NeuroScientific Biopharmaceuticals Limited

ABN 13 102 832 995

Annual Report - 30 June 2018

Directors	Brian Leedman Dr Anton Uvarov Matthew Liddelow Stephen Quantrill
Company secretary	Thomas Spencer
Notice of annual general meeting	The details of the annual general meeting of NeuroScientific Biopharmaceuticals Limited are: Level 1 45 Stirling Highway Nedlands WA 6009
Registered office	Level 1 45 Stirling Highway Nedlands WA 6009 Phone: (08) 6382 1800
Principal place of business	Level 1 45 Stirling Highway Nedlands WA 6009 Phone: (08) 6382 1800
Share register	Automic Registry Services Level 2 267 St Georges Terrace Perth WA 6000 Phone: 1300 808 280
Auditor	RSM Australia Partners Level 32 Exchange Tower 2 The Esplanade Perth WA 6000
Solicitors	Steinepreis Paganin Level 4 The Read Buildings 16 Milligan Street Perth WA 6000
Bankers	Westpac Banking Corporation Level 4 Brookfield Place, Tower 2 123 St George's Terrace Perth WA 6000
Stock exchange listing	NeuroScientific Biopharmaceuticals Limited shares are listed on the Australian Securities Exchange (ASX code: NSB)
Website	www.neuroscientific.com
Corporate Governance Statement	www.neuroscientific.com/investor-relations

The directors present their report, together with the financial statements of NeuroScientific Biopharmaceuticals Limited (referred to hereafter as the 'company') for the year ended 30 June 2018.

Directors

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

Brian Leedman (appointed on 29 September 2017)
Dr Anton Uvarov (appointed on 6 September 2017)
Matthew Liddelow (appointed on 1 February 2018)
Stephen Quantrill
William Harold Clough (resigned on 1 February 2018)

Principal activities

During the financial year the company was engaged in the development of diagnostic and therapeutic treatments for neurodegenerative diseases through preclinical studies of patented technologies.

Dividends

There were no dividends declared or paid during the year. The Directors recommend that no final dividend be paid.

Review of operations

The loss of the company for the year amounted to $931,420 (30 June 2017: $261,117).

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the company during the financial year.

Matters subsequent to the end of the financial year

On the 25 of July 2018, the company successfully met the conditions of the Australian Securities Exchange ('ASX') for admission to the official list of the ASX and to have its securities quoted. As part of the initial public offering, the company issued 30,000,000 shares at $0.20 under its Prospectus for a capital raise of $6,000,000. 950,000 Class A performance shares issued to management in May 2018 were converted to ordinary shares at a value of $0.20 per share upon the successful listing date.

Likely developments and expected results of operations

Information on likely developments in the operations of the company and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the company.

Environmental regulation

The company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Mr Brian Leedman
Title:	Non-Executive Chairman
Qualifications:	BE, MBA
Experience and expertise:	Mr Leedman is a marketing and investor relations professional with over 15 years' experience in the biotechnology industry. Prior to appointment with NeuroScientific Biopharmaceuticals Ltd, Mr Leedman was co-founder of ResApp Health Ltd as well as Oncosil Medical Limited and Biolife Science Limtied (acquired by Imugene Limited) and served for 10 years as Vice President for pSivida Corp which is listed on the ASX and NADAQ. Mr Leedman also served as WA chairman of AusBiotech, the association of biotechnology companies in Australia.
Other current directorships:	None
Former directorships (last 3 years):	Executive Director of ResApp Health Limited (ASX:RAP) and Alcidion Group Limited (ASX:ALC)
Interests in shares:	1,750,000 ordinary shares
Interests in options:	None
Contractual rights to shares:	1,000,000 performance shares

Name:	Mr Matthew Liddelow
Title:	Managing Director and Chief Executive Officer
Qualifications:	BSc, BA, MBA
Experience and expertise:	Mr Liddelow Has over 12 years' experience in the commercialisation of biotechnology, medical devices and pharmaceuticals. Mr Liddelow has been involved in a number of start-up companies, including medical device company Medevco Pty Ltd, which was acquired by Allied Healthcare Group Ltd (now Ademus Ltd). While employed by multi-national pharmaceutical company Astra Zeneca, Me Liddelow gained first-hand experience in the development, marketing and product launch of cardio vascular and respiratory related medications. In 2014, Mr Liddelow found Enhanced Biomedical Pty Ltd of which he was Managing Director.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	1,075,000 ordinary shares
Interests in options:	None
Contractual rights to shares:	600,000 performance shares

Name:	Dr Anton Uvarov
Title:	Executive Director
Qualifications:	PhD, MBA
Experience and expertise:	Dr Uvarov has significant experience as an equity analyst in the healthcare industry with a focus on the biotechnology sector, both domestically and internationally. Prior to moving to Australia, he was with Citigroup Global Markets where he spent two years as a member of a New York based biotechnology team that has been continuously ranked top 4 for Biotechnology in the All-America Institutional Investor survey. Dr Uvarov's scientific expertise and company knowledge spreads across a variety of therapeutic areas and spectrum of market capitalizations with his particular interest in early stage biotechnology companies. Dr Uvarov holds a PhD degree in Biochemistry and Medical Genetics from the University of Manitoba, Canada and an MBA degree from the University of Calgary, Canada.
Other current directorships:	Elsight Limited (ASX: ELS), Parazero Limited, HearMeOut Limited (ASX: HMO)
Former directorships (last 3 years):	Actinogen Medical Limited (ASX: ACW), Sun Biomedical Limited (ASX: SBN) (now Dimerix Limited), Acuvax Limited (ASX: ACU) (now Activistic Ltd), and Imugene Limited (ASX: IMU)
Interests in shares:	1,000,000 ordinary shares
Interests in options:	None
Contractual rights to shares:	600,000 performance shares

Name:	Mr Stephen Quantrill
Title:	Non-Executive Director
Qualifications:	BEng, BCom, MBA, GAICD
Experience and expertise:	Mr Stephen Quantrill has over 20 years' experience in multifaceted roles in business ownership, corporate advisory, and company directorship with extensive experience as a business executive and private equity professional. Mr Quantrill is the Executive Chairman of McRae Investments, the Clough family private investment company, Executive Chairman of the Indo-Pacific Group, Chairman of Pedco Engineering, Executive Director of Colomi Iron, and Non-Executive Director of Twinza Oil.
Other current directorships:	iBuyNew Group Ltd (IBN:ASX)
Former directorships (last 3 years):	None
Interests in shares:	None
Interests in options:	None
Contractual rights to shares:	None

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

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

Company secretary
Thomas Spencer (B.Bus CPA, MAICD) has held the role of Company Secretary since May 2016. Mr Spencer has over 15 years' experience in providing financial, governance and advisory services across multiple industries, including investment banking, asset management and private equity. He holds a Bachelor of Business degree with a double major in Accounting and Information Systems, is a member of CPA Australia and is a member of the Australian Institute of Company Directors.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

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

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

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

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

Non-executive directors' remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually. The company may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market.

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

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually based on individual and company performance, the overall performance of the company and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits where it does not create any additional costs to the company and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives with vesting periods based on long-term incentive measures. These include increase in shareholder's value relative to the entire market and KPI's aligned to the research and development program.

Details of remuneration

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

The key management personnel of the company consisted of the following directors of NeuroScientific Biopharmaceuticals Limited:
- Brian Leedman - Non-Executive Chairman
- Stephen Quantrill - Non-Executive Director
- Matthew Liddelow - Managing Director and Chief Executive Officer
- Anton Uvarov – Executive Director

And the following persons:
- Thomas Spencer - Company Secretary and CFO

Changes since the end of the reporting period:
William Harold Clough resigned as a Non-Executive Director on 1 February 2018.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2018	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Brian Leedman (Chairman)	75,000	-	-	-	-	161,482	-	236,482
Stephen Quantrill	-	-	-	-	-	-	-	-
William Harold Clough	-	-	-	-	-	-	-	-
Executive Directors:								
Matthew Liddelow	50,000	-	-	4,750	-	106,889	-	161,639
Anton Uvarov	-	-	55,000	-	-	136,889	-	191,889
Other Key Management Personnel:								
Matthew Liddelow*	70,000	-	-	-	-	-	-	70,000
Thomas Spencer	-	-	-	-	-	-	-	-
	195,000	-	55,000	4,750	-	405,260	-	660,010

* Represents remuneration as a consultant prior to appointment as CEO

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2017	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
William Harold Clough	-	-	-	-	-	-	-	-
Stephen Quantrill	-	-	-	-	-	-	-	-
Other Key Management Personnel:								
Matthew Liddelow*	120,000	-	-	-	-	-	-	-
Thomas Spencer	-	-	-	-	-	-	-	-
	120,000	-	-	-	-	-	-	-

* Represents remuneration as a consultant prior to appointment as CEO

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	2018	2017	2018	2017	2018	2017
Non-Executive Directors:						
Brian Leedman (Chairman)	32%	-	-	-	68%	-
Stephen Quantrill	-	-	-	-	-	-
William Harold Clough	-	-	-	-	-	-
Executive Directors:						
Matthew Liddelow	34%	-	-	-	66%	-
Anton Uvarov	29%	-	-	-	71%	-
Other Key Management Personnel:						
Matthew Liddelow*	100%	100%	-	-	-	-
Thomas Spencer	-	-	-	-	-	-

* Represents remuneration as a consultant prior to appointment as CEO

Cash bonuses are dependent on meeting performance measures. The maximum bonus values are established at the start of each financial year and amounts payable are determined in the final month of the financial year.

Service agreements

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

Matthew Liddelow - Managing Director and Chief Executive Officer

On 1 February 2018, the Company and Mr Matthew Liddelow entered into an employment agreement pursuant to which Mr Liddelow is employed as the Company's Chief Executive Officer and Managing Director. Mr Liddelow's employment commenced on 1 February 2018 and shall continue on a permanent basis, unless earlier terminated in accordance with the provisions of the Employment Agreement.

As full compensation for all services provided and duties performed by Mr Liddelow (inclusive of services as an officer and member of the Board), Mr Liddelow is entitled to receive:

(i) with effect from 1 February 2018, an annual salary in the amount of $120,000; and

(ii) with effect from the date of the Company being admitted to the Official List, the Initial Salary shall be increased to an annual salary in the amount of $180,000.

Mr Liddelow is eligible to receive an annual variable discretionary performance-based award as determined by the Company.

The Employment Agreement can be terminated in the following circumstances:

(i) by either party upon giving 30 days' notice;

(ii) by the Company without notice if at any time Mr Liddelow:

a) commits any act of serious misconduct;

b) fundamentally breaches any of the material terms of the Employment Agreement;

c) is charged with any criminal offence which, in the reasonable opinion of the Company may embarrass or bring Mr Liddelow or any related company into disrepute; or

d) wilfully refuses to follow a lawful and reasonable direction or repeatedly and materially fails to perform his duties to the standard reasonably required by the Company.

Upon termination, the Company may:

(i) require Mr Liddelow to perform duties other than his usual duties for all or part of the notice period;

(iii) direct Mr Liddelow not to perform any duties and require Mr Liddelow to not attend the Company's premises for all or part of the notice period, if this is the case Mr Liddelow would continue to be an employee of the Company, bound by the Employment Agreement and would not be able to be employed, directly or indirectly, by any third party or prepare to compete with the Company; and

(ii) tender remuneration in lieu of all or part of the notice period, in which case Mr Liddelow's employment will cease immediately and Mr Liddelow will not be entitled to any other payment on termination, other than accrued but outstanding statutory entitlements.

The Employment Agreement contains non-solicitation, intellectual property and confidentiality provisions, as well as other provisions that are considered standard for an agreement of this type.

Dr Anton Uvarov – Executive Director

On 3 May 2018, the Company and Dr Anton Uvarov entered into a terms letter pursuant to which Dr Uvarov is appointed as a Director.

In consideration for his role as a Director, Dr Uvarov is entitled to receive:

(i) for the period commencing 1 August 2017 until the Company listing on the ASX, $5,000 per month to be satisfied through the issue of Shares at listing at a deemed issue price of $0.20 per Share (Initial Salary);

(ii) with effect from listing on the ASX, Mr Uvarov's salary will be payable under a separate services agreement; and

(iii) in addition to the Shares issued to Dr Uvarov as the Initial Salary, the Company will issue Dr Uvarov 950,000 Performance Shares.

Dr Uvarov's appointment as a Director can be terminated in accordance with the Constitution and the Corporations Act.

The Letter of Appointment contains confidentiality provisions, as well as other provisions that are considered standard for an agreement of this type.

On 1 May 2018, the Company and Mr Uvarov also entered into an employment agreement pursuant to which Mr Uvarov will be employed as an Executive Director commencing on the date of the Company's listing on ASX and shall continue on a permanent basis, unless earlier terminated in accordance with the provisions of the Employment Agreement.

On and from the Commencement Date, Mr Uvarov will be paid a salary of $100,000 per annum calculated pre-tax and including the cost of providing any fringe benefits to Mr Uvarov.

Mr Uvarov is eligible to receive an annual variable discretionary performance-based award as determined by the Company.

The Employment Agreement can be terminated in the following circumstances:

a) commits any act of serious misconduct;

b) fundamentally breaches any of the material terms of the Employment Agreement;

c) is charged with any criminal offence which, in the reasonable opinion of the Company may embarrass or bring Mr Liddelow or any related company into disrepute; or

d) wilfully refuses to follow a lawful and reasonable direction or repeatedly and materially fails to perform his duties to the standard reasonably required by the Company.

Upon termination, the Company may:

(iii) require Mr Liddelow to perform duties other than his usual duties for all or part of the notice period;

(iv) direct Mr Liddelow not to perform any duties and require Mr Liddelow to not attend the Company's premises for all or part of the notice period, if this is the case Mr Liddelow would continue to be an employee of the Company, bound by the Employment Agreement and would not be able to be employed, directly or indirectly, by any third party or prepare to compete with the Company; and

(iv) tender remuneration in lieu of all or part of the notice period, in which case Mr Liddelow's employment will cease immediately and Mr Liddelow will not be entitled to any other payment on termination, other than accrued but outstanding statutory entitlements.

The Employment Agreement contains non-solicitation, intellectual property and confidentiality provisions, as well as other provisions that are considered standard for an agreement of this type.

Non-Executive Agreements

The Company has entered into non-executive director appointment letters with Messrs Brian Leedman and Stephen Quantrill pursuant to which Messrs Leedman and Stephen Quantrill are appointed as Non-Executive Directors of the Company on the following terms:

(a) (Fees): Director fees are payable by the Company to each of Mr Leedman ($100,000 per annum) and Mr Quantrill ($45,000 per annum); and

(b) (Term): the term of Messrs Leedman and Mr Quantrill's appointments are subject to provisions of the Constitution and the ASX Listing Rules relating to retirement by rotation and re-election of directors and will automatically cease at the end of any meeting at which Messrs Leedman or Quantrill are not re-elected as Directors by Shareholders.

The appointment letters otherwise contain terms and conditions that are considered standard for agreements of this nature.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2018.

Performance Shares
The terms and conditions of each grant of performance shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Date issued	Shares	Fair Value
Brian Leedman	2 May 2018	1,250,000	161,482
Stephen Quantrill	-	-	-
Matthew Liddelow	2 May 2018	800,000	106,889
Anton Uvarov	2 May 2018	950,000	136,889

*950,000 Class A performance shares issued to management in May 2018 were converted to ordinary shares at a value of $0.20 per share upon the successful listing date.

Performance shares carry no dividend or voting rights. Performance shares convert to ordinary shares upon satisfaction of key milestone criteria, as at reporting date the Class B to E performance shares had not vested.

Additional information

The earnings of the company for the five years to 30 June 2018 are summarised below:

	2018 $	2017 $	2016 $	2015 $	2014 $
Sales revenue	29,418	38,185	116,025	1,193	155,628
EBITDA	(888,312)	(250,647)	(103,043)	(269,647)	(384,440)
EBIT	(931,295)	(260,539)	(103,043)	(269,647)	(384,440)
Loss after income tax	(931,420)	(261,117)	(103,387)	(270,022)	(384,812)

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

	2018	2017	2016	2015	2014
Share price at financial year end ($)	-**	-	-	-	-
Total dividends declared (cents per share)	-	-	-	-	-
Basic loss per share (cents per share)	(3.01)	(1.13)	(1.97)	(5,17)	(7.80)

**On the 25 July 2018, the company successfully met the conditions of the Australian Securities Exchange (‘ASX’) for admission to the official list of the ASX and to have its securities quoted.

Additional disclosures relating to key management personnel

Shareholding

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

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals	Balance at the end of the year
Ordinary shares					
Brian Leedman	-	-	1,500,000	-	1,500,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	-	1,000,000	-	1,000,000
Anton Uvarov	-	-	1,000,000	-	1,000,000
	-	-	3,500,000	-	3,500,000

Performance shares

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

	Balance at the start of the year	Granted	No. of Rights exercised	Expired/ forfeited/ other	Balance at the end of the year
Class A shares					
Brian Leedman	-	250,000	-	-	250,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	200,000	-	-	200,000
Anton Uvarov	-	350,000	-	-	350,000
	-	800,000	-	-	800,000

*Class A performance shares vested on the company being admitted to the official list of the ASX.

	Balance at the start of the year	Granted	No. of Rights exercised	Expired/ forfeited/ other	Balance at the end of the year
Class B shares					
Brian Leedman	-	250,000	-	-	250,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	150,000	-	-	150,000
Anton Uvarov	-	150,000	-	-	150,000
	-	550,000	-	-	550,000

	Balance at the start of the year	Granted	No. of Rights exercised	Expired/ forfeited/ other	Balance at the end of the year
Class C shares					
Brian Leedman	-	250,000	-	-	250,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	150,000	-	-	150,000
Anton Uvarov	-	150,000	-	-	150,000
	-	550,000	-	-	550,000

	Balance at the start of the year	Granted	No. of Rights exercised	Expired/ forfeited/ other	Balance at the end of the year
Class D shares					
Brian Leedman	-	250,000	-	-	250,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	150,000	-	-	150,000
Anton Uvarov	-	150,000	-	-	150,000
	-	550,000	-	-	550,000

	Balance at the start of the year	Granted	No. of Rights exercised	Expired/ forfeited/ other	Balance at the end of the year
Class E shares					
Brian Leedman	-	250,000	-	-	250,000
Stephen Quantrill	-	-	-	-	-
Matthew Liddelow	-	150,000	-	-	150,000
Anton Uvarov	-	150,000	-	-	150,000
	-	550,000	-	-	550,000

This concludes the remuneration report, which has been audited.

Shares under option

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

Grant date	Expiry date	Exercise price	Number under option
7 March 2018	7 March 2021	$0.20	36,000,000

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

Indemnity and insurance of officers

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

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

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

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

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

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 17 to the financial statements.

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

The directors are of the opinion that the services as disclosed in note 17 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

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

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

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

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

On behalf of the directors

Matthew Liddelow
Managing Director

31 August 2018
Perth

RSM Australia Partners

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www.rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Neuroscientific Biopharmaceuticals Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

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

RSM

RSM AUSTRALIA PARTNERS

AWhyte

Perth, WA
Dated: 31 August 2018

ALASDAIR WHYTE
Partner

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation

General information

The financial statements cover NeuroScientific Biopharmaceuticals Limited as a company. The financial statements are presented in Australian dollars, which is NeuroScientific Biopharmaceuticals Limited's functional and presentation currency.

NeuroScientific Biopharmaceuticals Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office	**Principal place of business**
Level 1 45 Stirling Highway Nedlands WA 6009 Australia	Level 1 45 Stirling Highway Nedlands WA 6009 Australia

A description of the nature of the company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 31 August 2018. The directors have the power to amend and reissue the financial statements.

NeuroScientific Biopharmaceuticals Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2018

	Note	2018 $	2017 $
Revenue			
Interest received	3	542	160
Other income	3	28,876	38,025
Expenses			
Administration expenses		(68,692)	(39,499)
Business development		(47,993)	-
Research and development expenses		(75,516)	(232,804)
Patent related costs		(41,831)	(16,529)
Finance costs		(125)	(578)
Employee expenses		(181,549)	-
Share based payment	4	(502,149)	-
Amortisation expenses		(42,983)	(9,892)
(Loss) before income tax expense		(931,420)	(261,117)
Income tax expense	5	-	-
(Loss) after income tax expense for the year		(931,420)	(261,117)
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive (loss) for the year		(931,420)	(261,117)
Loss attributable to:			
Members of NeuroScientific Biopharmaceuticals Limited		(931,420)	(261,117)
Based and diluted losses per share (cents per share)		(3.01)	(1.13)

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

NeuroScientific Biopharmaceuticals Limited
Statement of financial position
As at 30 June 2018

	Note	2018 $	2017 $
Assets			
Current assets			
Cash and cash equivalents	6	103,895	125,806
Trade and other receivables	7	19,872	38,025
Prepayments	8	163,013	-
Total current assets		286,780	163,831
Non-current assets			
Intangibles	9	522,125	415,108
Total non-current assets		522,125	415,108
Total assets		808,905	578,939
Liabilities			
Current liabilities			
Trade and other payables	10	21,388	43,151
Employee benefits	10	55,000	-
Total current liabilities		76,388	43,151
Total liabilities		76,388	43,151
Net assets		732,517	535,788
Equity			
Issued capital	11	4,813,762	4,223,762
Reserves	13	541,430	3,281
Accumulated losses	14	(4,622,675)	(3,691,255)
Total equity		732,517	535,788

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

NeuroScientific Biopharmaceuticals Limited
Statement of changes in equity
For the year ended 30 June 2018

	Issued capital $	Reserves $	Accumulated Losses $	Total equity $
Balance at 1 July 2016	3,551,322	3,281	(3,430,138)	124,465
Shares issued during the year - capital raising	322,440	-	-	322,440
Shares issued during the year - share based payment	350,000	-	-	350,000
Total comprehensive (loss) for the year after tax	-	-	(261,117)	(261,117)
Balance at 30 June 2017	4,223,762	3,281	(3,691,255)	535,788

	Issued capital $	Reserves $	Retained profits $	Total equity $
Balance at 1 July 2017	4,223,762	3,281	(3,691,255)	535,788
Shares issued during the year - note conversion	440,000	-	-	440,000
Shares issued during the year - share based payment	150,000	502,149	-	652,149
Options issued during the year	-	36,000	-	36,000
Total comprehensive (loss) for the year after tax	-	-	(931,420)	(931,420)
Balance at 30 June 2018	4,813,762	541,430	(4,622,675)	732,517

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

NeuroScientific Biopharmaceuticals Limited
Statement of cashflows
For the year ended 30 June 2018

	Note	2018 $	2017 $
Cash flows from operating activities			
Payments to suppliers and employees		(527,204)	(367,800)
Receipts from customers		28,876	181,797
Bank fees		(125)	(576)
Interest received		542	160
Net cash used in operating activities	21	(497,911)	(186,419)
Cash flows from investing activities			
Purchase of intangibles		-	(15,000)
Net cash used in investing activities		-	(15,000)
Cash flows from financing activities			
Proceeds from share issue		440,000	322,440
Proceeds from options issue		36,000	-
Net cash provided by financing activities		476,000	322,440
Net (decrease)/increase in cash and cash equivalents		(21,911)	121,021
Cash and cash equivalents at the beginning of the financial year		125,806	4,785
Cash and cash equivalents at the end of the financial year	6	103,895	125,806

The above statement of cashflows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the company.

Basis of preparation

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

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

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

Foreign currency translation

The financial statements are presented in Australian dollars, which is NeuroScientific Biopharmaceuticals Limited's functional and presentation currency.

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

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods
Sale of goods revenue is recognised at the point of sale, which is where the customer has taken delivery of the goods, the risks and rewards are transferred to the customer and there is a valid sales contract. Amounts disclosed as revenue are net of sales returns and trade discounts.

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

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

Note 1. Significant accounting policies (continued)

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

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

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

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

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

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

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

Note 1. Significant accounting policies (continued)

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. The useful life of the intangible asset recognized is assessed as finite.

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

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

Provisions
Provisions are recognised when the company has a present (legal or constructive) obligation as a result of a past event, it is probable the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

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

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

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Note 1. Significant accounting policies (continued)

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

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

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

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

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

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

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

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

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

Issued capital
Ordinary shares are classified as equity.

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

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

Note 1. Significant accounting policies (continued)

Earnings per share

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2018. The company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the company, are set out below.

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The company has made an assessment and determined that this standard will have little to no impact on the entity as it does not have any financial instruments.

AASB 15 Revenue from Contracts with Customers
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The company has made an assessment and determined that this standard will have little to no impact on the entity as it currently does not derive any revenues.

Note 1. Significant accounting policies (continued)

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The company has made an assessment and determined that this standard will have little to no impact on the entity as it does not hold any leases.

Note 2. Critical accounting judgements, estimates and assumptions

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

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

Note 3. Revenue

	2018 $	2017 $
Other revenue		
Interest	542	160
R&D Incentive rebate	28,876	38,025
Revenue	29,418	38,185

Note 4. Share based payment

A total of 3,750,000 Performance Rights were granted on the 2 May 2018.
The following performance criteria is required to be achieved from the date of issue:

Class A Performance Shares
The Class A Performance Shares will each convert into one (1) share immediately prior to the company being admitted to the official list of the ASX.
Class B Performance Shares
The Class B Performance Shares will each convert into one (1) share upon the company achieving a volume weighted average price of shares traded on the ASX over 20 consecutive days of not less than $0.40 on or before the date that is 2 years from the date the company is admitted to the official list of the ASX.
Class C Performance Shares
The Class C Performance Shares will each convert into one (1) share upon the company being awarded the US FDA Investigational New Drug (IND) status (or the EU EMA equivalent) in relation to EmtinB on or before the date that is 5 years from the date the company is admitted to the official list of the ASX.
Class D Performance Shares
The Class D Performance Shares will each convert into one (1) share upon the company completing the recruitment of the first patient for the Phase IA clinical trial of EmtinB based products on or before the date that is 5 years from the date the company is admitted to the official list of the ASX.
Class E Performance Shares
The Class E Performance Shares will each convert into one (1) share upon the company achieving a volume weighted average price of shares traded on the ASX over 20 consecutive days of not less than $0.80 on or before the date that is 5 years from the date the company is admitted to the official list of the ASX.

The following table sets out other information on the Performance Rights:

	Class A	Class B	Class C	Class D	Class E
Number	950,000	700,000	700,000	700,000	700,000
Grant date	2 May 2018	2 May 2018	2 May 2018	2 May 2018	2 May 2018
Share price at grant date	$0.20	$0.20	$0.20	$0.20	$0.20
Number of shares vested	950,000*	-	-	-	-
Probability	100%*	-	35.19%	28.15%	-
Fair value	190,000	111,370	37,577	30,062	133,140

*Class A performance shares vested on the company being admitted to the official list of the ASX

The company used judgement in estimating the probability of the non-market performance criteria (Class C and Class D Performance Shares) being met at grant date.

As at the grant date, the fair value of the non-vesting performance criteria ($502,149) was recognised as a share based payment. As at the date of this report, the performance criteria for Performance Class Shares B to E had not been met.

	2018	**2017**
	$	**$**
Total expenses arising from share based payment transactions recognised during the period were as follows:		
Performance rights – share based payment expense - KMP	405,260	-
Performance rights – share based payment expense - Other *	96,889	-
	502,149	-

*Performance shares were issued to McRae Investments Pty Ltd, Stephen Quantrill is the Executive Chairman of McRae Investments Pty Ltd.

Note 5. Income tax expense

	2018 $	2017 $
The prima facie tax receivable on loss before income tax is reconciled to the income tax as follows:		
Prima facie benefit on operating loss at 27.5% (2017:27.5%)	256,141	71,807
Tax losses not brought to account	(256,141)	(71,807)
Income tax benefit attributable to operating loss	-	-

A potential deferred tax asset, attributable to tax losses carried forward, amounts to approximately $2,194,845 (2017: $1,926,907) and has not been brought to account at reporting date because the directors do not believe it is appropriate to regard realisation of the deferred tax asset as probable at this point in time. This benefit will only be obtained if:

- the company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss and research and development expenditure to be realised;
- the company continues to comply with the conditions for deductibility imposed by law; and
- no changes in tax legislation adversely affect the company in realising the benefit from the deductions for the loss and research and development expenditure.

Note 6. Current assets - cash and cash equivalents

	2018 $	2017 $
Cash on hand	99	99
Cash at bank	103,796	125,707
	103,895	125,806

Note 7. Current assets - trade and other receivables

	2018 $	2017 $
Trade receivables	19,872	38,025
Less: Provision for impairment of receivables	-	-
	19,872	38,025

Impairment of receivables
The company has not recognised any loss (2017: nil) in profit or loss in respect of impairment of receivables for the year ended 30 June 2018.

Note 8. Current assets - prepayments

	2018 $	**2017 $**
Prepaid IPO expenses	163,013	-
	163,013	-

Note 9. Non-current assets - intangibles

	2018 $	**2017 $**
Exclusive License - at cost	575,000	425,000
Less: Accumulated amortisation	(52,875)	(9,892)
	522,125	415,108

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

	Exclusive License $
Balance at 1 July 2016	60,000
Additions through issuance of shares *	365,000
Amortisation expense	(9,829)
Balance at 30 June 2017	415,108
Balance at 30 June 2017	415,108
Additions through issuance of shares *	150,000
Amortisation expense	(52,875)
Balance at 30 June 2018	522,125

*$150,000 via the issue of shares (2017 - $365,000) (Note 11)

Note 10. Current liabilities - trade and other payables

	2018 $	**2017 $**
Trade payables	21,388	43,151
Employee benefits	55,000	-
	76,388	43,151

Note 11. Equity - issued capital

	2018 Shares	2017 Shares	2018 $	2017 $
Ordinary shares - fully paid	42,355,592	91,827,970	4,813,762	4,223,762

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2016	81,175,298		3,551,322
Issue of shares, seed capital	19 October 2016	2,428,791	$0.50	121,440
Issue of shares, seed capital	27 April 2017	3,000,000	$0.067	201,000
Issue of shares share based payment	2 May 2017	5,223,881	$0.067	350,000
Balance	30 June 2017	91,827,970		4,223,762
Share consolidation, 3:1	12 December 2017	(61,218,647)	-	-
Issue of shares, share based payment *	18 January 2018	746,269	$0.201	150,000
Issue of shares, Note Conversion	30 June 2018	11,000,000	$0.04	440,000
Balance	30 June 2018	42,355,592		4,813,762

* On 18 January 2018, 746,269 ordinary shares were issued to UTAS Holdings Pty Ltd at an issue price of $0.201 per share and a total transactional value of $150,000. These shares were issued in accordance with the license agreement for acquisition of the intangible asset due to success of a milestone related to the research and development program.

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

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.

Share buy-back
There is no current on-market share buy-back.

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

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

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

Note 12. Equity – Performance Shares

	2018 Shares	2017 Shares	2018 $	2017 $
Class A shares	950,000	-	190,000	-
Class B shares	700,000	-	111,370	-
Class C shares	700,000	-	37,577	-
Class D shares	700,000	-	30,062	-
Class E shares	700,000	-	133,140	-

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

Class A	**Date**	**Shares**	**Fair Value**	**$**
Balance	1 July 2016	-	-	-
Balance	30 June 2017	-	-	-
Issue of shares, share based payment	2 May 2018	950,000	$0.20	190,000
Balance	30 June 2018	950,000	-	190,000

*Class A performance shares vested on the company being admitted to the official list of the ASX

Class B	**Date**	**Shares**	**Fair Value**	**$**
Balance	1 July 2016	-	-	-
Balance	30 June 2017	-	-	-
Issue of shares, share based payment	2 May 2018	700,000	$0.1591	111,370
Balance	30 June 2018	700,000		111,370

Class C	**Date**	**Shares**	**Fair Value**	**$**
Balance	1 July 2016	-	-	-
Balance	30 June 2017	-	-	-
Issue of shares, share based payment	2 May 2018	700,000	$0.1525	37,577*
Balance	30 June 2018	700,000		37,577*

*The company used judgement in estimating the probability (35.19%) of the non-market performance criteria being met at grant date.

Class D	**Date**	**Shares**	**Fair Value**	**$**
Balance	1 July 2016	-	-	-
Balance	30 June 2017	-	-	-
Issue of shares, share based payment	2 May 2018	700,000	$0.1525	30,062*
Balance	30 June 2018	700,000		30,062*

*The company used judgement in estimating the probability (28.15%) of the non-market performance criteria being met at grant date.

Class E	**Date**	**Shares**	**Fair Value**	**$**
Balance	1 July 2016	-	-	-
Balance	30 June 2017	-	-	-
Issue of shares, share based payment	2 May 2018	700,000	$0.1902	133,140
Balance	30 June 2018	700,000		133,140

As at the date of this report, the performance criteria for Performance Class Shares B to E had not been met.

Performance Shares
Performance shares do not entitle the holder to vote on any resolutions proposed by the company except as otherwise required by law. A performance share does not entitle the holder to any dividends nor return of capital, whether in a winding up, upon a reduction in capital or otherwise.

Note 13. Equity - reserves

	2018 $	2017 $
Options reserve *	39,281	3,281
Share based payment	502,149	-
	541,430	3,281

*The company issued 36,000,000 options at a cost of $0.001 per option, exercisable at $0.20 on or before the date that is 3 years for the date of issue.

Note 14. Equity – accumulated losses

	2018 $	2017 $
Retained (losses) at the beginning of the financial year	(3,691,255)	(3,430,138)
(loss) after income tax expense for the year	(931,420)	(261,117)
Accumulated losses at the end of the financial year	(4,622,675)	(3,691,255)

Note 15. Financial instruments

Market risk

Foreign currency risk
The company is not currently exposed to any foreign exchange risk.

Price risk
The company is not exposed to any significant price risk.

Interest rate risk
The company is not exposed to any significant interest rate risk.

Liquidity risk

Vigilant liquidity risk management requires the company to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable. The company manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

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

2018	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	21,388	-	-	-	21,388
Other payables	-	55,000	-	-	-	55,000
Total		76,388	-	-	-	76,388

2017	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	43,151	-	-	-	43,151
Total derivatives		43,151	-	-	-	43,151

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

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 16. Key management personnel disclosures

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

	2018 **$**	**2017** **$**
Short-term employee benefits	250,000	-
Post-employment benefits	4,750	-
Share-based payment	405,260	-
	660,010	-

Note 17. Remuneration of auditors

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

	2018 $	2017 $
Audit services		
Audit or review of the financial statements	21,500	7,000
Non - audit services		
Preparation of the Investigating Accountant's Report	10,000	-
	31,500	7,000

Note 18. Contingent liabilities

On the 18 May 2016, the company signed an agreement with the University of Tasmania (UTAS) to acquire the license to hold the right to use intellectual property developed by the University. In accordance with the contract, amounts are payable to UTAS in equity, conditional upon the satisfaction of certain technical milestones. Upon the satisfaction of Milestone 1, $150,000, Milestone 2, $200,000, and Milestone 3, $250,000 of equity securities are required to be issued in the company.

On 18 January 2018, 746,269 ordinary shares were issued to UTAS Holdings Pty Ltd at an issue price of $0.201 per share and a total transactional value of $150,000. These shares were issued in accordance with the license agreement for acquisition of the intangible asset due to success of a milestone related to the research and development program.

Note 19. Events after the reporting period

On the 25 of July 2018, the company successfully met the conditions of the Australian Securities Exchange ('ASX') for admission to the official list of the ASX and to have its securities quoted. As part of the initial public offering, the company issued 30,000,000 shares at $0.20 under its Prospectus for a capital raise of $6,000,000. 950,000 Class A performance shares issued to management in May 2018 were converted to ordinary shares at a value of $0.20 per share upon the successful listing date.

Note 20. Related party transactions

Transactions with Related Parties
As set out in Note 16 and the remuneration report in the Directors' Report.

Key management personnel
Disclosures relating to key management personnel are set out in Note 16 and the remuneration report in the Directors' Report.

Receivables from and Payables to Related Parties
Amounts of $55,000 (2016: $Nil) remain payable to related parties at the current and previous reporting date.

There were no receivables from related parties at the current and previous reporting date.

Loans to/from Related Parties
There were no loans to or from related parties at the current and previous reporting date.

Note 21. Reconciliation of profit after income tax to net cash from operating activities

	2018 $	2017 $
Loss after income tax expense for the year	(931,420)	(261,117)
Adjustments for:		
Depreciation and amortisation	42,983	9,892
Share-based payments	502,149	-
Change in operating assets and liabilities:		
Change in trade and other receivables	18,153	143,772
Change in prepayments	(163,013)	-
Change in trade and other payables	(21,763)	(78,966)
Change in employee benefits	55,000	-
Net cash from operating activities	(497,911)	(186,419)

Note 22. Earnings per share

	2018 $	2017 $
Loss after income tax	(931,420)	(261,117)
Loss after income tax attributable to the owners of NeuroScientific Biopharmaceuticals Limited	(931,420)	(261,117)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	30,944,633	23,009,897
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	36,000,000	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	30,944,633	23,009,897
	Cents	**Cents**
Basic and diluted losses per share	(3.01)	(1.13)

In the directors' opinion:

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

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

- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2018 and of its performance for the financial year ended on that date;

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

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

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

On behalf of the directors

Matthew Liddelow
Managing Director

31 August 2018
Perth

RSM

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
NEUROSCIENTIFIC BIOPHARMACEUTICALS LIMITED

Opinion

We have audited the financial report of Neuroscientific Biopharmaceuticals Limited (the Company), which comprises the statement of financial position as at 30 June 2018, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

(i) Giving a true and fair view of the Company's financial position as at 30 June 2018 and of its financial performance for the year then ended; and

(ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for opinion

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

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

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

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RSM Australia Pty Ltd ACN 009 321 377 atf Birdanco Practice Trust ABN 65 319 382 479 trading as RSM

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Key audit matters

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

Key audit matter	How our audit addressed this matter
Share-based payment Refer to Note 4	
On 2 May 2018, the Company issued performance rights. The performance rights did not impose any service conditions that required the counterparties to complete a specified period of service with the Company and, in accordance with AASB 2 Share-based Payment, they vested immediately on the grant date. The Company used judgement in estimating the most likely outcome of the performance conditions being met at grant date. In addition, the Company referred to the value of the shares immediately prior to the issue of the performance rights to estimate the value of the share-based payment. We have determined this to be a key audit matter due to the significant judgement involved in assessing the fair value of the share-based payment expense.	Our audit procedures included: • Challenging the reasonableness of key assumptions used by management relative to the valuation on grant date including the probabilities of the performance conditions being met; • Checking the mathematical accuracy of the computation; and • Assessing the appropriateness of the Company's disclosures in the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2018, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of Neuroscientific Biopharmaceuticals Limited, for the year ended 30 June 2018, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

RSM
RSM AUSTRALIA PARTNERS

AWhyte
ALASDAIR WHYTE
Partner

Perth, WA
Dated: 31 August 2018

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The shareholder information set out below was applicable as at 31 July 2018.

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares
1 to 1,000	-
1,001 to 5,000	11
5,001 to 10,000	109
10,001 to 100,000	311
100,001 and over	66
	497

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
McRae Technology Pty Ltd	18,543,954	25.20
McRae Investments Pty Ltd	5,800,000	7.88
Parklands Super Fund	3,260,000	4.43
UTAS Holdings Pty Ltd	2,820,896	3.83
Edith Cowan University	2,555,556	3.47
Australian Alzheimer's Research Foundation Inc	1,926,667	2.62
Barry and Dorothy Ryle	1,666,667	2.27
Brian and Natasha Leedman	1,500,000	2.04
Ralph Martins	1,366,666	1.86
Greater Prospects Pty Limited	1,275,000	1.73
Techinvest Nominees (Anton Uvarov)	1,075,000	1.46
Yodambao Pty Ltd	1,041,667	1.42
Malekula Projects Pty Ltd	800,000	1.09
UWA Office of Research and Innovation	666,667	0.91
RF Edmondson Super Fund	600,000	0.82
Candice Castledine	510,000	0.69
McCusker Holdings Pty Ltd	500,000	0.68
Osiris Capital Investments Pty Ltd	500,000	0.68
Ocean View WA Pty Ltd	500,000	0.68
Brenton Reynolds	500,000	0.68
	47,408,740	64.43

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	36,000,000	17

Substantial holders

Substantial holders in the company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
McRae Technology Pty Ltd	18,543,954	25.20
McRae Investments Pty Ltd	5,800,000	7.88

Voting rights

The voting rights attached to ordinary shares are set out below:

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.

Performance shares
Class A, B, C, D and E shares have no voting rights.