regeneus

living regenerative medicine

2015 Annual Report

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Highlights for FY15 and Catalysts for FY16

Ethics approval for two first-in-human trials

- Received ethics approval for two first-in-human trials:
  - Progenza - allogeneic "off-the-shelf" stem cell therapy for osteoarthritis
  - RGSH4K - autologous cancer vaccine
- Positive preclinical results for Progenza

Demonstrate scalability of Progenza technology platform

- Demonstrated capacity to produce millions of doses of Progenza from a single donor
- Strategic focus on Progenza
- Transition from autologous (HiQCell) to allogeneic (Progenza) stem cell technologies

Progress on partnering and licensing discussions

- New laws passed in Japan in Nov 14 to promote regenerative medicine and accelerate access to new therapies
- Progressed partner discussions for manufacturing and clinical development of Progenza in Japan
- Progressed partner discussions for clinical development and global sales and marketing of Canine CryoShot - allogeneic "off-the-shelf" stem cell therapy for canine osteoarthritis

Substantial increase in granted patents

- Granting of 11 patents - 9 in Australia; 2 in NZ; and 1st US patent
- Securing exclusive rights to human cancer vaccine technology developed at Kolling Institute of Medical Research

Financial highlights

- Completed capital raising of $6.2m in Aug 14
- Reduced cost base - average quarterly cash burn of $1.7m
- $3.4m R&D tax incentive for FY15 - to be received Q2 FY16

FY16 Catalysts

• Secure global sales and marketing partner for CryoShot Canine	Q2 FY16
• First patient treated in human cancer vaccine trial	Q2 FY16
• Secure manufacturing and commercial partners for Progenza in Japan	Q2 FY16
• Interim safety report on STEP trial for Progenza	Q2 FY16
• Complete enrolment in human cancer vaccine safety trial	H2 FY16
• Complete CryoShot Canine pre-pivotal US trial	H2 FY16

Message from the Chairman and CEO

Message from the Chairman and CEO

Dear Shareholders,

On behalf of the Board of Directors, we are pleased to report on the progress we have made during the financial year ending 30 June 2015.

In FY15 we achieved a number of significant clinical, manufacturing and commercial milestones that have set the foundations for unlocking value in the business in FY16 and beyond.

Key achievements for FY15

Key achievements during FY15 included:

- Obtaining ethics approval for commencement of first-in-human trials for:
  - Progenza. Our allogeneic "off-the-shelf" stem cell therapy for osteoarthritis;
  - RGSH4K. Our cancer vaccine;
- Demonstrating our capacity to manufacture millions of doses of Progenza from a single donor;
- Progressing our partnering and licensing discussions:
  - For the manufacture, clinical and commercial development of Progenza in Japan;
  - For the clinical development and sales and marketing of CryoShot canine, our allogeneic stem cell therapy for canine OA;
- Substantial growth in our intellectual property portfolio including:
  - Granting of 11 new patents and our 1st US granted patent;
  - Securing the exclusive rights to the human cancer vaccine technology developed at the Kolling Institute of Medical Research at Royal North Shore Hospital.

A more detailed review of the company's operations for the period is set out in the Directors' Report.

Strategic focus on Progenza

Over the last year, the company has made significant clinical and manufacturing progress in the Progenza program. This progress, together with the lack of scalability and regulatory certainty of the HiQCell business model, has contributed to the Board's decision to focus the company's efforts and resources on the development of Progenza and reduce the focus and expenditure on the commercialisation of HiQCell.

It has become clear that allogeneic "off-the-shelf" stem cell products like Progenza, are the preferred business model of pharmaceutical companies because of the advances in scalable production and distribution. The company will assess the licensing options for HiQCell technology once there is greater regulatory certainty for autologous stem cell products.

Financial highlights for FY15

The financial highlights for FY15 as reported in the company's financial statements included:

- Revenues of $2.06m in line with last year's revenues (FY14: $2.09m);
- Net loss down 12% to $6.6m (FY14: $7.5m);
- Net operating cash outflows of $5.9m (FY14: $6.2m);
- Successful capital raising completed in August 2014, net of costs of $6.17m;
- Receipt of $3.73m R&D tax incentive for FY14;
- Cash at 30 June 2015, $3m and receipt in October of $3.4m R&D tax incentive for FY15;

A more detailed financial review is set out in the Directors' Report.

Looking forward

2016 is shaping up to be a turning point in the evolution of the company with a number of key commercial, clinical and R&D milestones in sight.

We look forward to capitalising on the effort to date in unlocking the value in the company's clinical assets and hopefully the market supports these developments.

Thanks

We'd like to thank our fellow directors and the team at Regeneus for their outstanding efforts and contribution to the business over the last financial year.

In particular, we'd like to thank Professor Graham Vesey, our founding CEO who moved from CEO to Executive Director and Chief Scientific Officer in November last year. Professor Vesey served as the founding CEO for seven years and played a vital role in the growth and development of the business.

We'd like to farewell Associate Professor Ben Herbert, a co-founder, who stepped down from the Board in November last year after serving for seven years as a founding director of the company. We'd like to thank Ben for his important contribution to the Board and the company.

Welcome to Dr. Glen Richards who joined the Board in April this year. As the founding MD of Greencross, Australia's largest listed veterinary health group, Glen brings a unique combination of clinical and business experience to the Board.

Finally, we would like to thank our shareholders for their support of the company and what we do and showing patience as we develop and seek to partner our regenerative medicine products.

Dr. Roger Aston
Chairman

John Martin
Chief Executive Officer

Product Pipeline Overview

Human Health Pipeline

Product	Indication	Preclinical	Manufacturing and process development	Phase 1	Phase 2	Phase 3	Market approval	Market size
Progenza	Osteoarthritis	Allogeneic adipose MSCs						US$12b
RGSH4K	Oncology	Autologous tumour vaccine						US$33b

Cell secretions for inflammatory skin conditions are not included in the pipeline.

Animal Health Pipeline

Product	Indication	Discovery	Manufacturing and process development	Safety and efficacy studies	Pivotal study	Market approval	Market size
CryoShot Canine	Osteoarthritis	Allogeneic adipose MSCs					US$500m
CryoShot Equine	Osteoarthritis	Allogeneic adipose MSCs					US$500m
Kvax	Oncology	Autologous tumour vaccine					US$550m

Allogeneic cells - cells from a donor

Autologous cells - patient's own cells

Intellectual Property Portfolio Update

Regeneus currently has 12 patent families underpinning the product portfolio. This includes nine patents granted in Australia, two patents granted in New Zealand and the first patent granted in the United States. This patent portfolio also includes a new patent family - enhanced cell therapies: Progenza and CryoShot. In July 2014, Regeneus secured the exclusive rights to the human cancer vaccine technology developed at the Kolling Institute of Medical Research.

Australian Granted Patents

Patent Number	Title	Filing Date
2013204930	Therapeutics using multiple injections of cells	12/04/2013
2013203165	Pharmaceutical compositions and topical use thereof	09/04/2013
2013203164	Therapeutics for skin conditions	09/04/2013
2013203072	Therapeutic methods and compositions comprising cells and secretions	09/04/2013
2012229890	Pharmaceutical compositions and topical use thereof	15/03/2012
2011342382	Arthroscopy method	19/12/2011
2011247866	Allogeneic therapeutic methods using adipose tissue-derived cell suspensions	08/11/2011
2009284700	Autologous therapeutic methods using adipose tissue-derived cell suspensions	20/08/2009
2009201915	Therapeutic methods	14/05/2009

New Zealand Granted Patents

Patent Number	Title	Filing Date
612473	Arthroscopy method	19/12/2011
591626	Therapeutic methods using adipose tissue-derived cell suspensions comprising adipocytes	20/08/2009

US Granted Patents

Patent Number	Title	Filing Date
9,062,288	Therapeutic methods using adipose tissue-derived cell suspensions comprising adipocytes	20/08/2009

01 Directors' Report

Your Directors present their report for Regeneus Ltd and its controlled entities (the Group) for the financial year ended 30 June 2015.

1. Directors

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

Dr. Roger Aston
- Non-executive Chairman

John Martin
- CEO and Executive Director

Professor Graham Vesey
- CSO and Executive Director

Barry Sechos
- Non-executive Director

Dr. Glen Richards
- Non-executive Director
- Appointed 1 April 2015

Assoc. Professor Ben Herbert
- Non-executive Director
- Resigned 10 November 2014

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

Chairman

Dr. Roger Aston has served on the Board since 2013 and was appointed Chairman in November 2014. He is one of the most experienced and commercially astute people in drug commercialisation in Australia. Roger brings more than 20 years experience in the pharmaceutical and healthcare industries in senior roles in the United Kingdom, Asia Pacific and Australia. Roger is also a director or chairman on a number of boards carrying out late-stage drug development.

Other current directorships
Pharmaust Ltd
Immuron Ltd
Oncosil Medical Ltd
ResApp Health Ltd

Previous directorships of (last 3 years)
Mayne Pharma Health Ltd
IDT Ltd
PolyNovo Ltd (Formerly Calzada Ltd)

Interests in shares
51,179

Interests in options
Nil

CEO - Executive Director

John Martin has served on the Board since early 2009 and was appointed CEO in November 2014. John has over 20 years of experience as a business executive, director and corporate lawyer including roles as CEO and Director of ASX-listed and private emerging technology companies including BTF and Proteome Systems. John was a corporate and executive partner of Allens specialising in M&A, fundraising and life sciences.

Other current directorships
None

Previous directorships (last 3 years)
None

Interests in shares
7,253,908

Interests in options
2,808,560

CSO - Executive Director

Professor Graham Vesey is a co-founder and founding CEO of the Company and has served on the Board since incorporation. He was appointed Chief Scientific Officer in November 2014. Graham is a successful biotechnology entrepreneur, technology innovator and inventor and a highly regarded scientist. Graham was a co-founder and Executive Director of the successful biotech start-up, BTF, which was sold to bioMerieux in 2007. Graham is an Adjunct Professor at Macquarie University.

Other current directorships
None

Previous directorships of (last 3 years)
None

Interests in shares
15,879,968

Interests in options
2,271,061

Non-executive Directors

Barry Sechos has served on the Board since 2012 and has over 20 years experience as a director, business executive and corporate lawyer with particular experience in investment and asset management. Barry is Executive Director of the Sherman Group (an early-stage investor in the Company) and sits on the board of many Sherman Group companies and investee companies.

Other current directorships
Aberdeen Leaders Fund Ltd

Previous directorships of (last 3 years)
iCash Payment System Ltd

Interests in shares
Nil

Interests in options
Nil

Dr. Glen Richards joined the Board of the Company on 1 April 2015. Glen practised companion animal medicine and surgery in Brisbane, Townsville and London before establishing Greencross Vets in 1994. As Managing Director of Greencross Ltd (ASX:GXL) he created Australia's largest veterinary healthcare group with over 120 veterinary practices and 200 pet specialty stores. He resigned as MD in December 2014 and continues as a Non-executive Director. Glen is a Director of Smartvet Pty Ltd, a biotech company developing an innovative application of paraciticides for cattle. He is also a Non-executive Director of 1300Smiles (ASX:ONT) an aggregator of dental facilities across Australia.

Other current directorships
Greencross Ltd
1300Smiles Ltd

Previous directorships (last 3 years)
None

Interests in shares
2,333,333

Interests in options
Nil

Assoc. Professor Ben Herbert is a co-founder and founding Director of the Company and has served on the Board since incorporation. Ben resigned on 10 November 2014.

Other current directorships
None

Previous directorships (last 3 years)
None

Interests in shares
9,009,412

Interests in options
Nil

Company Secretary

Sandra McIntosh is the Company Secretary and Investor Relations Manager. Sandra has been with the Company since 2009, and has 20 years management experience in HR, customer service and finance.

2. Principal activities

Regeneus is an ASX-listed clinical-stage regenerative medicine company developing innovative cell-based therapies for the human and animal health markets.

The Company's portfolio of therapeutic products are being developed to treat conditions with significant unmet medical needs with a focus on osteoarthritis and other musculoskeletal disorders, oncology and dermatology diseases.

The portfolio of therapeutic products is being developed using the Company's proprietary stem cell and immuno-oncology technology platforms.

3. Operating and financial review

Review of operations

During the year, the Company has made important progress in the clinical development of its therapeutic product candidates as it moves toward partnering its product opportunities for development and ultimately commercialisation.

Set out below is a summary of the year's highlights.

Progenza - allogeneic "off-the-shelf" stem cell therapy for osteoarthritis

During the year significant progress was achieved in advancing the development of Progenza for the treatment of osteoarthritis. This included:

- Receiving ethics approval for collecting adipose stem cells from human donors to manufacture Progenza for a first-in human trial;
- Manufacturing the Progenza stem cell product and demonstrating the capacity to produce millions of vials of Progenza from a single donor;
- Positive preclinical data results;
- Receiving ethics approval to proceed with the first-in-human trial to evaluate safety and tolerability as well as preliminary efficacy of Progenza.

The sentinel patient was treated in August 2015 with no safety concerns and enrolment and dosing of the first cohort of 10 patients should occur in the first half of FY16 with the second cohort of 10 patients in Q3 FY16.

Progenza is a very important technology platform for the Company as it has the potential to be used as an off-the-shelf treatment option for musculoskeletal disorders other than osteoarthritis and inflammatory or immune-mediated conditions that have limited treatment options. The Company will be exploring its options to unlock value in the wider applications of Progenza.

Japan strategy
In November 2014, we were encouraged by the passing of new regenerative medicine laws in Japan which reform the pharmaceutical and medical regulations and provide a rapid approval process specifically for regenerative medicine products like Progenza. The new laws allow for the conditional approval of cell-based products after having demonstrated probable efficacy in a Phase 2 trial. The new laws have stimulated partnering opportunities in Japan for foreign companies in the regenerative medicine space. Over the last 12 months, we have made significant progress in identifying and meeting with potential manufacturing, clinical and marketing partners in Japan. We anticipate finalising these discussions in the first half of FY16.

HiQCell - autologous cell therapy for human osteoarthritis
HiQCell is one of the most established autologous cell therapy procedures for osteoarthritis in Australia and operates in accordance with the TGA Biologicals regulations. Over 600 patients have been treated with HiQCell since it was launched in 2012 and it is supported by substantial clinical data including registry data for over 600 joints.

During the year, an increasing number of medical practitioners were offering autologous cell therapy procedures treating a broad range of diseases with no supporting clinical data. Among other things, this resulted in negative media during the first-half of the year. In November 2014, the Board conducted a strategic review of the HiQCell business. Key issues identified included: lack of scalabilty of the business model due to the TGA regulations requiring in-clinic cell processing; no reimbursement for the procedure; regulatory uncertainty both in Australia and other major jurisdictions; need for further controlled clinical data; low barriers to entry for medical practitioners with no expertise in the treatment of disease; resistance to change by established medical specialists; increasing media attention seeking regulatory change; and a more compelling business model and market opportunity for Progenza.

In January 2015, the TGA issued a discussion paper, "Regulation of autologous stem cell therapies - discussion paper for consultation". Submissions closed on 3 March 2015. The TGA received in excess of 80 responses representing a wide range of views including a substantial response from Regeneus with supporting clinical data. To date, the TGA has indicated that these responses are under review and has made no indication on timing of next steps.

Rather than continue to operate HiQCell in an uncertain market where it has little scalability, the Company has transitioned away from its external manufacturing and service model to medical partners and reduced all costs associated with this model, including existing cell processing facilities in Australia and Singapore. The Company will review the commercial opportunity for licencing the technology when there is greater certainty in the local market. The substantial knowledge and clinical data gained from the HiQCell procedures is significant and will assist Regeneus in the clinical development of Progenza.

RGSH4K – human cancer vaccine
In 2014, Regeneus secured the exclusive worldwide rights to the human applications of a new therapeutic cancer vaccine technology developed at the Bill Walsh Translational Cancer Research Laboratory, part of the Kolling Institute of Medical Research at Royal North Shore Hospital in Sydney.

In May 2015, ethics approval was received to commence a first-in-human trial for a personalised therapeutic cancer vaccine that uses a patient's tumour to harness the body's own immune system to fight cancer cells.

The trial, known as ACTIVATE, is a single centre, open label, Phase 1 dose escalating study to evaluate the safety, tolerability and preliminary efficacy of RGSH4K.

To facilitate the trial, the Company has established an ethics-approved tumour bank for the banking of existing tumours or for new tumours. The Company anticipates the first patient will be dosed in Q1 FY16.

The Company will explore partnering options in conjunction with the Phase 1 study.

CryoShot – allogeneic "off-the-shelf" stem cell therapy for dogs and horses
During the year the Company continued product development and generating further clinical data for canine and equine CryoShot.

In a controlled study of CryoShot for canine osteoarthritis, we established the number of dogs needed in our pre-pivotal US study and we identified important intellectual property to assist with predicting the conditions to improve the likelihood of success when using CryoShot.

We are well advanced in our preparations for the commencement of our pre-pivotal US trial for canine CryoShot to commence in Q1FY16.

Kvax – canine cancer vaccine
Kvax is a therapeutic cancer vaccine for animals. Kvax provides a new customised therapy, which is specifically created to treat individual cancer types.

Kvax uses a small amount of tumour that is removed from the animal. The tumour sample is then sent to Regeneus' production facility, where a personalised vaccine is created. The vaccine is administered to the dog by its treating veterinarian over a number of weeks, stimulating the dog's immune system and enabling it to see the cancer cells as foreign. This process helps to prevent further growth of the existing tumour and the development of new tumours.

As Kvax is an autologous vaccine, it can be made available commercially in the US and Australia however its success will depend on positive efficacy data in defined cancer types. A clinical trial has commenced in the United States with VCA, a leading provider of pet health care services, that will provide important efficacy data in a single, defined tumour type, and will increase awareness of the Kvax cancer treatment with vets and dog owners in the US.

The Company is also planning a trial in FY16 in another major canine cancer type. Regeneus continues to explore global commercial partnering opportunities for Kvax.

Cell secretions cream – for inflammatory skin conditions

During the year we made progress on development of a cell secretions cream for the management of acne and other inflammatory skin conditions. The cell secretions technology utilises the molecules (including cytokines and growth factors) that are secreted by mesenchymal stem cells. It is widely recognised that the therapeutic value of MSCs is due to these secretions and when applied to skin, there is a local anti-inflammatory effect, an acceleration of healing and reduction in scarring.

Regeneus has developed technology and protocols for the production of the secretions and is working on ways to scale up manufacture of the secretions and minimise costs of production. In November 2014, the Company was granted an Australian patent for the use of the secretions technology for the topical treatment of acne and other inflammatory skin conditions.

In a recent repeat insult patch test on participants with sensitive skin, the cell secretions were shown to be considered as a non-primary irritant and non-primary sensitiser to skin.

We continue to explore our partnering options for the technology in different regulatory pathways.

Financial review

Capital raising

In August 2014, Regeneus successfully completed a capital raising of $6.3m. Structured in two parts, the first part was a private placement with institutional and sophisticated investors raising $3.0m from the issue of 11,538,462 shares at $0.26 and 3,846,154 options (1 for 3) exercisable August 2015 at $0.40. The second, a Share Purchase Plan (SPP), closed oversubscribed by 10% raising $3.3m from 12,953,604 shares at $0.26 per share. Costs associated with the capital raising were $200,056.

Operating results

The loss of the Group for the financial year after income tax was $6.6m (2014: $7.5m). The loss includes an R&D Tax incentive of $3.4m (2014: $3.7m).

While the results were broadly in line with expectations, there were a number of one-off costs totaling $1.6m. These costs were incurred as part of the implementation of strategic decisions following a review of the HiQCell business including: redundancies - $637k; lease exit costs - $204k; capital assets disposal losses $278k; and Singapore operating costs $363k. After adjusting for these one-off costs the loss for the year would be less than $5.0m.

Revenue

Income from sale of goods

Income from sale of goods for 2015 at $2.1 million was 2% less than 2014.

Overall income from sales of goods declined in the second half over the first half predominantly due to the decline in HiQCell treatments driven by uncertainty in the local regulatory environment. Revenue in the first half was $528k, the second half was $225k.

The number of CryoShot treatments was 906 compared to the prior year of 1,155. The revenue was significantly lower at $131k compared to $209K in 2014, driven by the number of company-funded clinical trials being undertaken. The volume of data these clinical trials will generate is expected to secure a commercial partner shortly.

Kvax treatments were initiated in the year with 26 treatments giving rise to revenue of $26k.

Licence fees

These represent technology licence fees for Research and Development and continue to be an important part of the ongoing relationships Regeneus has with key R&D partners.

In December 2013 a twelve month arrangement was secured with Cryosite Ltd to expand our R&D activities relating to the manufacture of Progenza. This undertaking is now complete and the arrangement has expired. New arrangements reflecting the Group's R&D strategy are under consideration.

	2015 $'000	2014 $'000
Operating activities		
Licence fee income	900	904
Income from sale of goods	920	998
Interest received	241	193
Total revenue	**2,061**	**2,095**

Expenditure

Research and Development expenses

R&D expenditure declined by 14%. This is reflective of the status of the various projects being undertaken. The achievement of positive production results in Progenza has resulted in collaborative projects with third parties reducing as the focus is increasingly about production for trials.

In line with the Group's policy and to comply with accounting standards, all costs associated with research and development are fully expensed in the period in which they are incurred as the Directors do not consider the Group can demonstrate all the factors required by the accounting standards to be able to capitalise development expenditure at this time.

Selling expenses
These expenses were predominantly incurred as part of the development of the HiQCell business. Based on the current positioning of HiQCell they are actively being reduced.

Occupancy costs
The expenditure on premises increased with a full year of the Group's new office at Pymble which includes laboratory, warehouse and office facilities. Additionally, costs were incurred in recognising redundant premises due in part to the reduced HiQCell activity.

Corporate expenses
Corporate costs remained consistent with the prior year. In 2015 there were a number of one-off costs incurred including securing patents as well as restructuring costs. The benefit of the restructuring costs will be to drive a reduction in costs in 2016.

	2015 $'000	2014 $'000	Movement $'000
Research and Development	4,945	5,759	(814)
Selling	1,678	2,253	(575)
Occupancy	757	628	129
Corporate	3,814	3,875	(61)
Finance costs	56	349	(293)
Total expenses	**11,250**	**12,864**	**(1,614)**

Cash flows
The net cash inflows for the period were:

	2015 $'000	2014 $'000
Net cash (used in) operating activities	(5,923)	(6,239)
Net cash provided by (used in) investing activities	260	(1,873)
Net cash provided by financing activities	6,168	10,209
Net change in cash and cash equivalents held	505	2,097

Operating activities - these amounts are the ongoing amounts paid as part of the normal operations offset by the receipt of the prior year R&D incentive of $3.7m received September 2014 and $2.3m in 2013.

Investing activities – in the current year minimal investment in capital equipment was required. Several cash securities held over premises fitout were released as lease payments were made.

Financing activities – the net proceeds from the share placement in August/September 2014; prior year related to the IPO in September 2013.

Significant changes in state of affairs
During the year a strategic review of commercial operations of HiQCell was undertaken. In Singapore, regulatory changes have resulted in delays in commencing commercial operations and an increase in the cost structure associated with that location. Accordingly, Regeneus South East Asia Pte Ltd has been wound down.

Changes in accounting policy
There were no changes in accounting policy during the reporting period.

Events subsequent to the reporting period
There are no events that have arisen after 30 June 2015 and prior to the signing of this financial report that would likely have a material impact on the financial results presented.

Likely developments business strategies and prospects
Over FY16 and FY17 Regeneus will be focusing on the following business initiatives and strategies:

- Complete our first-in-human trial (safety study) of Progenza;
- Finalise arrangements with Japanese partners for the manufacture and clinical development of Progenza in the Japanese market;
- Identify partners for Progenza for Europe and USA;
- Explore new clinical applications for Progenza;
- Complete a first-in-human (safety study) for the human therapeutic cancer vaccine;
- Finalise arrangements with a suitable partner for CryoShot for a US pivotal trial and GMP manufacture; and
- Identify a partner for clinical development and commercialisation of Kvax.

Directors' meetings

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

Directors' name	Board meetings		Audit and risk committee		Remuneration and nominations charter	
Directors' name	**A**	**B**	**A**	**B**	**A**	**B**
Roger Aston	11	10	1	1	3	3
John Martin	11	11	1	1	3	3
Graham Vesey	11	10	-	-	-	-
Barry Sechos	11	11	1	1	3	3
Glen Richards (Appointed 1 April 2015)	3	3	-	-	-	-
Ben Herbert (Resigned 10 November 2014)	5	5	-	-	-	-

Column A is the number of meetings the director was entitled to attend.
Column B is the number of meetings the director did attend.

Dividends paid or recommended

No dividends have been paid or declared since the start of the financial year (2014: nil).

4. Unissued shares under option

Unissued ordinary shares of Regeneus Ltd under option at the date of this report are:

Date of granting	Expiry date	Exercise price of option $	Number under option
02/06/2010	30/05/2020	0.006	308,040
01/07/2010	28/06/2020	0.136	2,310,300
23/07/2010	20/07/2020	0.136	770,100
01/01/2011	29/12/2020	0.136	539,070
21/02/2011	18/02/2021	0.136	1,001,674
11/03/2011	08/03/2021	0.140	100,000
25/05/2011	22/05/2021	0.280	60,000
25/07/2011	22/07/2021	0.280	25,000
01/07/2011	28/06/2021	0.280	857,143
01/12/2011	28/11/2021	0.280	1,271,428
16/09/2013	15/09/2018	0.250	4,435,710
04/12/2013	03/12/2018	0.250	2,986,400
21/10/2014	20/10/2019	0.160	900,000

During 2015, 3,864,154 unlisted options were issued as follows:

- 15 August 2014 - 3,589,743 options issued at exercise price $0.40, expired 15 August 2015;
- 6 November 2014 - 256,411 options issued at exercise price $0.40, expired 15 August 2015.

All unexercised, vested options expire on the earlier of their expiry date or within a period set out in the plans. These options were issued under the Employee Share Option Plan and Option Trust Share plans, and have been allotted to individuals on condition that they meet the agreed milestones before the options vest. The unlisted options were issued as part of the capital raising and expire 15 August 2015. The options do not entitle the holder to participate in any share issue of the Company.

As part of the IPO, 12,740,252 employee options, that had an exercise price of less than 20 cents, were exercised prior to the listing on the 19 September 2013. These were financed by a full recourse loan provided by the Company to the option holders.

5. Shares issued during or since the end of the year as a result of exercise of options

During or since the end of the year, no shares were issued by the Company as a result of the exercise of options (2014: Nil).

6. Remuneration report (audited)

The Directors of the Group present the Remuneration Report for Executive Directors, Non-executive Directors and other key management personnel prepared in accordance with the Corporations Act 2001 and the Corporations Regulations 2001.

The Remuneration Report is set out under the following main headings:

a. Principles used to determine the nature and amount of remuneration;
b. Details of remuneration;
c. Service agreements;
d. Share-based remuneration;
e. Bonuses; and
f. Other information.

a. Principles used to determine the nature and amount of remuneration

The principles of the Group's executive strategy and supporting incentive programs and frameworks are:

- To align rewards to business outcomes that deliver value to shareholders;
- To drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- To ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

Regeneus has structured a remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The Board has established a Remuneration and Nominations Committee which operates in accordance with its charter as approved by the Board and is responsible for making recommendations to the Board for reviewing and approving compensation arrangements for the Directors and the Executive team.

The remuneration structure that has been adopted by the Group consists of the following components:

- Fixed remuneration being annual salary; and
- Short and long term incentives, being employee bonuses and options.

The Remuneration and Nominations Committee assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and Executive team.

All bonuses, options and incentives are linked to predetermined performance criteria.

Short term incentive (STI)

Regeneus performance measures involve the use of annual performance objectives, metrics, and performance appraisals.

The performance measures are set annually after consultation with the Directors and Executives and are specifically tailored to the areas where each executive has a level of control. The measures target areas the Board believes hold the greatest potential for expansion and profit and cover financial and non-financial measures.

The KPIs for the Executive team are summarised as follows:

Performance area:

- Financial - operating results ; and
- Non-financial - strategic goals set for each individual.

The Board may, at its discretion, award bonuses for exceptional performance in relation to each person's pre-agreed KPIs and extraordinary achievements.

Voting and comments made at the Company's last Annual General Meeting

Regeneus received 32,601,677 (2014: 18,640,103) 'For' votes on its Remuneration Report for the financial year ending 30 June 2014. The Company received no specific feedback on its Remuneration Report at the Annual General Meeting.

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board has regard to the following indices in respect of the current financial year and the previous five (5) financial years:

Item	2015	2014	2013	2012	2011
EPS (cents)	(0.03)	(0.05)	(0.05)	(0.03)	(0.01)
Dividends (cents per share)	$0	$0	$0	$0	$0
Net (loss) ($000)	(6,607)	(7,523)	(5,195)	(3,261)	(1,093)
Share price ($)	$0.15	$0.40	$0.25*	n/a	n/a

*$0.25 share price on listing 19 September 2014.

b. Details of remuneration

Details of the nature and amount of each element of key management personnel (KMP) remuneration is shown in the table below:

		Short term employee benefits				Post employment benefits	Long term benefits	Termination benefits	Share-based payments		% of remuneration that is performance based
Executive Directors		**Cash salary and fees $**	**Cash bonus $**	**Back pay of Directors' fees $**	**Non-monetary benefits $**	**Superannuation $**	**Other long term benefits $**	**Termination payments $**	**Options $**	**Total $**	
John Martin	2015	304,679	150,000	-	-	28,944	10,233	-	62,324	556,180	38%
	2014	303,160	137,300	-	-	40,115	-	-	278,030	758,605	55%
Graham Vesey	2015	261,063	140,000	-	-	24,801	(7,514)	-	62,324	480,674	42%
	2014	293,722	45,767	210,069	-	38,398	14,928	-	272,176	875,060	60%
Non-executive Directors											
Roger Aston	2015	67,165	-	-	-	5,194	-	-	-	72,359	0%
	2014	55,838	-	-	-	3,777	-	-	-	59,615	0%
Barry Sechos	2015	45,000	-	-	-	-	-	-	-	45,000	0%
	2014	45,000	-	-	-	-	-	-	-	45,000	0%
Glen Richards Appointed 1/4/15	2015	11,250	-	-	-	-	-	-	-	11,250	0%
	2014	-	-	-	-	-	-	-	-	-	0%
Ben Herbert Resigned 10/11/14	2015	45,833	-	-	-	-	-	-	-	45,833	0%
	2014	72,083	45,000	22,068	-	-	-	-	-	139,151	0%
2015 Total		**734,990**	**290,000**	**-**	**-**	**58,939**	**2,719**	**-**	**124,648**	**1,211,296**	
2014 Total		**769,803**	**228,067**	**232,137**	**-**	**82,290**	**14,928**	**-**	**550,206**	**1,877,431**	

Other long term benefits include the movement in both the annual leave provision and long service leave provision in accordance with AASB 119 Employee Benefits. Where the provision is reduced due to leave taken exceeding leave accrued the movement is negative.

The cash bonus and back pay of Directors' fees relate to the successful IPO in September 2013, and Directors fees that had been incurred in 2009, accrued in 2013, paid 2014.

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

Name	Fixed remuneration	At risk - STI	At risk - options
John Martin	62%	27%	11%
Graham Vesey	58%	29%	13%
Roger Aston	100%	-	-
Barry Sechos	100%	-	-
Glen Richards	100%	-	-
Ben Herbert	100%	-	-

c. Service agreements

Remuneration and other terms of employment for the Executive Directors and other key management personnel are formalised in a service agreement. The major provisions of the agreements relating to remuneration are set out below:

Name	Base salary $	Term of agreement	Notice period
John Martin	304,679	Unspecified	Three months
Graham Vesey	200,000	Unspecified	Three months
Roger Aston	75,000	Unspecified	Nil
Barry Sechos	45,000	Unspecified	Nil
Glen Richards	45,000	Unspecified	Nil
Ben Herbert Resigned 10/11/14	40,000	Unspecified	Nil

There are no termination payments provided for in these agreements, other than those required by statute.

d. Share-based remuneration

Options granted over unissued shares.

All options are for ordinary shares in the Company, and are exercisable on a one-for-one basis.

The options were provided at no cost to the recipients. All options expire on the earlier of their expiry date or within the time period set out in the plan, from termination of the individual's employment.

Details of options over ordinary shares in the Company that were granted as remuneration to each key management personnel are set out below.

Name	Number granted	Grant date	Value per option at grant date $	Number vested	Number lapsed	Exercise price $	First exercise date	Last exercise date
Graham Vesey	714,285	16/09/2013	0.1561	714,285	-	0.25	01/07/2013	15/09/2018
Graham Vesey	714,285	16/09/2013	0.1561	714,285	-	0.25	30/06/2014	15/09/2018
Graham Vesey	714,285	16/09/2013	0.1561	714,285	-	0.25	30/06/2015	15/09/2018
John Martin	714,285	16/09/2013	0.1561	714,285	-	0.25	30/06/2013	15/09/2018
John Martin	714,285	16/09/2013	0.1561	714,285	-	0.25	30/06/2014	15/09/2018
John Martin	714,285	16/09/2013	0.1561	714,285	-	0.25	30/06/2015	15/09/2018
Wild Rose Pty Ltd - John Martin	37,500	16/09/2013	0.1561	37,500	-	0.25	11/09/2013	15/09/2018
John Martin	500,000	01/07/2011	0.1758	500,000	-	0.28	31/12/2011	28/06/2021

The following options over ordinary shares in the Company were forfeited (lapsed) during the year:

Name	Number of options forfeited (lapsed) during the year
John Martin	Nil
Graham Vesey	Nil
Roger Aston	Nil
Barry Sechos	Nil
Glen Richards	Nil
Ben Herbert	Nil

e. Bonuses included in remuneration

Details of the short-term incentive cash bonuses awarded as remuneration to each key management personnel, the percentage of the available bonus that was paid in the financial year, and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below. No part of the bonus is payable in future years.

Name	Included in remuneration $	Percentage vested in year	Percentage forfeited in year
John Martin	150,000	100%	0%
Graham Vesey	140,000	100%	0%
Roger Aston	-	-	-
Barry Sechos	-	-	-
Glen Richards	-	-	-
Ben Herbert	-	-	-

f. Other information

Options held by key management personnel

The number of options to acquire shares in the Company held during the 2015 reporting period by each of the key management personnel of the Group; including their related parties are set out below.

Name	Balance at start of year	Granted as remuneration	Exercised	Other changes	Balance at end of year	Vested and exercisable at the end of the reporting period	Vested and un-exercisable at the end of the reporting period
	Year ended 30 June 2015						
John Martin	2,680,355	-	-	128,205	2,808,560	2,680,355	128,205
Graham Vesey	2,142,855	-	-	128,206	2,271,061	2,142,855	128,206
Roger Aston	-	-	-	-	-	-	-
Barry Sechos	-	-	-	-	-	-	-
Glen Richards	-	-	-	-	-	-	-
Ben Herbert	-	-	-	-	-	-	-
Totals	**4,823,210**	**-**	**-**	**256,411**	**5,079,621**	**4,823,210**	**256,411**

Other changes refers to unlisted options over ordinary shares issued in conjunction with the private placement of August 2014. These options expire 15/08/2015, with an exercise price of $0.40.

Shares held by key management personnel

The number of ordinary shares in the Company during the 2015 reporting period held by each of the Group's key management personnel, including their related parties, is set out below:

Name	Balance at start of year	Granted as remuneration	Received on exercise	Purchased	Held at the end of the reporting period
	Year ended 30 June 2015				
John Martin	6,869,292	-	-	384,616	7,253,908
Graham Vesey	15,495,352	-	-	384,616	15,879,968
Roger Aston	-	-	-	51,179	51,179
Barry Sechos	-	-	-	-	-
Glen Richards	-	-	-	2,333,333	2,333,333
Ben Herbert (Resigned 10/11/14)	9,009,412	-	-	-	9,009,412
Totals	**31,374,056**	**-**	**-**	**3,153,744**	**34,527,800**

End of audited remuneration report.

7. Environmental legislation

Regeneus operations are not subject to any particular or significant environmental regulation under a law of the Commonwealth or of a State or Territory in Australia.

8. Indemnities given to auditors and officers and insurance premiums paid

During the year, Regeneus paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all Directors.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of the insurance policies is not disclosed as such disclosure is prohibited under the terms of the contract.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

9. Non-audit services

During the year, Grant Thornton, the Group's auditors, performed certain other services in addition to their statutory audit duties. The Board has considered the non-audit services provided during the year by the auditor and, in accordance with written advice, is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- All non-audit services were subject to the corporate governance procedures adopted by the Group to ensure they do not impact upon the impartiality and objectivity of the auditor; and
- The non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Group, acting as an advocate for the Group or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Group, Grant Thornton Audit Pty Ltd, and its related practices for audit and non-audit services provided during the year are set out in Note 24 to the Financial Statements.

10. Proceedings on behalf of the Group

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party, for the purpose of taking responsibility on behalf of the Group for all or part of those proceedings.

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 16 and forms part of this Directors' report.

Signed in accordance with a resolution of the Board of Directors:

John Martin
CEO and Executive Director
Dated this day 31 August 2015

Grant Thornton

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Auditor's Independence Declaration
To the Directors of Regeneus Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Regeneus Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

LWorsley.

L M Worsley
Partner - Audit & Assurance

Sydney, 31 August 2015

03 Corporate Governance Statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Regeneus Ltd and its controlled entities (the Group) have adopted the third edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 March 2014 and became effective for financial years beginning on or after 1 July 2014.

The Group's corporate governance statement for the financial year ending 30 June 2015 is dated as at 30 June 2015 and was approved by the Board on 28 August 2015. The corporate governance statement is available on Regeneus' website at:

regeneus.com.au/investor-centre/corporate-governance

04 Consolidated Statement of Profit or Loss and Other Comprehensive Income

Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2015			
	Note	2015 $	2014 $
Revenue	6	2,061,094	2,094,643
Cost of sales		(915,399)	(621,498)
Gross profit		**1,145,695**	**1,473,145**
Other income	6	3,498,045	3,867,666
Research and development expenses		(4,945,183)	(5,758,409)
Selling expenses		(1,677,794)	(2,253,138)
Occupancy expenses		(757,306)	(627,913)
Corporate expenses		(3,814,532)	(3,875,367)
Finance costs	7	(55,446)	(349,202)
Loss before income tax		**(6,606,521)**	**(7,523,218)**
Income tax benefit	23	-	-
Loss for the year		**(6,606,521)**	**(7,523,218)**
Other comprehensive (expense) / income		(1,154)	1,154
Total comprehensive loss for the year		**(6,607,675)**	**(7,522,064)**
Earnings per share			
Basic earnings per share			
Earnings per share from continuing operations	25	(0.03)	(0.05)
Diluted earnings per share			
Earnings per share from continuing operations	25	(0.03)	(0.05)

05 Consolidated Statement of Financial Position

Consolidated statement of financial position as at 30 June 2015			
	Note	2015 $	2014 $
Current assets			
Cash and cash equivalents	8	3,012,812	2,507,497
Other financial assets	9	-	127,754
Trade and other receivables	10	66,571	134,266
Inventories	11	98,975	205,709
Current tax assets	12	3,417,566	3,730,576
Other current assets	13	532,458	383,472
Total current assets		**7,128,382**	**7,089,274**
Non-current assets			
Property, plant and equipment	14	891,883	1,361,529
Intangible assets	15	26,110	30,001
Other non-current assets	16	1,532,886	1,778,250
Total non-current assets		**2,450,879**	**3,169,780**
Total assets		**9,579,261**	**10,259,054**
Current liabilities			
Trade and other payables	17	781,101	921,004
Provisions	18	109,868	167,751
Other current liabilities	19	368,570	608,900
Total current liabilities		**1,259,539**	**1,697,655**
Non-current liabilities			
Provisions	18	47,588	-
Other non-current liabilities	19	-	253,371
Total non-current liabilities		**47,588**	**253,371**
Total liabilities		**1,307,127**	**1,951,026**
Net assets / (net liabilities)		**8,272,134**	**8,308,028**
Equity			
Issued capital	20.1	31,076,819	24,908,920
Retained earnings / (accumulated losses)		(25,295,813)	(18,792,423)
Reserves	20.2	2,491,128	2,191,531
Total equity		**8,272,134**	**8,308,028**

06 Consolidated Statement of Changes in Equity

For year ended 30 June 2015	Share capital $	Share option reserve $	Retained earnings $	Foreign currency translation reserve $	Total attributable to parent owners $	Total equity $
Balance at 1 July 2013	**6,651,935**	**1,748,445**	**(11,269,205)**	**-**	**(2,868,825)**	**(2,868,825)**
Reported loss for the year	-	-	(7,523,218)	-	(7,523,218)	(7,523,218)
Reported other comprehensive income (expense)	-	-	-	1,154	1,154	1,154
Employee share-based payment option expense	-	1,647,792	-	-	1,647,792	1,647,792
Shares issued on exercise of options	1,650,438	-	-	-	1,650,438	1,650,438
Transfer to share capital for options exercised	1,205,860	(1,205,860)	-	-	-	-
Issue of share capital - net of transaction costs	15,400,687	-	-	-	15,400,687	15,400,687
Transfer from reserves to retained earnings for options forfeited	-	-	-	-	-	-
Balance at 30 June 2014	**24,908,920**	**2,190,377**	**(18,792,423)**	**1,154**	**8,308,028**	**8,308,028**
Balance at 1 July 2014	**24,908,920**	**2,190,377**	**(18,792,423)**	**1,154**	**8,308,028**	**8,308,028**
Reported loss for the year	-	-	(6,606,521)	-	(6,606,521)	(6,606,521)
Reported other comprehensive income (expense)	-	-	-	(1,154)	(1,154)	(1,154)
Employee share-based payment option expense	-	403,882	-	-	403,882	403,882
Shares issued on exercise of options	-	-	-	-	-	-
Transfer to share capital for options exercised	-	-	-	-	-	-
Issue of share capital - net of transaction costs	6,167,899	-	-	-	6,167,899	6,167,899
Transfer from reserves to retained earnings for options forfeited	-	(103,131)	103,131	-	-	-
Balance at 30 June 2015	**31,076,819**	**2,491,128**	**(25,295,813)**	**-**	**8,272,134**	**8,272,134**

07 Consolidated Statement of Cash Flows

For year ended 30 June 2015	Note	2015 $	2014 $
Operating activities			
Receipts from customers		2,070,083	1,984,467
Payments to suppliers and employees		(11,902,514)	(10,803,142)
Interest received		153,465	127,151
Other income		80,479	137,090
R&D tax refund		3,730,576	2,327,288
Finance costs		(55,446)	(12,105)
Net cash (used in) operating activities	**26**	**(5,923,357)**	**(6,239,251)**
Investing activities			
Investment in short term deposit		127,754	(4,828)
Purchase of property, plant and equipment		(193,017)	(1,174,695)
Receipts from sale of property, plant and equipment		8,237	-
Purchase of intangibles		(14,841)	(1,180)
Deposits		332,640	(692,640)
Net cash provided by (used in) investing activities		**260,773**	**(1,873,343)**
Financing activities			
Proceeds from issue of shares		6,167,899	10,209,433
Net cash provided by financing activities		**6,167,899**	**10,209,433**
Net change in cash and cash equivalents held		505,315	2,096,839
Cash and cash equivalents at beginning of financial year		2,507,497	410,658
Cash and cash equivalents at end of financial year	**8**	**3,012,812**	**2,507,497**

1. Nature of operations

Regeneus is a Sydney-based ASX listed clinical-stage regenerative medicine company that develops innovative cell-based therapies for human and animal health markets, with a focus on osteoarthritis and musculoskeletal disorders as well as oncology and dermatology diseases. The portfolio of therapeutic products is being developed using the Company's proprietary stem cell and immuno-oncology technology platforms.

Regenerative medicine is a rapidly growing multidisciplinary specialty that is focused on the repair or regeneration of cells, tissues and organs. The primary goal is to enhance the body's natural ability to replace tissue damaged or destroyed by injury or disease.

Where commercial opportunities are identified, the Group seeks to license appropriate parties.

2. General information and statement of compliance

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

Regeneus is a for-profit entity for the purpose of preparing the financial statements.

The financial statements cover Regeneus and its controlled entities as a consolidated entity (The Group). As at the 30 June 2015, Regeneus is a Public Group, incorporated and domiciled in Australia.

The address of its registered office and its principal place of business is 25 Bridge St., Pymble, NSW 2073, Australia.

Statement of compliance

Compliance with Australian Accounting Standards ensures that the financial statements and notes of Regeneus comply with International Financial Reporting Standards (IFRS) as issued by the IASB.

The consolidated financial statements for the year ended 30 June 2015 were approved and authorised for issue by the Board of Directors on 28 August 2015.

Basis of preparation

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets and financial instruments for which the fair value basis of accounting has been applied.

Adoption of new and revised accounting standards

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current annual reporting period.

Significant effects on current, prior or future periods arising from the first-time application of the standards discussed above in respect of presentation, recognition and measurement of accounts are described in the following notes.

New and revised standards that are effective for these financial statements

A number of new and revised standards are effective for annual periods beginning on or after 1 July 2014. Information on these new standards is presented below.

AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities

AASB 2012-3 adds application guidance to AASB 132 to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.

AASB 2012-3 is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as the amendments merely clarify the existing requirements in AASB 132.

AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets

These narrow-scope amendments address disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

When developing IFRS 13 Fair Value Measurement, the IASB decided to amend IAS 36 Impairment of Assets to require disclosures about the recoverable amount of impaired assets.

The IASB noticed however that some of the amendments made in introducing those requirements resulted in the requirement being more broadly applicable than the IASB had intended. These amendments to IAS 36 therefore clarify the IASB's original intention that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.

AASB 2013-3 makes the equivalent amendments to AASB 136 Impairment of Assets and is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Group as they are largely of the nature of clarification of existing requirements.

AASB 2013-5 Amendments to Australian Accounting Standards – Investment Entities
The amendments in AASB 2013-5 provide an exception to consolidation to investment entities and require them to measure unconsolidated subsidiaries at fair value through profit or loss in accordance with AASB 9 Financial Instruments (or AASB 139 Financial Instruments: Recognition and Measurement where AASB 9 has not yet been adopted). The amendments also introduce new disclosure requirements for investment entities that have subsidiaries.

These amendments apply to investment entities, whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. Examples of entities which might qualify as investment entities would include Australian superannuation entities, listed investment companies, pooled investment trusts and Federal, State and Territory fund management authorities.

AASB 2013-5 is applicable to annual reporting periods beginning on or after 1 January 2014.

This Standard has not had any impact on the Group as it does not meet the definition of an 'investment entity' in order to apply this consolidation exception.

AASB 2014-1 Amendments to Australian Accounting Standards (Part A: Annual Improvements 2010-2012 and 2011-2013 Cycles)
Part A of AASB 2014-1 makes amendments to various Australian Accounting Standards arising from the issuance by the IASB of International Financial Reporting Standards Annual Improvements to IFRSs 2010-2012 Cycle and Annual Improvements to IFRSs 2011-2013 Cycle.

Among other improvements, the amendments arising from Annual Improvements to IFRSs 2010-2012 Cycle:

- Clarify that the definition of a 'related party' includes a management entity that provides key management personnel services to the reporting entity (either directly or through a group entity);
- Amend AASB 8 Operating Segments to explicitly require the disclosure of judgements made by management in applying the aggregation criteria;

Among other improvements, the amendments arising from Annual Improvements to IFRSs 2011-2013 Cycle clarify that an entity should assess whether an acquired property is an investment property under AASB 140 Investment Property and perform a separate assessment under AASB 3 Business Combinations to determine whether the acquisition of the investment property constitutes a business combination.

Part A of AASB 2014-1 is applicable to annual reporting periods beginning on or after 1 July 2014.

The adoption of these amendments has not had a material impact on the Group as they are largely of the nature of clarification of existing requirements.

Accounting standards issued but not yet effective and not adopted early by the Group

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Group. Management anticipates that all of the relevant pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Group's financial statements.

AASB 9 Financial Instruments (applicable for annual reporting periods beginning on or after 1 January 2018)
The standard introduces new requirements for the classification and measurement of financial assets and liabilities. These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139.

The main changes are:

a. Financial assets that are debt instruments will be classified based on:
    i. The objective of the Group's business model for managing the financial assets; and
    ii. The characteristics of the contractual cash flows.
b. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
c. Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.

Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:

a. The change attributable to changes in credit risk are presented in other comprehensive income (OCI); and
b. The remaining change is presented in profit or loss.

If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss.

Otherwise, the following requirements have been carried forward unchanged from AASB 139 into AASB 9:

a. Classification and measurement of financial liabilities; and
b. De-recognition requirements for financial assets and liabilities.

AASB 9 requirements regarding hedge accounting represent a substantial overhaul of hedge accounting that will enable entities to better reflect their risk management activities in the financial statements.

Furthermore, AASB 9 introduces a new impairment model based on expected credit losses. This model makes use of more forward-looking information and applies to all financial instruments that are subject to impairment accounting. The Group is yet to undertake a detailed assessment of the impact of AASB 9. However, based on the Group's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

AASB 15 Revenue from Contracts with Customers

AASB 15:

- Replaces AASB 118 Revenue, AASB 111 Construction Contracts and some revenue-related Interpretations;
- Establishes a new revenue recognition model;
- Changes the basis for deciding whether revenue is to be recognised over time or at a point in time;
- Provides new and more detailed guidance on specific topics (e.g., multiple element arrangements, variable pricing, rights of return, warranties and licensing);
- Expands and improves disclosures about revenue;

The Group is yet to undertake a detailed assessment of the impact of AASB 15. However, based on the Group's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2018.

AASB 2014-1 Amendments to Australian Accounting Standards (Part E: Financial Instruments)

Part E of AASB 2014-1 makes amendments to Australian Accounting Standards to reflect the AASB's decision to defer the mandatory application date of AASB 9 Financial Instruments to annual reporting periods beginning on or after 1 January 2018. Part E also makes amendments to numerous Australian Accounting Standards as a consequence of the introduction of Chapter 6 Hedge Accounting into AASB 9 and to amend reduced disclosure requirements for AASB 7 Financial Instruments: Disclosures and AASB 101 Presentation of Financial Statements.

When these amendments are first adopted for the year ending 30 June 2016, there will be no material impact on the Group.

AASB 2014-4 Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to AASB 116 prohibit the use of a revenue-based depreciation method for property, plant and equipment. Additionally, the amendments provide guidance in the application of the diminishing balance method for property, plant and equipment.

The amendments to AASB 138 present a rebuttable presumption that a revenue-based amortisation method for intangible assets is inappropriate. This rebuttable presumption can be overcome (i.e., a revenue-based amortisation method might be appropriate) only in two (2) limited circumstances:

- The intangible asset is expressed as a measure of revenue, for example when the predominant limiting factor inherent in an intangible asset is the achievement of a revenue threshold (for instance, the right to operate a toll road could be based on a fixed total amount of revenue to be generated from cumulative tolls charged); or
- When it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101

The amendments:

- Clarify the materiality requirements in AASB 101, including an emphasis on the potentially detrimental effect of obscuring useful information with immaterial information ;
- Clarify that AASB 101's specified line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position can be disaggregated;
- Add requirements for how an entity should present subtotals in the statement(s) of profit and loss and other comprehensive income and the statement of financial position;
- Clarify that entities have flexibility as to the order in which they present the notes, but also emphasise that understandability and comparability should be considered by an entity when deciding that order;
- Remove potentially unhelpful guidance in IAS 1 for identifying a significant accounting policy.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality

The Standard completes the AASB's project to remove Australian guidance on materiality from Australian Accounting Standards. When this Standard is first adopted for the year ending 30 June 2016, there will be no impact on the financial statements. The Group does not anticipate the early adoption of any of the above Australian Accounting Standards.

3. Summary of accounting policies

Overall considerations

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by the Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

a. Basis of consolidation

A controlled entity is any entity that Regeneus has the power to control the financial and operating policies of the entity so as to obtain benefits from its activities. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in Note 4 to the financial statements. All controlled entities have a June financial year end.

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. All inter-Group balances and transactions between entities in the Group have been eliminated on consolidation.

b. Segment reporting

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers' (CODM). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

The Group's operating segment is based on the internal reports that are reviewed and used by the Board of Directors (being the CODM) in assessing performance and determining the allocation of resources. In previous periods the Group reported segments of Human Health and Veterinary Health. This segregation of information provided no benefit to the CODM. Reports provided to the CODM reference the Group operating in one segment, being the development of innovative cell-based therapies to address significant unmet medical needs in human and veterinary health. Initial focus is osteoarthritis and other musculoskeletal disease as well as oncology and dermatology. The information reported to the CODM, on a monthly basis, is profit or loss before tax, assets and liabilities and cash flow.

c. Going concern basis of accounting

The Group incurred a loss after income tax of $6,606,521 (2014: $7,523,218), had net cash outflows from operating activities of $5,923,357 (2014: $6,239,251) for the year ended 30 June 2015 and has accumulated losses of $25,295,813 as at 30 June 2015 (2014: $18,792,423). Notwithstanding the losses incurred and negative operating cash flows, the Directors have prepared the financial statements on a going concern basis which contemplates continuity of normal activities and realisation of assets and settlement of liabilities in the normal course of business. As at 30 June 2015 Regeneus had positive net assets.

The Directors have a number of strategies in progress to maintain the Group in a positive cash flow position including; product licensing, raising additional capital, including issuance of securities, which along with the R&D rebate ensures available funds for ongoing operations.

Should the above transactions or assumptions not materialise, there is material uncertainty whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in these financial statements.

d. Comparative figures

When required by accounting standards, comparative figures have been adjusted to conform to changes in the presentation for the current financial year.

e. Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

f. Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income). Current and deferred income tax expense (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, the Australian Taxation Office (ATO) and other fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

g. Inventories

Inventories are measured at the lower of cost and net realisable value. The average cost method has been used to value inventory. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

h. Plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

i. Depreciation

The depreciable amount of fixed assets are depreciated on either a straight line or reducing balance basis over their useful lives to the Consolidated entity commencing from the time the asset is held ready for use. Leased assets are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the assets.

The depreciation rates generally used for each class of depreciable assets are:

Class of fixed asset	Depreciation rate (%)
Office equipment straight line	25% - 50%
Laboratory equipment straight line	20% - 30%
Office fit-out straight line	20%
Leasehold improvements straight line	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period 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 or losses are included in the statement of profit or loss and other comprehensive income.

j. Intangibles

Intangible assets include acquired software. Intangible assets are accounted for using the cost model whereby capitalised costs are amortised on a reducing balance basis over their estimated useful lives, as these assets are considered finite. Amortisation commences from the date the asset is brought into use. Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and install the specific software. Subsequent expenditure is expensed as incurred.

Costs associated with maintaining intangibles are expensed as incurred.

The amortisation rate used for acquired software is 25% straight line.

The Group has reviewed its policy not to capitalise development costs unless they meet the criteria as set in AASB 138. All development costs not meeting these criteria are expensed.

k. Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that the assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required (i.e. intangible assets with indefinite useful lives and intangible assets not yet available for use), the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash generating unit to which it belongs.

When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

To determine the value-in-use, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each asset or cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

l. Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to entities in the Group are classified as finance leases. Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred. Lease incentives under operating leases are recognised as a liability and amortised on a straight line basis over the life of the lease term.

m. Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the Consolidated entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the statement of profit or loss and other comprehensive income.

n. Financial instruments

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

Financial assets are de-recognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is de-recognised when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are measured initially at fair value adjusted by transactions costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value.

Financial assets and financial liabilities are measured subsequently as described.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counter-party will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counter-party and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counter-play default rates for each identified group.

Financial liabilities

The Group's financial liabilities include trade and other payables, and finance lease obligations.

Financial liabilities are measured subsequently at amortised cost using the effective interest method, except for financial liabilities held for trading or designated at fair value through profit or loss, that are carried subsequently at fair value with gains or losses recognised in profit or loss.

o. Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Other components of equity include the following:

- Option reserve. Comprises equity settled share-based remuneration plans for the Group's employees;
- Retained earnings/(Accumulated losses) include all current and prior period retained profits/(losses).

p. Post employment benefits and short term employee benefits

The Group pays fixed contributions into independent entities in relation to several plans.

The Group has no legal or constructive obligations to pay contributions in addition to fixed contributions, which are recognised as an expense in the period that the relevant employee services are received.

Short term employee benefits, including annual leave entitlement, are current liabilities included in employee benefits, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement. All amounts are expected to be settled within 1 year.

q. Non current liabilities - provisions

The Group's liabilities for long service leave are included in non-current liabilities - provisions, as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

r. Share-based employee remuneration

The Group operates equity settled share-based remuneration plans for its employees.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted.

This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

s. Revenue

Revenue is recognised when it is probable that economic benefits associated with the transaction will flow to the Consolidated Group. Revenue is measured at the fair value of the consideration received or receivable. Licence fee revenue is recognised on a straight line basis over the period that the licence covers.

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Revenue relating to the provision of services is recognised when the services are provided.

Interest revenue is recognised using the effective interest rate method.

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

t. Government grant
The Group recognises an unconditional government grant, the Export Market Development Grant (EMDG).

The EMDG is an annual application-based grant that reimburses the Group for applicable expenses incurred in developing export markets. The EMDG is a 'capped' grant scheme, with applications scaled back depending on funds available. In accord with the uncertainty, the grant income is recognised as Other income when received.

u. 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 Australian Taxation 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.

v. Research and development
Expenditure during the research phase of a project is recognised as an expense when incurred. The research and development tax incentive is calculated and accrued at year end and is recognised in accordance with 'AASB 120 Accounting for Government Grants'. The amount is credited to other income and the receivable is included in the Consolidated Statement of Financial Position as a current tax asset.

w. Operating expenses
Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin. Expenditure for warranties is recognised and charged against the associated provision when the related revenue is recognised.

x. Significant management judgements and estimates in applying accounting policies
The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data.

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Estimation uncertainty
Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expense is provided over the page. Actual results may be substantially different.

Useful lives of depreciable assets
Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of certain software and IT equipment.

Inventories
Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date.

Share options and performance rights
Share options were valued using a variation of the binomial option pricing model. Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future movements. For purposes of the valuation the assumed life of the options was based on the historical exercise patterns, which may not eventuate in the future. No special features inherent to the options granted were incorporated into measurement of fair value.

4. Controlled entities

Set out below are details of the subsidiaries held directly by the Group.

Name of the subsidiary	Country of incorporation & principal place of business	Principal activity	Group proportion of ownership interests	
			30 June 2015	30 June 2014
Regeneus Animal Health Pty Ltd	Australia - 25 Bridge Street, Pymble NSW 2073	Non trading	100%	100%
Cell Ideas Pty Ltd	Australia - 25 Bridge Street, Pymble NSW 2073	Non trading - owns various IP	100%	100%
Regeneus South East Asia Pte Ltd - incorporated on 24th February 2014	Singapore - 4 Sussex Gardens, Singapore	No longer trading	100%	100%

5. Segment reporting

Identification of reportable income segments

The Group's operating segment is based on the internal reports that are reviewed and used by the Board of Directors (being the Chief Operating Decision Makers (CODM)) in assessing performance and in determining the allocation of resources.

Following a reassessment of the information provided to the CODM, it has been concluded that the Group operates in only one segment, being the development of innovative cell-based therapies to address significant unmet medical needs in human and veterinary health. Comparative information has been restated in line with the current operating segment.

The segment result is as shown in the statement of profit or loss and other comprehensive income. Refer to statement of financial position for assets and liabilities.

6. Revenue

	2015 $	2014 $
Operating activities		
Licence fee income	900,000	904,000
Income from sale of goods	920,353	998,036
Interest received	240,741	192,607
Total revenue	**2,061,094**	**2,094,643**
Other income		
Grant income	80,479	100,841
R&D tax incentive	3,417,566	3,730,576
Other income	-	36,249
Total other income	**3,498,045**	**3,867,666**

7. Results for the year

The results for the year have been arrived at after charging the following items:

	2015 $	2014 $
a. Expenses		
Cost of sales	915,399	621,498
Rental expense on operating leases - minimum lease payment	621,987	247,911
Amortisation of intangible assets	18,732	15,855
Depreciation	385,983	317,821
Loss on disposal of assets	270,468	103,908
Employment expenses (excludes share-based payment)	4,737,554	4,231,394
Superannuation expense	357,278	401,210
Share-based payments	403,882	1,647,792
Write-off of inventories	-	2,956
b. Finance costs		
- Interest expense	22,397	342,305
- Bank charges	33,049	6,897
Total finance costs	**55,446**	**349,202**

8. Cash and cash equivalents

Cash and cash equivalents include the following components:

	2015 $	2014 $
Cash on hand	163	500
Cash at bank (AUD account)	3,011,862	2,482,160
Cash at bank (SGD account)	787	24,837
Total cash and cash equivalents	**3,012,812**	**2,507,497**

9. Other financial assets

	2015 $	2014 $
Term deposits	-	127,754
Total other financial assets	**-**	**127,754**

10. Trade and other receivables

Trade and other receivables consist of the following:

	2015 $	2014 $
Trade receivables	66,571	134,266
Total trade and other receivables	**66,571**	**134,266**

All amounts are short term. The net carrying value of trade receivables is considered a reasonable approximation of fair value. All of the Group's trade and other receivables have been reviewed for indicators of impairment of which none were noted.

11. Inventories

Inventories consist of the following:

	2015 $	2014 $
Raw materials and consumables at cost	144,975	205,709
Less: Provisions	(46,000)	-
Total inventories	**98,975**	**205,709**

12. Current tax asset

	2015 $	2014 $
Current		
R&D tax refund receivable	3,417,566	3,730,576
Total current tax asset	**3,417,566**	**3,730,576**

13. Other current assets

	2015 $	2014 $
Other current assets		
Prepayments	71,970	137,702
Security deposits	368,743	150,000
GST receivable	77,937	95,770
Other receivables	13,808	-
Total other current assets	**532,458**	**383,472**

14. Plant and equipment

Details of the Group's property, plant and equipment and their carrying amounts are as follows:

	Office equipment $	Lab equipment $	Leasehold improvements $	Equipment in clinics $	Office fitout $	Total $
Gross carrying amount						
Balance 1 July 2014	204,176	415,509	-	317,852	972,265	1,909,802
Additions	17,477	36,326	-	13,825	125,389	193,017
Disposals	(113,602)	(98,956)	-	(225,535)	(125,389)	(563,482)
Balance 30 June 2015	**108,051**	**352,879**	**-**	**106,142**	**972,265**	**1,539,337**
Depreciation and impairment						
Balance 1 July 2014	(116,537)	(228,344)	-	(109,302)	(94,090)	(548,273)
Disposals	83,121	67,397	-	136,284	-	286,802
Depreciation	(37,594)	(78,711)	-	(81,498)	(188,180)	(385,983)
Balance 30 June 2015	**(71,010)**	**(239,658)**	**-**	**(54,516)**	**(282,270)**	**(647,454)**
Carrying amount 30 June 2015	**37,041**	**113,221**	**-**	**51,626**	**689,995**	**891,883**
Gross carrying amount						
Balance 1 July 2013	175,035	376,902	213,018	188,716	-	953,671
Additions	29,141	47,275	-	132,459	972,265	1,181,140
Disposals		(8,668)	(213,018)	(3,323)	-	(225,009)
Balance 30 June 2014	**204,176**	**415,509**	**-**	**317,852**	**972,265**	**1,909,802**
Depreciation and impairment						
Balance 1 July 2013	(79,217)	(147,534)	(77,481)	(40,876)	-	(345,108)
Disposals	-	8,199	105,882	575	-	114,656
Depreciation	(37,320)	(89,009)	(28,401)	(69,001)	(94,090)	(317,821)
Balance 30 June 2014	**(116,537)**	**(228,344)**	**-**	**(109,302)**	**(94,090)**	**(548,273)**
Carrying amount 30 June 2014	**87,639**	**187,165**	**-**	**208,550**	**878,175**	**1,361,529**

The Company has an option to acquire the fit-out premises at the end of the finance lease in January 2016 for $150,000.

15. Intangible assets

Details of the Group's intangible assets and their carrying amounts are as follows:

	Acquired software licenses $	Total $
Gross carrying amount		
Balance at 1 July 2014	67,720	67,720
Addition, separately acquired	14,841	14,841
Balance at 30 June 2015	**82,561**	**82,561**
Amortisation and impairment		
Balance at 1 July 2014	(37,719)	(37,719)
Amortisation	(18,732)	(18,732)
Balance at 30 June 2015	**(56,451)**	**(56,451)**
Carrying amount 30 June 2015	**26,110**	**26,110**
Gross carrying amount		
Balance at 1 July 2013	66,541	66,541
Addition, separately acquired	1,179	1,179
Balance at 30 June 2014	**67,720**	**67,720**
Amortisation and impairment		
Balance at 1 July 2013	(21,864)	(21,864)
Amortisation	(15,855)	(15,855)
Balance at 30 June 2014	**(37,719)**	**(37,719)**
Carrying amount 30 June 2014	**30,001**	**30,001**

16. Other non-current assets

	2015 $	2014 $
Non-current		
Shareholder loan	1,322,031	1,234,755
Security deposits	210,000	542,640
Other non-current assets	855	855
Total other non-current assets	**1,532,886**	**1,778,250**

The shareholder loan is a full recourse, interest free, loan for 4 years, maturing July 2017.

Included within the loan are balances owing by the Directors as follows:

	2015 $	2014 $
John Martin	295,925	295,925
Graham Vesey	150,552	150,552

17. Trade and other payables

Trade and other payables consists of the following:

	2015 $	2014 $
Current		
Trade payables	453,349	434,844
Amounts payable to related parties	-	10,548
Accruals	256,096	279,983
PAYG payable	71,656	93,919
Superannuation payable	-	101,710
Total trade and other payables	**781,101**	**921,004**

All amounts are short term and the carrying values are considered to be a reasonable approximation of fair value.

17.1 Foreign currency risk

The carrying amount of trade and other payables denominated in the foreign currencies is:

	2015 $	2014 $
US dollar	67,878	7,325
GBP	13,412	2,047
Yen	-	20,874

18. Provisions

	2015 $	2014 $
Current: Annual leave		
Opening balance 1 July	167,751	149,801
Benefits accrued (expensed)	(57,883)	17,950
Balance as at 30 June	**109,868**	**167,751**

	2015 $	2014 $
Non-current: Long service leave		
Opening balance 1 July	-	-
Benefits accrued	47,588	-
Balance as at 30 June	**47,588**	**-**

19. Other liabilities

	2015 $	2014 $
Current		
Deferred income	115,200	120,000
Lease liability	253,370	488,900
Total other current liabilities	**368,570**	**608,900**
Non-current		
Lease liability	-	253,371
Total other non-current liabilities	**-**	**253,371**

20. Equity

20.1 Share capital

The share capital of Regeneus Ltd consists only of fully paid ordinary shares; the shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital, and represent one vote at the shareholders' meeting of Regeneus Ltd.

	2015 shares	2014 shares	2015 $	2014 $
Shares issued and fully paid				
Beginning of the year	184,393,077	102,934,566	24,908,920	6,651,935
Options exercised	-	13,268,265	-	2,856,298
Convertible notes and interest capitalised	-	25,560,246	-	5,623,256
Shares issued	24,492,066	42,630,000	6,167,899	9,777,431
Closing balance at the end of the year	**208,885,143**	**184,393,077**	**31,076,819**	**24,908,920**

During 2015, 24,492,066 shares at $0.26 and 3,846,154 unlisted options at $0.40 with an expiration date of 15 August 2015, were issued as part of a capital raising program.

During 2014, the following shares were issued:

- 13,268,252 shares to satisfy share options previously granted under the Group's employee share option scheme;
- 42,630,000 shares for cash as part of the IPO;
- 25,560,257 shares for the conversion of all convertible notes and accrued interest at the time of the IPO;

Issue costs of $200,056 (2014: $722,569) associated with the issue of shares have been directly paid from the proceeds of the issues. These costs have been deducted from the issued capital in the statement of financial position, rather than charged as an expense of the Group, as they are considered to form part of the net equity raised.

20.2 Reserves

The details of reserves are as follows:

	Share option reserve $	Foreign currency translation reserve $	Total reserves $
Balance at 30 June 2013	**1,748,445**	**-**	**1,748,445**
Share options expense	1,647,792	-	1,647,792
Options exercised	(1,205,860)	-	(1,205,860)
Transfer from reserves to retained earnings for options forfeited	-	-	-
Foreign currency translation	-	1,154	1,154
Balance at 30 June 2014	**2,190,377**	**1,154**	**2,191,531**
Share options expense	403,882	-	403,882
Options exercised	-	-	-
Transfer from reserves to retained earnings for options forfeited	(103,131)	-	(103,131)
Foreign currency translation	-	(1,154)	(1,154)
Balance at 30 June 2015	**2,491,128**	**-**	**2,491,128**

As at 30 June 2015, the foreign currency translation reserve of $1,154 was reversed. This reversal reflects the winding down of the Singapore entity.

21. Employee remuneration

21.1 Employee benefits expense

Expenses recognised for employee benefits are analysed below:

Employee benefits - expense	2015 $	2014 $
Wages, salaries and bonuses	4,542,888	4,220,359
Superannuation	381,205	412,245
Share-based payments	403,882	1,647,792
Employee benefits expense	**5,327,975**	**6,280,396**

21.2 Share-based employee remuneration

As at 30 June 2015 the Group maintained share-based option plans as part of employee remuneration.

Share options and weighted average exercise prices are as follows for the reporting periods presented.

Share options	Employee share option plan		Option share trust		Total share options	
	Number	Weight avg exercise price $	Number	Weighted avg exercise price $	Number	Weight avg exercise price $
Outstanding at 1 July 2013	20,283,007	0.14	-	-	20,283,007	0.14
Granted	-	-	8,450,110	0.25	8,450,110	0.25
Forfeited	-	-	-	-	-	-
Exercised	(12,740,252)	0.12	(528,000)	0.25	(13,268,252)	0.12
Outstanding at 30 June 2014	**7,542,755**	**0.18**	**7,922,110**	**0.25**	**15,464,865**	**0.21**
Granted	-	-	900,000	0.16	900,000	0.16
Forfeited	(300,000)	0.28	(500,000)	0.25	(800,000)	0.26
Exercised	-	-	-	-	-	-
Outstanding at 30 June 2015	**7,242,755**	**0.17**	**8,322,110**	**0.24**	**15,564,865**	**0.21**
Exercisable at 30 June 2014	6,465,745	0.17	4,801,873	0.25	11,267,618	0.20
Exercisable at 30 June 2015	7,242,755	0.17	7,087,110	0.25	14,329,865	0.21

The fair value of options granted under the Option share trust was determined using a variation of the binomial option pricing model. The weighted average share price at the date of exercise was $0.16

Other details of options currently outstanding:

- The range of exercise prices is $0.006 to $0.28;
- The weighted average remaining contractual life is 4 years.

The following principal assumptions were used in the valuation:

Valuation assumptions					
Grant date	**2 Jun. 2010**	**1 Jul. 2010**	**23 Jul. 2010**	**1 Jan. 2011**	**21 Feb. 2011**
Share price at date of grant	$0.006	$0.136	$0.136	$0.136	$0.136
Volatility	45%	45%	45%	45%	45%
Option life	10 years	10 years	10 years	10 years	10 years
Dividend yield	0%	0%	0%	0%	0%
Risk free investment rate	5.3%	5.10%	5.10%	5.60%	5.60%
Fair value at grant date	$0.004	$0.085	$0.085	$0.086	$0.085
Exercise price at date of grant	$0.006	$0.136	$0.136	$0.136	$0.136

Grant date	11 Mar. 2011	25 Mar. 2011	1 Jul. 2011	25 Jul. 2011	1 Dec. 2011
Share price at date of grant	$0.140	$0.280	$0.280	$0.280	$0.280
Volatility	45%	45%	45%	45%	45%
Option life	10 years	10 years	10 years	10 years	10 years
Dividend yield	0%	0%	0%	0%	0%
Risk free investment rate	5.60%	5.30%	5.30%	5.30%	4.50%
Fair value at grant date	$0.220	$0.160	$0.180	$0.180	$0.170
Exercise price at date of grant	$0.140	$0.280	$0.280	$0.280	$0.280

Grant date	16 Sept. 2013	4 Dec. 2013	21 Nov. 2014
Share price at date of grant	$0.250	$0.470	$0.160
Volatility	65%	65%	244%
Option life	5 years	5 years	5 years
Dividend yield	0%	0%	0%
Risk free investment rate	3.40%	3.50%	2.80%
Fair value at grant date	$0.156	$0.327	$0.179
Exercise price at date of grant	$0.250	$0.250	$0.160

In total, $403,884 (2014:$1,647,792), of employee remuneration expense (all of which related to equity settled share-based payment transactions) has been included in profit or loss and credited to share option reserve.

Volatility has been determined based on the historic share price volatility as it is assumed that this is indicative of future movements.

Option life is based on the nominated expiry date of the option and historical exercise patterns, which may not eventuate in the future.

22. Leasing

22.1 Operating leases as lessee

In November 2013 the Group entered a 5 year 4 month operating lease for its office and production facilities. The lease payments are secured by a cash deposit of $210,000. The future minimum lease payments are as follows:

	Minimum lease payments due			
	Within 1 year $	1-5 years $	After 5 years $	Total $
30 June 2015	249,940	766,559	-	1,016,499
30 June 2014	321,816	1,474,990	-	1,796,806

22.2 Finance lease

The Group entered into a 2 year finance lease for the fit out of the new offices and laboratories. As of 30 June 2015, the net carrying amount of these assets is $689,995 (2014: $878,175). The lease liability is secured by a cash deposit of $330,000.

	Minimum lease payments due			
	Within 1 year $	1-5 years $	After 5 years $	Total $
30 June 2015				
Lease payments	254,888	-	-	254,888
Finance charges	(1,517)	-	-	(1,517)
Total lease liabilities	**253,371**	**-**	**-**	**253,371**
30 June 2014				
Lease payments	509,776	254,888	-	764,664
Finance charges	(20,876)	(1,517)	-	(22,393)
Total lease liabilities	**488,900**	**253,371**	**-**	**742,271**

23. Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of Regeneus Ltd at 30% (2014: 30%) and the reported tax expense in profit or loss are as follows:

	2015 $	2014 $
The prima facie tax on loss before income tax is reconciled to the income tax as follows		
Prima facie tax receivable on loss before income tax at 30% (2014: 30%)	(1,981,956)	(2,256,965)
Add:		
Tax effect of:		
- Research and development incentive	(1,025,270)	(1,119,173)
- Tax losses not brought to account	3,013,652	3,204,542
- Non-deductible expenses	198,787	295,899
- Other non-allowable items	(72,071)	30,146
Less:		
Tax effect of:		
Other allowable items	(133,143)	(154,449)
Income tax benefit	**-**	**-**
The applicable weighted average effective tax rates are as follows:	**(0%)**	**(0%)**

24. Auditor's remuneration

	2015 $	2014 $
Audit and review of financial statements		
- Auditors of Regeneus Ltd	89,025	81,500
- Auditors of Regeneus South East Asia Pte Ltd[1]	5,326	4,295
Remuneration for audit and review of financial statements	**94,351**	**85,795**
Other services		
Taxation	-	2,634
Corporate Finance	-	20,250
Other services	1,600	3,187
Other services - Regeneus South East Asia Pte Ltd[1]	5,457	-
Total other service remuneration	**7,057**	**26,071**
Total auditor's remuneration	**101,408**	**111,866**

[1] These fees relate to the auditor services of Regeneus South East Asia Pte Ltd undertaken by Foo Kon Tan LLP (FKT). In respect of 2015 fees, FKT is not affiliated with Grant Thornton Audit Pty Ltd.

25. Earnings per share

Both the basic and diluted earnings per share have been calculated using the loss attributable to shareholders of the Parent Company as the numerator (i.e. no adjustments to the loss were necessary in 2015 or 2014).

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

	2015 $	2014 $
Earnings per share		
Basic earnings per share from continuing operations	(0.03)	(0.05)
The weighted average number of ordinary shares used as the denominator on calculating the EPS	204,732,440	166,539,157
Diluted earnings per share		
Diluted earnings per share from continuing operations	(0.03)	(0.05)
The weighted average number of ordinary shares used as the denominator on calculating the DEPS	204,732,440	166,539,157

Share options have not been included in the diluted EPS calculation because they are anti-dilutive.

26. Reconciliation of cash flows from operating activities

Reconciliation of cash flows from operating activities	2015 $	2014 $
Cash flows from operating activities		
Loss for the period	(6,606,521)	(7,523,218)
Non cash adjustments for:		
• Depreciation	385,983	317,821
• Amortisation	18,732	15,855
• Loss on disposal of plant and equipment	270,468	103,908
• Profit on disposal of plant and equipment	(2,027)	-
• Equity settled share based transactions	403,884	1,647,792
• Non cash interest on finance leases	-	19,079
• Convertible note interest and interest on shareholder loan	-	318,018
• Unwinding of shareholder loan	(87,276)	(65,455)
• Employee expense in relation to shareholder loan	-	131,491
• Unrealised foreign exchange movement	(1,154)	1,154
Net changes in working capital:		
• Change in inventories	106,734	25,348
• Change in trade and other receivables	67,695	(107,690)
• Change in other assets	(148,986)	17,362
• Change in trade and other payables	(15,930)	(243,462)
• Change in other employee obligations	(123,973)	(24,128)
• Change in tax assets	313,010	(1,403,288)
• Change in accrued liabilities	(493,701)	512,212
• Change in provisions	(10,295)	17,950
Net cash outflow from operating activities	**(5,923,357)**	**(6,239,251)**

27. Related party transactions

During the period the Group used consulting services of companies in which a Director has a shareholding.

	2015 $	2014 $
Channel Group Pty Ltd Marketing and consulting services (John Martin)	11,375	135,010
Total paid to related parties	**11,375**	**135,010**

28. Transactions with key management personnel

Key management personnel remuneration includes the following expenses:

	2015 $	2014 $
Salaries	734,990	769,803
Bonuses	290,000	228,067
Back pay of Directors fees	-	232,137
Total short term employee benefits	**1,024,990**	**1,230,007**
Defined contribution pension plans	58,939	82,290
Other long term benefits	2,719	14,928
Share based payments	124,648	550,206
Total remuneration	**1,211,296**	**1,877,431**

During the year, no options were exercised. In 2014, options were exercised with a total exercise price of $446K.

29. Contingent liabilities

The Group had no contingent liabilities as at 30 June 2015 (30 June 2014: $nil).

30. Capital expenditure commitments

There were no capital commitments as at the 30 June 2015 (30 June 2014: $Nil).

31. Financial instruments

a. Capital risk management

The Group's financial instruments consist mainly of deposits with banks, accounts receivable, accounts payable and financial liabilities.

b. Categories of financial instruments

The total for each category of financial instrument, measured in accordance with AASB139 as detailed in the accounting policies to these financial statement, are as follows:

Financial assets	2015 $	2014 $
Trade and other receivables	66,571	134,266
Cash and cash equivalents	3,012,812	2,507,497
Term deposit	-	127,754
Total financial assets	**3,079,383**	**2,769,517**

Financial liabilities	2015 $	2014 $
Trade and other payables	781,101	921,004
Total financial liabilities	**781,101**	**921,004**

c. Financial risk management objectives

The Group is exposed to various risks in relation to financial instruments. The main types of risks are foreign currency risk, credit risk and liquidity risk.

The Group's risk management is coordinated in close operation with the Board of Directors, and focuses on actively securing the Group's short to medium term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described below.

d. Foreign exchange risk

Foreign exchange risk is the risk of an adverse impact on the Group's financial performance as a result of exchange rate volatility.

Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

The Group is exposed to foreign exchange risk arising primarily from transactions with foreign suppliers. Exposure to currency risk arising from foreign currency transactions is limited to trade payables. The Group does not frequently transact with foreign suppliers and the total balance of trade payables denominated in a foreign currency is not material, therefore the Group's exposure is minimal.

Management have assessed the risk of movement in interest rates, and foreign exchange, and do not believe the impact would be material to the accounts.

e. Liquidity risk analysis

Liquidity risk is risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in a rolling 365 day projection.

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 180 day periods at a minimum. This objective was met for the reporting periods.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk in particular its cash resources and trade receivables.

As at 30 June 2015, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	2015 $	2014 $
	Current within 6 months	Current within 6 months
Trade and other payables	781,101	921,106
Total financial liabilities	**781,101**	**921,106**

f. Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposure to customers, including outstanding receivables and committed transactions.

The Group has adopted a policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial loss from defaults.

g. Capital management policies and procedures

The Group's capital management objectives are:

- To ensure the Group's ability to continue as a going concern; and
- To provide an adequate return to shareholders;

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position and cash flow hedges recognised in other comprehensive income.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

32. Parent entity information

Set out below is the supplementary information about Regeneus Ltd, the parent entity.

	2015 $	2014 $
Statement of financial position		
Current assets	7,127,495	7,063,892
Total assets	9,579,341	10,323,102
Current liabilities	1,259,539	1,675,629
Total liabilities	1,307,127	1,929,010
Net assets	8,272,214	8,394,092
Issued capital	31,076,819	24,908,920
Retained earnings	(25,295,733)	(18,705,205)
Option reserve	2,491,128	2,190,377
Total equity	**8,272,214**	**8,394,092**
Statement of profit or loss and other comprehensive income		
Loss for the year	(6,693,670)	(7,435,999)
Other comprehensive income	-	-
Total comprehensive loss	**(6,693,670)**	**(7,435,999)**

33. Post reporting date events

On 15 August 2015, 3,846,154 options expired. These options were part of the August 2014 private share placement with the options having a 12 month expiration and an exercise price of $0.40.

09 Directors' Declaration

Directors' declaration

1. In the opinion of the Directors of the Group:

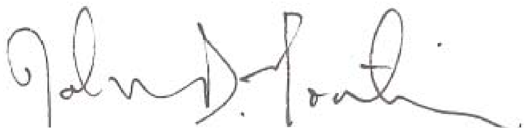
   a. The consolidated financial statements and notes are in accordance with the Corporations Act 2001, including:
      i. Giving a true and fair view of its financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
      ii. Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

   b. There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial year ended 30 June 2015.

3. Note 2 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:



CEO and Executive Director
John Martin

Dated this 31 August 2015

Grant Thornton

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Independent Auditor's Report
To the Members of Regeneus Limited

Report on the financial report

We have audited the accompanying financial report of Regeneus Limited (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, the financial statements comply 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. Those standards require us to 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.

Grant Thornton

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 of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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 Corporations Act 2001.

Auditor's opinion

In our opinion:

a the financial report of Regeneus Limited is in accordance with the Corporations Act 2001, including:

   i giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and

   ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and

b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 3 in the financial report which indicates that the consolidated entity incurred a net loss of $6,606,521 during the year ended 30 June 2015 and the consolidated entity's cash outflows from operating activities for the year ended 30 June 2015 were $5,923,357. These conditions, along with other matters as set forth in Note 3, indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report.

Grant Thornton

Report on the remuneration report
We have audited the remuneration report included in pages 10 to 14 of the directors' report for the year ended 30 June 2015. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion on the remuneration report
In our opinion, the remuneration report of Regeneus Limited for the year ended 30 June 2015, complies with section 300A of the Corporations Act 2001.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

LWorsley.

L M Worsley
Partner - Audit & Assurance

Sydney, 31 August 2015

11 ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective 30 September 2015.

Corporate governance statement

In accordance with the ASX principles and recommendations, Regeneus Ltd's corporate governance statements can be reviewed on the Company website, at:

regeneus.com.au/investor-centre/corporate-governance

Substantial shareholders

The number of substantial shareholders and their associates are set out below:

Shareholder	Number of shares
Vesey Investments	14,399,642

Voting rights

Ordinary shares

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No voting rights.

Distribution of equity security holders

Holding	Shares	Options
100,001 and over	172,525,770	14,510,027
10,001 to 100,000	32,994,495	1,054,838
5,001 to 10,000	2,396,515	8,333
1,001 to 5,000	952,535	-
1 to 1,000	15,828	-
	208,885,143	**15,564,865**
Unmarketable parcels	703,978	

Buy back of shares

There is no buy back of shares on offer.

Unissued equity securities

Options issued under the options plans total 15,564,865.

Ordinary shares

Twenty largest shareholders	Number held	% of issued shares
Vesey Investments Pty Ltd	14,399,642	6.9%
HSBC Custody Nominees (Australia) Limited	10,264,371	4.9%
Thomas Georg Mechtersheimer	9,737,451	4.7%
Dr. Marc Ronald Wilkins	9,289,639	4.5%
Ben Herbert	8,689,412	4.2%
UBS Wealth Management Australia Nominees Pty Ltd	4,450,406	2.1%
Tony Batterham	3,850,500	1.8%
John Martin	3,759,682	1.8%
George Miklos	3,080,400	1.5%
Parros Pty Ltd	2,985,836	1.4%
Mr. Pierre Frederic Malou	2,925,792	1.4%
SMC Capital	2,716,726	1.3%
Sayers Investment (ACT) Pty Ltd	1,988,543	1.0%
Bacau Pty Ltd	1,940,732	0.9%
J P Morgan Nominees Australia Limited	1,932,237	0.9%
Rose Martin	1,863,642	0.9%
Mrs. Ciara Yvonne Kelly and Mr. Paul Dominic Kelly	1,774,512	0.9%
MLB Holdings Pty Ltd	1,704,188	0.8%
Dr. Michael Muller	1,571,896	0.8%
Duncan Thomson & Donna Thomson	1,534,183	0.7%
Total	**90,459,790**	**43.0%**
Balance of register	**118,425,353**	**57.0%**
Grand total	**208,885,143**	**100.0%**

Securities exchange

The Company was listed on the Australian Securities Exchange on the 19 September 2013

Cash Usage

Since listing on the ASX on 19 September 2013, the Group has used its cash and assets in a form readily converted to cash that it had at the time of admission to the official list of ASX in a manner consistent with its business objectives.

Corporate Directory

Registered Office and Principal Place of Business

25 Bridge Street
Pymble, NSW 2073, Australia

Board of Directors

Dr. Roger Aston (Non-executive Chairman)
John Martin (Chief Executive Officer)
Dr. Graham Vesey (Executive Director)
Barry Sechos (Non-executive Director)
Dr. Glen Richards (Non-executive Director)

Company Secretary

Sandra McIntosh

Website

regeneus.com.au

Lawyers

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Share Registry

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Stock Exchange Listing

Australian Stock Exchange
ASX Code: RGS

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Regeneus Ltd (ASX: RGS) is an Australian clinical-stage regenerative medicine company developing a patented portfolio of cell therapies to address significant unmet medical needs in the human and veterinary health markets with a focus on musculoskeletal disease, oncology and dermatology.

Regeneus' strategy is to continue to develop innovative technologies partnering with larger companies with commercialisation capabilities to develop and market the products.