated (6 February 2012) and has a limited operating history and historical performance. The Company is yet to make any significant investments and will not pursue such investments until it has been admitted to the Official List. No assurance can be given that the Company will achieve commercially viable operations through successful investments.

EARLY STAGE INVESTMENT RISK

Investments in companies in the early stages of development face a higher degree of risk as they are typically prone to technical and innovation risks, exit barriers and commercial challenges. No assurance can be given that companies such as these will achieve commercially viable operations.





[6.3 GENERAL RISKS]

SHARE MARKET INVESTMENTS

If the Shares are admitted to quotation on the Official List, their price might rise or fall and they may trade at prices above or below the Issue Price. Also, there can be no assurance that a liquid trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on the NSX could include domestic and international economic conditions. In particular, the price of the Shares may be affected by factors that are unrelated to the prospects of the Company.

ECONOMIC FACTORS

The Company's future possible revenues, operating costs, Share price and returns to Shareholders may be affected by changes in factors such as:

- ✦ local and world economic conditions;
- ✦ inflation or inflationary expectations;
- ✦ currency movements;
- ✦ interest rates;
- ✦ supply and demand;
- ✦ levels of tax, taxation law and accounting practice;
- ✦ government legislation or intervention;
- ✦ industrial disruption; and
- ✦ natural disasters, social upheaval or war in Australia or elsewhere.

These factors are beyond the control of the Company and its Directors.

GOVERNMENT

Changes in legislation and government policy in Australia and internationally (including taxation and monetary policies and corporation laws) could materially affect the operating results of the Company.

REGULATORY

Activities undertaken by the Company and its subsidiaries may require compliance with various laws relating to health, safety and other matters.

In addition, the Company and its subsidiaries may be required to obtain licences and approvals in respect of its operations. There is a risk that the Company may not obtain the licences or approvals that are essential to the Company's operations.

The Company cannot predict how existing, or future laws and regulations may be interpreted by enforcement agencies or court rulings, whether additional laws and regulations will be adopted, or the effect such changes may have on the Company's business or financial condition.

COMPETITION RISK

The sector in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.



[6.3 GENERAL RISKS]

TAX ISSUES

There may be tax implications arising from the acquisition of Shares, any possible receipt of dividends (both franked and un-franked) and the disposal of Shares. You should carefully consider these tax implications and if uncertain as to the relevant taxation issues, obtain further advice from a qualified professional adviser. Tax liabilities are your responsibility and the Company will not be responsible for any tax or related penalties incurred by investors.

STOCK MARKET FLUCTUATIONS

There are risks associated with any investment in a company listed on the NSX. The value of the Company's Shares may rise above or below the current price depending on the financial and operating performance of the Company and external factors over which the Company's Directors have no control. These external factors include:

- ✦ economic conditions in Australia and overseas, which may have a negative impact on equity capital markets;
- ✦ changing investor sentiment in the local and international stock markets;
- ✦ changes in domestic or international fiscal, monetary, regulatory and other government policies; and
- ✦ developments and general conditions in the markets in which the company proposes to operate and which may impact on the future value and pricing of shares.

UNFORESEEN RISKS

There may be other risks which the Directors are unaware of at the time of issuing this Replacement Prospectus which may impact on the Company and its operations, and on the valuation and performance of the Company's Shares.





[7.0 MATERIAL AGREEMENTS]

Each of the documents described below is a contract that is material to the operations and affairs of the Company and which prospective investors and their advisers would reasonably expect to be disclosed in this Replacement Prospectus to enable an informed decision to be made regarding the Offer. The information supplied below is a summary only.

[7.1 UNDERWRITING AGREEMENT]

The Company has engaged K S Capital Pty Ltd (AFSL: 316880) to act as the underwriter to the Offer. Under the Underwriting Agreement, K S Capital will underwrite the Offer up to \$1,560,000.

In consideration for performing this role, K S Capital will receive a fee of \$46,800 (plus GST). In addition, K S Capital is entitled to be reimbursed all out of pocket expenses directly relating to the performance of its function as Underwriter.

The Underwriting Agreement contains an indemnity by the Company in favour of K S Capital and its associates, related companies, directors, agents and staff against any liabilities they incur arising out of, or in respect of, the performance of the Underwriter. The indemnity does not apply, however, to any losses that arise solely out of, or as a result of, the wilful misconduct, fraud or negligence of the indemnified party.

The Underwriting Agreement also includes:

- ✦ a range of representations and warranties on the part of the Company; and
- ✦ a variety of termination rights in favour of both parties that are typical of an agreement of this nature.

The Company's Convertible Noteholders have entered into sub-underwriting arrangements with the Underwriter whereby they have agreed to convert their Convertible Notes into Shares upon the Shares being issued under this Replacement Prospectus. Further details are set out in sections 8.5 and 8.8 of this Replacement Prospectus.





[7.2 EXECUTIVE SERVICE AGREEMENTS]

EMPLOYMENT AGREEMENT WITH MR ANTHONY PANOYAN

The Company has entered into an employment agreement with Mr Anthony Panoyan. The agreement provides for an initial term of 12 months which commenced on 21 January 2013. The term can be extended at the discretion of the Company.

The agreement is on normal commercial terms and provides for a total remuneration package which is commensurate with remuneration packages offered to executive directors. Pursuant to the terms of the agreement, Mr Panoyan will receive a base salary of \$60,000 per annum (plus superannuation) and is entitled to an annual bonus entitlement equal to 20% of his base salary if certain performance criteria are satisfied. Mr Panoyan is also entitled to be issued 10,000 Shares (that have a 2 year vesting period) on the 12 month anniversary of his employment.

EMPLOYMENT AGREEMENT WITH MR SPIRO SAKIRIS

The Company has entered into an employment agreement with Mr Spiro Sakiris. The agreement provides for an initial term of 12 months which commenced on 1 July 2013. The term can be extended at the discretion of the Company.

The agreement is on normal commercial terms and provides for a total remuneration package which is commensurate with remuneration packages offered to Chief Operating Officers. Pursuant to the terms of the agreement, Mr Sakiris will receive a base salary of \$120,000 per annum (plus superannuation), car allowance of \$25,000 per annum and is entitled to an annual bonus entitlement equal to 25% of his base salary if certain performance criteria are satisfied. Mr Sakiris is also entitled to be issued 50,000 Shares (that have a 2 year vesting period) on the 12 month anniversary of his employment.

[7.3 CORPORATE ADVISORY SERVICE AGREEMENT]

On 25 July 2012, the Company entered into an agreement with Economos Pty Ltd in respect of the provision of corporate advisory, accounting and taxation services to the Company.

The agreement is on normal commercial terms and makes provision for Economos Pty Ltd to receive \$55,000 (plus GST) and 1,117,000 options in the Company for its services. Further details about the terms of the options are set out in Section 8.9 of this Replacement Prospectus.

Economos Pty Ltd's Corporate Advisory engagement will terminate upon the Company's securities being admitted to the Official List.



[7.4 AUTHORISED INTERMEDIARY AGREEMENT]

The Company has entered into an Intermediary Agreement with Capital and Finance Pty Ltd (AFSL: 269868) whereby Capital and Finance has been engaged to act as the Authorised Intermediary to the Offer. Pursuant to the terms of the agreement, Capital and Finance will arrange for the issue of Shares by the Company under this Replacement Prospectus, receive Applications and deposit and deal with Application Monies.

In consideration for performing this role, Capital and Finance will receive a fee of 1% (plus GST) of the amount raised above the underwritten portion of the Offer.

Standard indemnities have been supplied by the parties under the agreement.

The agreement will terminate at the close of the Offer unless it is terminated earlier by the mutual consent of the parties.

[7.5 NOMINATED NSX ADVISOR AGREEMENT]

The Company has entered into a Nominated Advisor Agreement with IQ3corp Ltd whereby IQ3corp has been engaged to act as the nominated NSX advisor to the Company and to provide the Company with ongoing NSX compliance advice.

In consideration for performing this role, IQ3corp will receive a fee of \$2,000 (plus GST) per month.

Either party may terminate the agreement upon one month's written notice.

Both Kosmas Dimitriou and Alex Dimos are currently non-executive directors of IQ3corp Ltd. However, neither Kosmas nor Alex have an interest in any of IQ3corp Ltd's securities.





[7.6 DEED OF INDEMNITY, ACCESS AND INSURANCE]

The Company and each Director has entered into a deed of indemnity, access and insurance. Under the deeds, the Company will indemnify each Director to the maximum extent permitted by law and the Constitution against all legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment (including legal expenses on a solicitor/client basis) suffered, paid, or incurred by a Director, in connection with their offices or a breach by the Company of its obligations under the deed.

In addition, under the deeds the Company will insure the Directors against liability and provide access to all board papers relevant to defending any claim brought against each Director in their capacity as a Director of the Company.





[8.1 CORPORATE]

The Company was incorporated in New South Wales on 6 February 2012 under the Corporations Act as a public company.

[8.2 TAX STATUS]

The Company will be taxed as an Australian resident at the prevailing corporate tax rate which is currently 30%.

[8.3 BALANCE DATE]

The Company has a balance date of 30 June.

[8.4 TOP 20 HOLDERS OF ORDINARY SHARES]

As at the date of this Replacement Prospectus, the Top 20 Shareholders are as follows:

NAME	NUMBER	%
Ruminate Investments Pty Ltd	15,800,000	19.75%
Abiogenesis Pty Ltd	15,600,000	19.50%
Adaptive Radiation Pty Ltd	8,888,888	11.11%
Agparaskevi Pty Ltd ATF Agparaskevi Trust	8,000,000	10.00%
Life Science Investments Pty Ltd ATF Life Science Super Fund	6,000,000	7.50%
Zero Hedge Investments Pty Ltd ATF Zero Hedge Investments Trust	5,550,000	6.94%
TTS Two Investments Pty Ltd	4,500,000	5.63%
Biotechnology Holdings Pty Ltd ATF Biotechnology Trust	4,261,112	5.33%
Babi Holdings Pty Ltd ATF CLT Superfund	4,000,000	5.00%
Mobery Pty Ltd	1,600,000	2.00%
Sequential Investments Pty Ltd	1,600,000	2.00%
Harry & Patricia Kouros ATF Kouros Superfund	1,250,000	1.56%
Ecapital Investments (No. 1) Pty Ltd	800,000	1.00%
Colin J. Odams Pty Ltd ATF Rangoon Trust	750,000	0.94%
Daniel & Sally Morato ATF Morato Family Superfund	600,000	0.75%
A & P Capital Pty Ltd	400,000	0.50%
PCS Investments Pty Ltd ATF PCS Investments Unit Trust	250,000	0.31%
Beale AM & AM	150,000	0.19%
	80,000,000	100.00%





[8.5 CAPITAL STRUCTURE]

CAPITAL STRUCTURE	MIN SUBSCRIPTION	MAX SUBSCRIPTION
Shares on issue as at date of this Replacement Prospectus	80,000,000	80,000,000
Shares to be issued under this Replacement Prospectus	15,000,000	32,500,000
TOTAL SHARES ON ISSUE	95,000,000	112,500,000
Options on issue as at the date of this Replacement Prospectus	NIL	NIL
Options to be issued at the Closing Date*	24,517,000	24,517,000
TOTAL OPTIONS ON ISSUE	24,517,000	24,517,000
Convertible Notes on issue as at the date of this Replacement Prospectus**	21	21
TOTAL CONVERTIBLE NOTES ON ISSUE	21	21

* Includes 23,400,000 Loyalty Options that are to be issued to Convertible Note holders and 1,117,000 options that are to be issued to Economos Pty Ltd (or Nominee). Please refer to sections 8.8 and 7.3 of this Replacement Prospectus for further details.

** Convertible Notes will convert into 7,800,000 Shares upon completion of the Offer. Please refer to Section 8.8 of this Replacement Prospectus for further details.



[8.6 SHARES: RIGHTS & LIABILITIES]

The following is a summary of the provisions of the Constitution governing the rights and liabilities that attach to Shares. This summary is not exhaustive nor does it constitute a definite statement of the rights and liabilities of the Company's members. To obtain such a statement, you should seek independent legal advice.

RANKING

The Shares are fully paid ordinary shares and will rank equally in all respects with the existing Shares in the Company.

REPORTS AND NOTICES

Members are entitled to receive all notices, reports, accounts and other documents required to be furnished to members under the Constitution, the Corporations Act and the Listing Rules.

GENERAL MEETINGS

Members are entitled to be present in person, or by proxy, attorney or representative to speak and to vote at general meetings of the Company. Members may requisition general meetings in accordance with the Corporations Act and the Constitution.

VOTING

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at the present time there are none) at a general meeting of the Company every ordinary member present in person, or by proxy, attorney or representative shall on a show of hands have one vote and upon a poll every member present in person or by proxy, attorney or representative has one vote for every share held. A qualification to the above is that where a person is present at a meeting as proxy or representative for more than one member then on a show of hands that person shall have only one vote and not one vote for each person represented by him.

A member who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to the proportion that the amount paid-up bears to the total issue price of the share.

DIVIDENDS

The Directors may declare and authorise the distribution, from the profits of the Company, of dividends to be distributed to members according to their rights and interests.

WINDING UP

Subject to any special or preferential rights attaching to any class or classes of shares, members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the Shares held by them respectively, irrespective of the amounts paid up on Shares.

TRANSFER OF SHARES

Subject to the Constitution, the Corporations Act and the Listing Rules, the Shares will be freely transferable.





FUTURE INCREASES IN CAPITAL

The allotment and issue of Shares is under the control of the Directors of the Company. Subject to restrictions on the allotment of Shares to Directors or their associates contained in the Listing Rules, the Constitution and the Corporations Act, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

VARIATION OR CANCELLATION OF RIGHTS

Subject to the Listing Rules, if at any time the share capital of the Company is divided into different classes of shares, the rights attached to shares in any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or cancelled:

- ✦ by special resolution passed at a meeting of the class of members holding shares in that class; or
- ✦ with the written consent of members with at least 75% of the votes in the class.

The rights conferred on the holders of shares in any class are not altered or abrogated by the creation or issue of further shares of the same class ranking equally with or in priority to the shares already issued, unless expressly provided in the terms of issue of the shares issued.



[8.7 SHARE OPTION PLAN]

The Company has established an Employee Share Option Plan to assist in the attraction, retention and motivation of employees of the Company. No options have been granted under the Plan as at the date of this Replacement Prospectus.

A summary of the Rules of the Plan is set out below:

ELIGIBILITY

A person is eligible (Eligible Person) to participate in the Plan if he or she:

- ✦ is a director or secretary of;
- ✦ is an employee in permanent full-time or permanent part-time employment who is selected by the Board to participate in the Plan, and is employed by; or
- ✦ is a contractor who is selected by the Board to participate in the Plan and has provided services to,

the Company or one of its subsidiaries.

MAXIMUM NUMBERS

The Company must not grant any option, performance right or other option under the Plan if, immediately after the grant, the sum of the total number of unissued shares over which options, performance rights or other options (which remain outstanding) have been granted under the Plan and any other Group employee incentive scheme, but disregarding any offer made or shares or options issued by way of or as a result of:

- ✦ an offer that did not need disclosure because of Section 708 of the Corporations Act; or
- ✦ an offer made under a disclosure document, would exceed 5% of the total number of shares on issue at the time of the proposed issue or grant.

ENTITLEMENT TO SHARES

Subject to any capital reconstruction or share issue that is undertaken by the Company, each option will confer an entitlement to subscribe for and be issued one share, credited as fully paid, at the a specified exercise price.

OBLIGATION OF THE COMPANY TO ISSUE SHARES

Subject to these Plan rules, the Company must issue a share on exercise of an option that is issued under the Plan.

OPTIONS SUBJECT TO THIS PLAN

Options will be governed by the Plan until the options lapse or are exercised and shares have been issued as a result of that exercise.

OPTIONS PERSONAL TO PARTICIPANT

Options will be personal to the participant and may not be transferred or exercised by any other person or body corporate except to the extent necessary to enable a participant's legal personal representative to exercise the options in accordance with Plan rules.

EXERCISE IN MINIMUM PARCELS

A Participant may exercise some or all of the options he or she holds, but must exercise options in such minimum parcels as may be prescribed by the Board from time to time and notified to the participants in writing.





OFFER OF PERFORMANCE RIGHTS

The Board may offer performance rights to any Eligible Person at its sole discretion. Each performance right will confer an entitlement to be provided with one share, credited as fully paid, at no cost upon the full satisfaction of the performance criteria specified by the Board in relation to that performance right.

BOARD MAY ADD TO OR VARY PERFORMANCE RIGHTS

The Board may add to or vary any participant's performance rights, in a manner that increases the overall benefit to the participant, if the participant is promoted, receives an increase in remuneration, or if the participant's professional circumstances change such that the Board considers the previous performance rights to be no longer appropriate.

PERFORMANCE RIGHTS NOT PROPERTY

Performance rights are personal contractual rights granted to the participant only and do not constitute any form of property. Performance rights cannot be transferred to or vest in any person or body corporate other than the participant.

BOARD MAY DETERMINE PERFORMANCE CRITERIA

The Board may at its sole discretion determine the performance criteria which will apply to any performance rights granted under the Plan. The performance criteria will specify the criteria which the participant is required to meet in the specified performance period in order to become entitled to receive shares under the Plan.

The Board may not vary the performance criteria or the performance period after the grant of those performance rights.

At the end of the performance period, the Board will determine whether (and, where applicable, to what extent) the participant has satisfied the performance criteria applicable to the performance period.

QUOTATION

The Company will not seek official quotation of any options.



[8.8 CONVERTIBLE NOTE TERMS]

The Company has issued 21 Convertible Notes. Each of the noteholders have entered into a sub-underwriting agreement with the Underwriter whereby they have agreed to convert the Convertible Notes upon Shares being issued under this Replacement Prospectus.

The terms of the Convertible Notes are as follows:

CONVERSION

Subject to the paragraph below, the noteholder has agreed to enter into a sub-underwriting agreement with K S Capital Pty Ltd. The noteholder has acknowledged that by entering into the sub-underwriting agreement, it consents to its Convertible Note being converted into fully paid ordinary shares on the same date that the Company issues shares to Applicants under this Replacement Prospectus

The Company may (at its absolute discretion) convert each Convertible Note into Shares at any time between the date of issue and 30 June 2014.

CONVERSION RATE

Each Convertible Note will convert into:

- ✦ a number of fully paid ordinary shares that is equivalent to the loan advanced by the noteholder divided by \$0.20; and
- ✦ three (3) Loyalty Options for each Share that is issued on conversion of a Convertible Note.

Shares allotted on conversion of the Convertible Notes will rank equally in all respects with the Issuer's existing fully paid ordinary shares.

PARTICIPATION IN NEW ISSUES

Prior to conversion, the noteholder shall not be entitled to participate in:

- ✦ new rights issues;
- ✦ any issue of bonus shares; or
- ✦ any capital reconstruction.

RIGHT TO TRANSFER

The Convertible Notes are not transferable.

RIGHT TO REDEEM

Convertible Notes may only be redeemed on 30 June 2014.

SECURITY AND INTEREST

The Convertible Notes are unsecured and do not attract interest.





[8.9 OPTION TERMS]

LOYALTY OPTIONS

Each Convertible Note holder is entitled to three (3) Loyalty Options for every Share issued upon conversion of the Convertible Notes. The Loyalty Options will have the following terms:

ENTITLEMENT

Each Loyalty Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.

Shares issued on the exercise of Loyalty Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution and any escrow restrictions imposed on them by the NSX.

EXERCISE OF LOYALTY OPTION

The Loyalty Options may be exercised during the period commencing on the two year anniversary of the date upon which the Shares to which the Options were attached are admitted to the Official List of the NSX until 5pm AEST on the three year anniversary of the date upon which the Shares to which the Options were attached are admitted to the Official List of the NSX. If an anniversary date falls on a day that is not a business day, the anniversary date will be the next business day.

The exercise price of each Loyalty Option is \$0.10 (subject to adjustment pursuant to the terms).

There is no restriction on the number of Loyalty Options that may be exercised at one time.

Each Loyalty Option is exercisable by the Optionholder signing and delivering a notice of exercise of Loyalty Option together with payment of the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry.

Remittances must be made payable to 'IQX Limited' and cheques should be crossed 'Not Negotiable'.

The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Loyalty Options.

EXPIRY

Subject to the following paragraph, all Loyalty Options will lapse on the earlier of the:

- ÷ receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; or
- ÷ expiry of the final date and time for exercise of the Loyalty Option.

In the event that the Optionholder disposes of any Shares to which the Loyalty Options were attached, the Company may reduce the number of Loyalty Options held by the Optionholder pro rata to the number of Shares disposed of (i.e. 3 Loyalty Options may lapse for every 1 Share disposed of).

In the event of liquidation of the Company, all unexercised Loyalty Options will lapse.

QUOTATION

The Company will not apply to the NSX for official quotation of the Loyalty Options.

If the Shares of the Company are quoted on the NSX, the Company will apply to the NSX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Loyalty Options within 10 business days of issue. The Company gives no assurance that such quotation will be granted.



[8.9 OPTION TERMS]

PARTICIPATION IN SECURITIES ISSUES

Subject to the following paragraph, the holder is not entitled to participate in new issues of securities without exercising the Loyalty Options.

PARTICIPATION IN A REORGANISATION OF CAPITAL

In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of capital of the company) the number of Loyalty Options, the exercise price of the Loyalty Options, or both will be reconstructed (as appropriate) in a manner consistent with the NSX Listing Rules, but with the intention that such reconstruction or reorganisation will not result in any benefits being conferred on the Optionholder which are not conferred on Shareholders:

In any reorganisation referred to above, Loyalty Options will be treated in the following matter:

- ✦ in the event of a consolidation of the share capital of the Company, the number of Loyalty Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- ✦ in the event of a subdivision of the share capital of the Company, the number of Loyalty Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
- ✦ in the event of a return of the share capital of the Company, the number of Loyalty Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
- ✦ in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Loyalty Options and the exercise price of each Loyalty Option will remain unaltered;
- ✦ in the event of a pro-rata cancellation of shares in the Company, the number of Loyalty Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Loyalty Option will be amended in inverse proportion to that ratio; and
- ✦ in the event of any other reorganisation of the issued capital of the Company, the number of Loyalty Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.





ADJUSTMENTS TO OPTIONS AND EXERCISE PRICE

Adjustments to the number of Shares over which Loyalty Options exist and/or the exercise price may be made as described in the following paragraphs to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.

PRO RATA CASH ISSUES

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of a Loyalty Option may be reduced according to the following formula.

$$O_n = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

- O_n = the new exercise price of the Loyalty Option;
- O = the old exercise price of the Loyalty Option;
- E = the number of underlying securities into which one Loyalty Option is exercisable;
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.



[8.9 OPTION TERMS]

PRO RATA BONUS ISSUES

If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Loyalty Option is exercisable may be increased by the number of shares which the Optionholder would have received if the Loyalty Option had been exercised before the record date for the bonus issue. The exercise price will not change.

TAKEOVERS AND SCHEMES OF ARRANGEMENT

If during the currency of any Loyalty Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the Corporations Act) is made to holders of Shares then within 10 business days after the Company becomes aware of the offer, the Company must forward a notice notifying the Optionholder of the offer and from the date of such notification, the Optionholder has 60 days within which to exercise the Loyalty Options notwithstanding any other terms and conditions applicable to the Loyalty Options or arrangement. If the Loyalty Options are not exercised within 60 days after notification of the offer, the Loyalty Options may be exercised at any other time according to their terms of issue.

If an offer for shares in the Company is made to Shareholders pursuant to a scheme of arrangement which has been approved in accordance with the Corporations Act, the Optionholder will be entitled to exercise Loyalty Options held by him/her within the period notified by the Company.

TRANSFERS NOT PERMITTED

The Loyalty Options are not transferable.

NOTICES

Notices may be given by the Company to the Optionholder in the manner prescribed by the Constitution of the Company for the giving of notices to Shareholders and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Optionholder.

RIGHTS TO ACCOUNTS

The Optionholder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, however, if the Optionholder is not a Shareholder, it will not have any right to attend or vote at these meetings.





OPTIONS

The rights attaching to the Options to be issued to Economos Pty Ltd (or Nominee) are as follows:

TERM

The Options may be exercised from the date the Company is admitted to the Official List of NSX. The Options will expire on the thirty six (36) month anniversary of the date the Company is admitted to the Official List of NSX.

The Options may be exercised at any time wholly or in part by delivering a duly completed notice of exercise together with a cheque for the exercise price to the Company at any time during the Option period.

There is no restriction on the number of Options that may be exercised at one time.

Shares issued upon exercise of the Options will rank equally with the Company's existing Shares.

EXERCISE PRICE

The exercise price for each Option shall be \$0.20.

TRANSFERS

Subject to any restrictions imposed by the NSX and ASIC, the Options are not transferable.

PARTICIPATION IN SECURITIES ISSUES

The Option holder will be permitted to participate in new issues of securities of the Company on the prior exercise of the Options. The Option holder will be given at least 14 days notice (prior to and inclusive of the record date) to exercise the Options.



[8.9 OPTION TERMS]

OPTIONS

PARTICIPATION IN REORGANISATION OF CAPITAL

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- ✦ the number of Options, the exercise price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the NSX Listing Rules, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on share-holders; and
- ✦ subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$O_n = \frac{O - E [P - (S + D)]}{N + 1}$$

Where:

- | | | |
|----------------|---|--|
| O _n | = | the new exercise price of the Option; |
| O | = | the old exercise price of the Option; |
| E | = | the number of underlying securities into which one Option is exercisable; |
| P | = | the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date; |
| S | = | the subscription price for a security under the pro rata issue; |
| D | = | dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); |
| N | = | the number of securities with rights or entitlements that must be held to receive a right to one new security. |





QUOTATION

The Company does not intend to apply for listing of the Options on the NSX.

The Company shall apply for listing of Shares issued upon exercise of any Option. This may or may not be granted and may be subject to restrictions or conditions imposed by the NSX and ASIC in accordance with the Corporations Act.

If there is a bonus issue to the holders of Shares in the Company, the number of shares over which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the exercise price, increase the number of Options or change any period for exercise of the Options.



[8.10 LITIGATION]

The Directors are not aware of any current or threatened litigation, arbitration proceeding, administrative appeal or criminal or governmental prosecution of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse impact on the business or the financial position of the Company.

[8.11 COSTS OF THE OFFER]

The total expenses estimated to be incurred by the Company in relation to this Replacement Prospectus (assuming the Minimum Subscription is raised) are approximately \$236,300 and are expected to be applied towards the items set out in the table below:

ITEM OF EXPENDITURE	MINIMUM SUBSCRIPTION \$	MAXIMUM SUBSCRIPTION \$
Legal Expenses	75,000	75,000
Underwriter	51,500	51,500
Authorised Intermediary	16,000	54,500
NSX Listing Fees	39,000	41,000
ASIC Fees	2,500	2,500
Investigating Accountants Report	16,000	16,000
Marketing, printing and associated costs	45,000	45,000
Accountant Fees	22,000	22,000
Share Registry Costs	4,300	5,200
TOTAL	271,300	312,700





[8.12 INTERESTS OF DIRECTORS]

INTERESTS IN SECURITIES

The Directors are not required to hold any Shares in the Company under the Company's Constitution. The table below sets out details of direct and indirect interests of Directors in the securities of the Company at the date of this Replacement Prospectus.

NAME	SHARES	OPTIONS	CONVERTIBLE NOTES
Kosmas Dimitriou	Nil	Nil	Nil
Peter Simpson	Nil	Nil	Nil
Anthony Panoyan	Nil	Nil	Nil
Alex Dimos*	13,990	Nil	1
John Stratilas	1,600,000	Nil	Nil

* the Convertible Note will convert into 25,000 Shares and 75,000 Loyalty Options upon completion of the Offer. Please refer to Section 8.8 of this Replacement Prospectus for further details.

As noted in section 7.5 of this Replacement Prospectus, both Kosmas Dimitriou and Alex Dimos are currently non-executive directors of the Company's Nominated NSX Advisor, IQ3corp Ltd. However, neither Kosmas nor Alex have an interest in any of IQ3corp Ltd's securities.

OTHER INTERESTS OF DIRECTORS

Except as disclosed in this Replacement Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Replacement Prospectus, any interest in:

- ✦ the formation or promotion of the Company; or
- ✦ property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares; or
- ✦ the Offer of the Shares.

Except as disclosed in this Replacement Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or given or agreed to be paid or given to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer of the Shares.



[8.13 DIRECTORS FEES]

The Constitution of the Company provides that non-executive Directors, other than a Managing Director or an Executive Director, are entitled to remuneration as determined by the Directors but not exceeding in aggregate for any financial year the maximum sum that is from time to time approved by the Company in General Meeting. At the date of this Replacement Prospectus this maximum sum is \$300,000 (inclusive of Superannuation).

The Company's executive remuneration and reward framework has the following components:

- ✦ base pay, performance bonus and non-monetary benefits; and
- ✦ other remuneration such as superannuation and long service leave.

That remuneration may consist of salary, bonuses or any other elements but must not be a commission on or percentage of profits or operating revenue.

Director's of the Company may be entitled to acquire securities in the Company under the Company's Employee Share Option Plan. Further details about the Plan are set out in Section 8.7 of this Replacement Prospectus.

The fees that the Directors of the Company have been paid to the date of this Replacement Prospectus are set out in Section 4.4 of this Replacement Prospectus.

In addition to any remuneration, the Company must pay a Director all reasonable expenses (including travelling and accommodation expenses) incurred by the Director in attending meetings of the Company, the Board, or a committee of the Board on the business of the Company or in carrying out duties as a Director.





[8.14 INTERESTS OF ADVISORS AND EXPERTS]

Except as disclosed in this Replacement Prospectus, no expert, promoter or any other person named in this Replacement Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Replacement Prospectus, nor any firm in which any of those persons is or was a partner nor any company with which any of those persons is or was associated, has now, or has had, in the 2 year period ending on the date of this Replacement Prospectus, any interest in:

- ✦ the formation or promotion of the Company; or
- ✦ property acquired or proposed to be acquired by the Company in connection with its formation or promotion; or
- ✦ the Offer under this Replacement Prospectus.

Except as disclosed in this Replacement Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or given or agreed to be paid or given to any expert, promoter or any other person named in this Replacement Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Replacement Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Replacement Prospectus.

- ✦ K S Capital Pty Ltd is acting as the Underwriter to the Offer. The fees payable to K S Capital are set out in Section 7.1 of this Replacement Prospectus.
- ✦ Capital and Finance Pty Ltd is acting as an authorised intermediary to the Offer. The fees payable to Capital and Finance Pty Ltd are set out in Section 7.4 of this Replacement Prospectus.
- ✦ In accordance with the terms of their engagement, TressCox will be paid \$68,000 (plus applicable GST) by the Company for services relating to the preparation of this Replacement Prospectus, associated due diligence and in relation to the various material agreements and contracts set out herein. During the 24 months preceding lodgement of this Replacement Prospectus with ASIC, TressCox has received approximately \$68,000 (plus applicable GST) for legal services provided to the Company.
- ✦ In accordance with the terms of its engagement, as the Independent Accountant Nexia Court & Co will be paid an amount \$14,500 (plus applicable GST) in relation to provision of the Independent Accountants' Report set out in Section 5 of this Replacement Prospectus.



[8.15 CONSENTS]

Nexia Court & Co has given and not withdrawn its written consent to be named herein as Investigating Accountant, in the form and context in which it is so named. In addition, it has given and not withdrawn its written consent to the dispatch of this Replacement Prospectus with reference to its report in relation to the Financial Statements of the Company as at 31 March 2013. Nexia Court & Co has had no involvement in the preparation of this Replacement Prospectus other than the inclusion of such report and such references and has not given any professional or other advice in respect of any other part of this Replacement Prospectus. Nexia Court & Co does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any other part of this Replacement Prospectus.

Boardroom Pty Limited has given and not withdrawn its written consent to be named herein as the share registry to the Company in the form and context in which it is so named. In addition, it has given and not withdrawn its written consent to the dispatch of this Replacement Prospectus. Boardroom Pty Limited has had no involvement in the preparation of this Replacement Prospectus and has not given any professional or other advice in respect of any other part of this Replacement Prospectus. Boardroom Pty Limited does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Replacement Prospectus.

TressCox Lawyers have given and not withdrawn their written consent to be named herein as the Solicitor to the Company in the form and context in which they are so named. TressCox Lawyers have given and not withdrawn its written consent to the dispatch of this Replacement Prospectus with all references to it in such capacity being included in this Replacement Prospectus in the form and context in which they are so included. TressCox Lawyers do not accept any liability to any person for any false or misleading statement in, or omission from any part of this Replacement Prospectus.

K S Capital Pty Ltd has given and not withdrawn its written consent to be named herein as the Underwriter to the Offer in the form and context in which it is so named. In addition, it has given and not withdrawn its written consent to the dispatch of this Replacement Prospectus. K S Capital Pty Ltd has had no involvement in the preparation of this Replacement Prospectus and has not given any professional or other advice in respect of any other part of this Replacement Prospectus. K S Capital Pty Ltd does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Replacement Prospectus.

Capital and Finance Pty Ltd has given and not withdrawn its written consent to be named herein as the authorised intermediary to the Offer in the form and context in which it is so named. In addition, it has given and not withdrawn its written consent to the dispatch of this Replacement Prospectus. Capital and Finance Pty Ltd has had no involvement in the preparation of this Replacement Prospectus and has not given any professional or other advice in respect of any other part of this Replacement Prospectus. Capital and Finance Pty Ltd does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Replacement Prospectus.

IQ3corp Ltd has given and not withdrawn its written consent to be named herein as the nominated NSX advisor to the Company in the form and context in which it is so named. IQ3corp Ltd has had no involvement in the preparation of this Replacement Prospectus and has not given any professional or other advice in respect of any other part of this Replacement Prospectus. IQ3corp Ltd does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Replacement Prospectus.





[8.16 DOCUMENTS AVAILABLE FOR INSPECTION]

Copies of the following documents are available for inspection during normal office hours, free of charge, at the registered office of the Company, for 12 months after the date of this Replacement Prospectus:

- ✦ the Constitution of the Company;
- ✦ the rules of the Employee Share Option Plan set out in Section 8.7 of this Replacement Prospectus; and
- ✦ the Consents referred to in Section 8.15 of this Replacement Prospectus.





[9.0 DIRECTORS' RESPONSIBILITY AND CONSENT STATEMENT]

The Directors of the Company report that for the purposes of section 731 of the Corporations Act, they state that they have made all enquiries that were reasonable in the circumstances and have reasonable grounds to believe that any statements by them in this Replacement Prospectus are true and not misleading or deceptive, and that with respect to any other statements made in this Replacement Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by section 716(2) of the Corporations Act and have not withdrawn that consent before lodgement of this Replacement Prospectus with ASIC.

Each Director of the Company consents to the lodgement of this Replacement Prospectus with ASIC, and has not withdrawn that consent prior to this Replacement Prospectus being lodged.

This Replacement Prospectus is prepared on the basis that:

- ✦ certain matters may be reasonably expected to be known to professional advisers of the kind with whom applicants may reasonably be expected to consult; and
- ✦ information is known to Applicants or their professional advisers by virtue of any Acts or laws of any State or Territory of Australia or the Commonwealth of Australia.

Signed on behalf of the Company by,



Kosmas Dimitriou
Chairman

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[GLOSSARY OF DEFINED TERMS]

AEST	Australian Eastern Standard Time.
APPLICANT	A person who submits an Application.
APPLICATION	A valid application to subscribe for Shares using the Application Form.
APPLICATION FORM	An application form attached to or accompanying this Replacement Prospectus.
APPLICATION MONIES	Monies received from Applicants in respect of their Applications.
ASIC	Australian Securities & Investments Commission.
ASX SETTLEMENT	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX SETTLEMENT RULES	The settlement rules of ASX Settlement.
AUTHORISED INTERMEDIARY	Capital and Finance Pty Ltd (ACN 095 855 028).
BOARD	The Board of Directors of the Company.
CHES	Clearing House Electronic Sub Register System.
COMPANY	IQX Limited (ACN 155 518 380).
CONSTITUTION	The Constitution of the Company.
CONVERTIBLE NOTE	A convertible note described in Section 8.8 of this Replacement Prospectus.
CORPORATIONS ACT	Corporations Act 2001 (Cth).
DIRECTORS	Each of the Directors of the Company from time to time.
EXPOSURE PERIOD	The seven-day period beginning on the day when this Replacement Prospectus is lodged with ASIC, as extended by ASIC under section 727(3) of the Corporations Act, and ending no later than fourteen days after lodgement of this Replacement Prospectus.
HIN	Holder Identification Number.
INVESTMENT COMMITTEE	Investment Committee established by the Board.
INVESTMENT GUIDELINE POLICY	The Investment Guideline Policy adopted by the Board.

ISSUE	The issue of Securities under this Replacement Prospectus.
ISSUE PRICE	\$0.20 per Share
LIFE SCIENCE	Life Science encompasses various branches of science involved with the study of living organisms for the purpose of the Company's business, the Board considers it as the sector that utilises science and technology to deliver outcomes that are beneficial for society.
LISTING RULES	The Listing Rules of the NSX.
LOYALTY OPTIONS	An option described in Section 8.9 of this Replacement Prospectus.
MAXIMUM SUBSCRIPTION	The issue of 32,500,000 Shares to raise up to \$6,500,000.
MINIMUM SUBSCRIPTION	The issue of 15,000,000 Shares to raise \$3,000,000.
NSX	National Stock Exchange of Australia Limited (ACN 000 902 063).
NSX LISTING RULES	The official listing rules of the NSX. Listing Rules has the same meaning.
OFFER	The offer of Shares under this Replacement Prospectus, as set out in Section 2 of this Replacement Prospectus.
OFFICIAL LIST	The official list of the NSX.
OPTION	An option to acquire a Share.
PLAN	The employee share option plan described in Section 8.7 of this Replacement Prospectus.
REPLACEMENT PROSPECTUS	This Replacement Prospectus dated 13th September 2013.
RESTRICTED SECURITIES	Has the meaning given to that term in the Listing Rules.
SHARE	A fully paid ordinary share in the Company.
SHARE REGISTRY	Boardroom Pty Ltd (ACN 003 209 836).
SHAREHOLDER	A holder of Shares.
UNDERWRITER	K S Capital Pty Ltd (ACN 124 761 557).







[ANNEXURE A: AUTHORISED INTERMEDIARY FINANCIAL SERVICES GUIDE]

Pursuant to the Authorised Intermediary Letter Agreement described in Section 7.4 of this Replacement Prospectus and the requirements of the Corporations Act, Capital and Finance Pty Ltd has provided its Financial Services Guide in relation to its role in arranging for the issue of Shares by the Company pursuant to this Replacement Prospectus and accepting all Applications, Application Monies and arranging for the dealing in the Application Monies pursuant to this Replacement Prospectus.

FINANCIAL SERVICES GUIDE

Capital and Finance Pty Ltd
Australian Financial Services Licence Number: 269868
ABN: 53 095 885 028
Address: 29 Australia Street, Camperdown NSW 2050
Postal: PO Box 246, Camperdown NSW 1450
Telephone: 02 9029 6511
Facsimile: 02 8355 3666
Email: info@capitalandfinance.com.au

Before seeking our advice, you probably have a number of questions you would like to ask about us. You have the right to ask about our charges, the type of advice we will give and what you can do if you have a complaint about our services. If you have any questions about the contents of this document, please ask us for clarification. This Financial Services Guide is issued by your Adviser, with the authority of Capital and Finance. You should also be aware that you are entitled to receive a Statement of Advice (SoA) whenever we provide you with any advice which takes into account your objectives, financial situations and or needs. The SoA will contain the advice, the basis on which it is given and information about fees, commissions and associations which may have influenced the provision of the advice.

If further advice is furnished, or when no financial product is recommended, a Record of Advice (RoA) may be provided to you instead of an SoA. You have the right to request a copy of the RoA (if you have not previously received a copy) within 7 years of that further advice being given.

We may, in our general communications and marketing materials, provide you with general advice that is not designed to address your specific needs and objectives. It is up to you to decide whether these are appropriate for you.

In the event we make a recommendation to acquire a particular financial product (other than securities) or offer to issue or arrange the issue of a financial product, we must also provide you with a Product Disclosure Statement containing information about the particular product which will enable you to make an informed decision in relation to the acquisition of that product.

BEFORE YOU GET OUR ADVICE

Who is my adviser?

An Adviser Profile, which is attached, forms part of this FSG. This profile provides details about your Adviser and should be used in conjunction with this FSG.

Who does the adviser act for when providing financial services to me?

Your Adviser will be acting for you on behalf of Capital and Finance and is authorised to distribute this FSG.

What advisory services are available to me?

- Retirement planning strategies
- Wealth creation
- Superannuation strategies
- Self-managed superannuation advice
- Salary packaging
- Personal and business insurance services
- Gearing strategies
- Securities and derivatives
- Social security advice
- Foreign exchange
- Advanced strategic estate planning and succession strategies (personal and business)

In addition, your Adviser is able to offer you an on-going review service for your investment portfolio or life insurance program.

We provide financial product advice for the following financial products:

- Deposit and payment products, including basic deposit products, deposit products other than basic deposit products and non-cash payment products
- Derivatives
- Foreign exchange contracts
- Debentures, stocks or bonds issued or proposed to be issued by a government
- Risk insurance products, including life, trauma, income protection and total and permanent disability insurance
- Retirement savings accounts
- Securities
- Superannuation
- Managed investments

We will only recommend a financial product to you after considering its suitability for your individual needs, objectives and financial situation. The products we recommend are selected from our approved list of products and they have been researched by external experts.

How will I pay for the service?

Initial & On-going Commissions and Fees

The initial commission for investment type financial products can range between 0% and 10%, while on-going commissions may range between 0% and 2%. For example, for an investment of \$10,000 in a managed investment paying 4% initial commission and 1% on-going commission, the upfront commission would be \$400 and the on-going commission \$100 per year.

The upfront commission for risk insurance financial products can range between 0% and 140% depending on the product provider, while on-going commission may range between 0% and 40%. For example, on an insurance premium of \$1,000 paying 100% initial commission and 10% on-going commission, the upfront commission would be \$1,000 and the on-going commission \$100 per year.

Or

Fee for Service

If a fee for service is payable rather than commission, the hourly fee rate is from \$110 to \$440 per hour (inclusive of GST) depending on the scope of the work; however this is disclosed to you before you decide to proceed.

You may also be charged a Statement of Advice preparation fee. This can range between \$0 and \$8,800 (inclusive of GST) depending on the complexity and the time spent. Any fee for service must be paid within seven (7) days of the date of the tax invoice being issued to you.

Do Any Relationships Exist With Product Providers Which May Influence The Advice Being Given?

Neither your Adviser nor the Licensee have any association or relationship with the issuers of financial products that might reasonably be expected to be capable of influencing them in the provision of financial services.

WHEN YOU GET OUR ADVICE

Do I get detailed information about actual commissions and other benefits my adviser gets from making the recommendations?

Yes. You have the right to know about details of commissions and or other benefits your Adviser receives for recommending investments. We will provide this information to you when we make specific recommendations in the Statement of Advice or Record of Advice.

Will you give me advice that is suitable to my needs objectives and financial circumstances?

Yes. However, to do so we need to find out your individual objectives, financial situation and needs before we recommend any financial product to you. You have the right not to divulge this information to us, if you do not wish to do so. In that case, we are required to warn you about the possible consequences of us not having your full personal information. You should read the warnings carefully.

What should I know about any risks of the investments or investment strategies recommended to me?

We will explain to you any significant risks of investments and strategies that we recommend to you. If we do not do so to your requirements, you should ask us for further clarification.

What information do you maintain in my file and can I examine my file?

We maintain a record of your personal profile that includes details of your objectives, financial situation and needs. We also maintain records of any recommendations made to you. If you wish to examine your file, you should ask us and we will make arrangements for you to do so.

We are committed to implementing and promoting a Privacy Policy which will ensure the privacy and security of your personal information. A copy of our Privacy Policy is available for your information on our website at <http://capitalandfinance.com.au/privacy-policy/>

Can I tell you how I wish to instruct you to buy or sell my investment?

Yes. You may specify how you would like to give us instructions, for example by telephone, email, fax or other means. In all cases we must receive a written confirmation of these instructions.

IF YOU HAVE ANY COMPLAINTS**Who can I speak to if I have a complaint about the advisory service?**

We are committed to providing quality advice to our clients. This commitment extends to providing accessible complaint resolution mechanisms for our clients. If you have any complaint about the service provided to you, you should take the following steps:

Contact Compliance Manager at Capital and Finance Pty Ltd on 02 9029 6511 about your complaint.

We will try and resolve your complaint quickly and fairly.

If we cannot reach a satisfactory resolution, you can raise your concerns with the Financial Ombudsman Service (FOS) on 1300 780 808 or by post at GPO Box 3, Melbourne, Vic. 3001. We are a member of FOS' complaints resolution service. The Australian Securities & Investments Commission (ASIC) also has a freecall Infoline on 1300 300 630 which you may use to make a complaint or obtain information about your rights.

PROFESSIONAL INDEMNITY INSURANCE

We hold Professional Indemnity Insurance cover for the activities conducted under our AFS licence. The limit of the indemnity is \$4 million for any one claim and in the aggregate for all claims arising out of our AFS licence activities. The insurance will cover claims made in relation to the conduct of authorised representatives, representatives and employees of the Licensee who no longer work for the Licensee (but who did at the time of the relevant conduct). We believe that our Professional Indemnity Insurance cover satisfies the requirements of s.912B of the Corporations Act.

application form



REPLACEMENT PROSPECTUS 2013
IQX LIMITED

APPLICATION FORM



Guide to the Application Form

YOU SHOULD READ THE REPLACEMENT PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than **10,000** and then in multiples of **1,000**. Multiply by **\$0.20** AUD to calculate the total for Shares and enter the **\$amount** at B.
- C. Write your **full name**. Initials are not acceptable for first names.
- D. Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete **cheque details** as requested. Make your cheque payable to **IQX Limited Share Offer**, cross it and mark it **"Not negotiable"**. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address:

IQX Limited Share Offer

PO Box H69
Australia Square
NSW 1215

Delivery address:

IQX Limited Share Offer

Level 4
64 Clarence St
SYDNEY, NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Limited on 1300 737 760 or +61 2 9290 9600.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).



