
OMNI MARKET TIDE LTD
ACN 096 687 839
(to be renamed ImExHS Limited)

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia 6008 on Tuesday, 31 July 2018, at 11.00am (AWST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 7 3309 7000

OMNI MARKET TIDE LTD
ACN 096 687 839

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Omni Market Tide Ltd (**Company**) will be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia 6008 on Tuesday, 31 July 2018, at 11.00am (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 29 July 2018 at 11am (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 15.

AGENDA

1. Resolution 1 – Approval of change to nature and scale of activities

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 11.1.2 and for all other purposes, Shareholders approve the significant change to the nature and scale of the Company's activities resulting from the Acquisition on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Approval of acquisition of ImExHS

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of up to:

- (a) 520,000,000 Shares (**Consideration Shares**); and
- (b) 150,000,000 Consideration Options (comprising 50,000,000 Class A Consideration Options, 50,000,000 Class B Consideration Options and 50,000,000 Class C Consideration Options) (**Consideration Options**),

*(collectively, **Consideration Securities**) to the Vendors (or their nominees) as consideration for the Acquisition on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Vendors and their nominees and a person will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Approval to issue Convertible Note Securities

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of:

- (a) 25,000,000 Shares; and
- (b) 12,500,000 New Options,

*(collectively, **Convertible Note Securities**) to the ImExHS Noteholders on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the ImExHS Noteholders and their nominees and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Approval to issue Capital Raising Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 220,000,000 Shares (**Capital Raising Shares**) each at an issue price of \$0.025 on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the Capital Raising and a person who will obtain a material benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Approval for Mr Howard Digby to participate in Capital Raising

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Howard Digby (or his nominees) to participate in the Capital Raising by subscribing for up to 1,000,000 Shares each at an issue price of \$0.025 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Howard Digby and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Approval for Mr Peter Webse to participate in Capital Raising

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Peter Webse Digby (or his nominees) to participate in the Capital Raising by subscribing for up to 1,000,000 Shares each at an issue price of \$0.025 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Peter Webse and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 7 – Approval for Mr Andrew Lilley to participate in Capital Raising

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Andrew Lilley (or his nominees) to participate in the Capital Raising by subscribing for up to 2,000,000 Shares each at an issue price of \$0.025 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Andrew Lilley and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 8 – Appointment of Dr German Arango as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, in accordance with Clause 13.3 of the Constitution, and with effect from Completion, Dr German Arango be appointed as a Director."

9. Resolution 9 – Appointment of Mr Carlos Palacio as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the other Acquisition Resolutions being passed, in accordance with Clause 13.3 of the Constitution, and with effect from Completion, Mr Carlos Palacio be appointed as a Director."

10. Resolution 10 – Approval to issue Adviser Options

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to each of the Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 30,000,000 Adviser Options to Forrest Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Forrest Capital and its nominees and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. Resolution 11 – Approval to issue Shares to Mr Howard Digby

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to issue 5,000,000 Shares to Mr Howard Digby (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Howard Digby and his nominees and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. Resolution 12 – Approval to issue Shares to Mr Andrew Lilley

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to issue 5,000,000 Shares to Mr Andrew Lilley (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Andrew Lilley and his nominees and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

13. Resolution 13 – Approval of change of Company name

To consider, and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

"That, subject to each of the Acquisition Resolutions being passed, with effect from the date that ASIC alters the details of the Company's registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to ImExHS Limited."

14. Resolution 14 – Section 195 Approval

To consider, and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to and conditional on Resolutions 11 and 12 being passed, pursuant to and in accordance with section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions contemplated in Resolutions 11 and 12."

Dated 20 June 2018

BY ORDER OF THE BOARD



Andrew Lilley

Non-Executive Director

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia 6008 on Tuesday, 31 July 2018, at 11.00am (AWST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 5 to 7, and 11 and 12 if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 5 to 7, and 11 and 12,

however, the prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if Resolutions 5 to 7, and 11 and 12 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Summary of the Transaction

3.1 Introduction

As announced on 16 May 2018, the Company has entered into a binding term sheet (**Acquisition Agreement**) to acquire ImExHS from the Vendors (**Acquisition**). The key terms of the Acquisition are summarised in Section 3.3 below.

3.2 Overview of ImExHS

ImExHS was formed in 2012 in Bogotá Colombia by two Professors of Neuroradiology, Dr German Arango and Dr Jorge Marin, and Andres Vanegas - a radiology software industry veteran. The company was created for the purpose of addressing a market need for cost effective and flexible software solutions for running and managing Radiology facilities and enabling Tele-Radiology services in Latin America.

ImExHS has developed the Hiruko software, which is a modular Radiology Information System (RIS) and Picture Archiving and Communications System (PACS). The RIS combines a workflow management system with a patient data and image distribution system, and the PACS allows a healthcare organisation to capture, store, view and share radiology images.

Within the first 12 months of launch, ImExHS achieved its first client deployments and in its first full year of operation (2013) achieved revenues of over A\$1m and traded profitably. 2013 was also the year Carlos Palacio, an Australian tech entrepreneur who founded and runs a global cloud based managed services business (CrossPoint Telecommunications) became a strategic advisor.

In 2015, ImExHS expanded outside of Colombia and continued this geographic expansion through 2016. The ImExHS Hiruko platform currently manages approximately 4.5m new radiological studies per annum. ImExHS has implemented solutions in 200 healthcare sites in Colombia, Mexico, Peru, Ecuador and Costa Rica. ImExHS has approximately 60 staff, mostly based in Colombia, and has appointed distributors Mexico, Costa Rica, El Salvador, Ecuador,

Chile, Venezuela and Peru. Furthermore, ImExHS is in the process of identifying and appointing distributors in Brazil, Bolivia and Argentina.

ImExHS's preferred business model is to provide its solution on a 5 year Software as a Service (SaaS) basis, though the typical term of contracts can range between 3 and 7 years. ImExHS also provides its solutions on a PaaS basis (solution includes software and hardware) and on a one off sales basis. At 31 March 2018 ImExHS had secured future contracted revenues based on its existing SaaS and PaaS contracts of \$12 million over the remaining life of the initial terms of the contracts. This contracted revenue is derived from the approximate 55 current ImExHS contracts which have various expiry dates ranging between June 2018 and February 2023. As of 31 March 2018, ImExHS had also locked in contracted revenues for the 2018 calendar year of \$3.17m based on existing recurring contracted revenue.

ImExHS is in the process of establishing a presence in Australia through a facilities sharing and non-exclusive channel agreement with CrossPoint Telecommunications which will facilitate a launch to a limited number of test sites in Australia. This launch in the Australian market will commence with a localisation pilot to tailor Hiruko™ for the Australian market. The localisation of Hiruko™ will accommodate work flow preferences and options for the Australian market as well as Medicare support. The Australian launch is intended to provide reference customers which ImExHS can leverage in its marketing activities for the APAC region, as well as act as a testing/proving ground for developed markets.

ImExHS were advised on the Acquisition by x10 Partners, a specialist business and corporate advisory group. x10 Partners have guided ImExHS over the last two years, on the development of its business and growth strategy, in preparation for public listing and accelerated international expansion.

3.3 Overview of Acquisition

Under the Acquisition Agreement:

- (a) Subject to satisfaction of various conditions precedent (see below for further details), the Company will acquire 100% of ImExHS for the following consideration:
- (i) 520,000,000 Shares (referred to as the Consideration Shares); and
 - (ii) 150,000,000 Consideration Options (comprising 50,000,000 Class A Consideration Options, 50,000,000 Class B Consideration Options and 50,000,000 Class C Consideration Options) (referred to as the Consideration Options),

(collectively referred to as the Consideration Securities).

The Consideration Options are each exercisable into a Share once vested on a one for one basis on the following terms:

Class	Vesting Conditions	Exercise Price	Expiry Date
Class A	N/A	\$0.05	30 June 2021
Class B	ImExHS achieving an EBIT exceeding \$5,000,000 in any rolling period of four quarters	\$0.0375	5 years from grant
Class C	ImExHS achieving an EBIT exceeding \$7,500,000 in any rolling period of four quarters	\$0.0375	5 years from grant

The Consideration Options vest on a change of control of the Company prior to that date.

The terms of the Consideration Options are set out in Schedule 3.

- (b) ImExHS has issued convertible notes with a face value of \$500,000 (**Convertible Notes**) to the ImExHS Noteholders. On Completion, the Convertible Notes will be assigned to, and assumed by, the Company and satisfied in full through the issue of:
- (i) 25,00,000 Shares (at a conversion issue price of \$0.02 per Share); and
 - (ii) 12,500,000 Options (each exercisable at a \$0.0375 on or before 30 June 2021).

Exclusivity arrangements have been put in place between the Company and ImExHS. At the time these arrangements were put in place, the Company provided a \$100,000 loan to ImExHS. If completion of the Acquisition does not occur, the loan will be repayable in cash to the Company (with interest) on the earlier to occur of 12 months of loan drawdown and completion of ImExHS' next capital raising. Following execution of the Acquisition Agreement, the only circumstance where the loan will not be repayable is if the Acquisition does not complete due to the Company failing to complete the Capital Raising (see below for details of Capital Raising) and in this circumstance the Company will cease to have any right to be repaid the loan. However, if the failure to complete the Capital Raising is due to material adverse events with respect to ImExHS or its business or the actual position of the business is materially different to that presented to the Company then the loan will remain repayable in cash notwithstanding the failure to complete the Capital Raising.

The Acquisition is conditional upon the satisfaction of a number of conditions by 14 September 2018, including:

- the Company and ImExHS completing their financial, technical and legal due diligence and being satisfied with the results (in its sole and absolute discretion);
- the Company having obtained all necessary shareholder approvals required for the Acquisition;
- the Company achieving subscriptions for \$4,500,000 under the Capital Raising;
- the parties obtaining any necessary consents or waivers from third parties that may be required as a result of the change in ownership of ImExHS to the Company pursuant to the Acquisition; and
- the parties obtaining any necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the Acquisition.

The Vendors have given warranties and representations in favour of the Company which are customary for a transaction of this nature. The Acquisition Agreement is otherwise on customary terms for a transaction of this nature.

The Company has undertaken appropriate enquiries into the assets and liabilities, financial position and performance, profits and losses, and prospects of the ImExHS group for the board of the Company to be satisfied that the Acquisition is in the interests of the Company and its shareholders.

3.4 Re-compliance with Chapters 1 & 2 of the ASX Listing Rules

The Acquisition constitutes a significant change in the nature and scale of the Company's activities of the nature contemplated by Chapter 11 of the Listing Rules. The Company seeks Shareholder approval to change the nature of its activities under Resolution 1 (see Section 5 for further details).

Shareholder approval for the issue of the Consideration Securities is sought in Resolution 2 (see Section 6 for further details).

The Company will also issue a prospectus for the Capital Raising to enable the Company to complete the Acquisition and support its strategy in relation ImExHS (see Section 3.5 for further details).

It is anticipated that the Company's Shares will be suspended from trading from the date of the Meeting, and it is anticipated that the Shares will remain suspended until the Company satisfies the requirements of Chapters 1 and 2 of the Listing Rules and any conditions ASX imposes on reinstatement.

3.5 Capital Raising

Contemporaneous with the Acquisition, the Company is seeking to raise \$4,500,000 (before costs) by way of a Share placement to the general public via a prospectus, at an issue price of \$0.025 per Share, with the provision to accept oversubscriptions of up to a further 40,000,000 Shares, at an issue price of \$0.025 per Share, to raise an additional \$1,000,000 (before costs). Existing Shareholders are welcome to subscribe to the Capital Raising, with allocations to be determined by the Board in its ultimate discretion.

Resolution 4 seeks Shareholder approval to issue the Capital Raising Shares (refer to Section 8 for further details).

As announced on 16 May 2018, the Company has received firm commitments from the Investors to subscribe for \$4,500,000 worth of Shares under the Capital Raising. The Company has also executed a mandate for Forrest Capital to act as the lead manager and corporate adviser to the Capital Raising. The Company has agreed to pay Forrest Capital the following fees in relation to these roles:

- a capital raising fee equal to 6% of the gross cash proceeds of the raise; and
- 30,000,000 Adviser Options (each exercisable at \$0.05 and expiring on 30 June 2021).

Shareholder approval for the grant of Adviser Options to Forrest Capital is being sought in Resolution 10 (refer to Section 11 for further details).

Forrest Capital will also receive \$100,000 in cash on Completion as the fee for introducing the transaction to the Company.

3.6 Use of funds

The below table sets out the indicative use of funds to be raised under the Capital Raising during the 12 month period from re-listing:

	\$4.5m Capital Raising \$A	\$5.5m Capital Raising \$A
SOURCE OF FUNDS		
Current cash	1,650,000	1,650,000
Capital Raising	4,500,000	5,500,000
TOTAL	6,150,000	7,150,000
USE OF FUNDS		
Sales & Marketing	2,900,000	3,340,000
FDA approvals / US soft launch	150,000	150,000
TGA approvals / Australia soft launch	250,000	250,000
Research & Development	750,000	970,000
Corporate and administration costs	500,000	500,000
Costs of capital raising and acquisition	572,000	632,000
Working Capital	1,028,000	1,308,000
TOTAL	6,150,000	7,150,000

The above table is a statement of the Board's current intention as at the date of this Notice. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales and marketing activities, research and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

It should be noted that the Company may not be self-funding through its own operational cash flow following the expenditure in the table above. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding.

3.7 Board and management changes

Following Completion, the Company will seek to re-constitute its Board.

Dr German Arango, co-founder of ImExHS, and Mr Carlos Palacio will join the board and management of the Company with effect from Completion as Chief Executive Officer and Non-Executive Director respectively. Peter Webse will resign from the board with effect from Completion.

Non-Executive Chairman Howard Digby and Non-Executive Director Andrew Lilley will remain on the board of the Company until such time as two new independent Australian resident directors have been agreed by ImExHS and the Company, at which time Messrs Lilley and Digby will resign.

Mr Andres Vanegas is the Chief Sales Officer and co-founder of ImExHS, will join the Company's management team with effect from Completion as Chief Sales Officer. Mr Jorge Martin, current Chief Medical Officer of ImExHS, will also join the Company's management team with effect from Completion as Chief Medical Officer.

Shareholder approval for the appointments of the Proposed Directors (Dr Arango and Mr Palacio) is being sought pursuant to Resolutions 8 and 9 (refer to Section 10 for further details). If the appointment of the Proposed Directors is not approved by Shareholders, but each of the other Acquisition Resolutions are passed, then they will be appointed by the Directors and they will stand for re-election at the next general meeting of the Company.

As part of the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules, the Company must satisfy ASX that each director and proposed director is of good fame and character (ASX Listing Rule 1.1 (Condition 20)). The Company has made preliminary enquiries into the fame and character of each proposed member of the Board from re-listing and has not identified any issues to date. The Company is in the process of obtaining criminal history and bankruptcy checks from all proposed members of the Board from re-listing to confirm good fame and character requirements.

The Company has agreed that terms of the new executive and management roles will be on the following key terms:

(a) Chief Executive Officer – Dr German Arango:

Dr Arango will be on a permanent contract with a notice period of 6 months and a first year salary of \$290,000 per annum (excluding superannuation).

(b) Chief Medical Officer – Dr Jorge Martin

Dr Martin will be on a permanent contract with a notice period of 3 months and a salary of \$200,000 per annum (excluding superannuation).

(c) Chief Sales Officer – Mr Andres Vanegas

Mr Vanegas will be on a permanent contract with a notice period of 3 months and salary of up to \$200,000 per annum (excluding superannuation), comprising a base salary of \$140,000 and the balance contingent on meeting sales targets agreed with the Company.

Executive service agreements for the above roles will also include terms customary for agreements of their nature in Australia.

3.8 Change of Name

With effect from Completion, the Company proposes to change its name to "ImExHS Limited". Shareholder approval is being sought for this change pursuant to Resolution 13 (see Section 13 for further details).

3.9 Indicative Capital Structure

The indicative share capital structure of the Company on completion of the Acquisition and the Capital Raising is set out below.

	Shares				
	\$4.5m Capital Raising	\$5.5m Capital Raising	Options	Performance Shares	Fully Diluted Ownership ⁽⁶⁾
Existing Capital Structure	150,657,180	150,657,180	37,500,006 ⁽¹⁾	3,000,000 ⁽⁵⁾	17.09%
Consideration Securities	520,000,000	520,000,000	150,000,000 ⁽²⁾		59.90%
Adviser Options			30,000,000 ⁽³⁾		2.68%
Convertible Loan	25,000,000	25,000,000	12,500,000 ⁽⁴⁾		3.35%
Purchaser Capital Raising	180,000,000	220,000,000	-		16.09%
Director shares	10,000,000	10,000,000			0.89%
Total following completion of Acquisition and Capital Raising	885,657,180	925,657,180	230,000,006	3,000,000	100%

Notes:

- (1) Comprising:
 - a. 2,500,006 options each exercisable at \$1.00 on or before 31 December 2018; and
 - b. 35,000,000 options each exercisable at \$0.025 expiring 31 March 2021.
- (2) Comprising 50,000,000 Class A Consideration Options, 50,000,000 Class B Consideration Options and 50,000,000 Class C Consideration Options.
- (3) Options issued at an issue price of \$0.0001 per Option, each exercisable at \$0.05 and expiring on 30 June 2021.
- (4) New Options exercisable at a \$0.0375 on or before 30 June 2021.
- (5) Class A Performance Shares subject to various performance hurdles by various expiry dates.
- (6) Assumes that \$4,500,000 is raised under the Capital Raising.

3.10 Substantial Shareholders

(a) Current

At the date of this Notice, the following Shareholders have a voting power of 5% or more in Company:

Shareholder	Number of Shares Held	Voting power %
Tisia Nominees Pty Ltd <Henderson Family a/c>	16,025,000	10.64%
Oaktone Nominees Pty Ltd <Grist Super Fund a/c>	16,000,000	10.62%
JK Nominees Pty Ltd <The JK Fund a/c>	16,000,000	10.62%
Glize Super Fund Pty Ltd	10,000,000	6.64%

(b) On completion of the Acquisition and the Capital Raising

Based on information now known to the Company, the following people will have a voting power of 5% or more in the Company following completion of the Acquisition and the Capital Raising:

Shareholder	Number of Shares Held ⁽¹⁾	Voting power % ⁽¹⁾
Digital Imaging Solutions S.A.S ⁽²⁾	157,525,160	17.79%
Jaava Asesores Integrales S.A.S	102,437,920	11.57%
Irukandji Investments Pty Ltd <The Longreach Family Trust> ⁽³⁾	59,391,800	6.71%
Volegna Holdings Pty Ltd <The CSA Trust> ⁽³⁾	62,009,480	7.00%
Rio Negro Pty Ltd <The Medallo Trust>	44,441,800	5.02%
Notes:		
(1) Assumes that \$4,500,000 is raised under the Capital Raising, none of the substantial Shareholders referred to in Section 3.10(a) above participate in the Capital Raising, no Options are exercised and none of the Existing Performance Shares have converted.		
(2) Digital Imaging Solutions S.A.S is an entity related to Proposed Director, Dr German Arango.		
(3) Entities related to Proposed Director, Mr Carlos Palacio.		

(c) **Following conversion of all convertible securities of the Company**

Based on information known to the Company, the following people will have a voting power of 5% or more in the Company following conversion of all of the convertible securities of the Company:

Shareholder	Number of Shares Held ⁽¹⁾	Voting power % ⁽¹⁾
Digital Imaging Solutions S.A.S ⁽²⁾	202,965,110	18.14%
Jaava Asesores Integrales S.A.S	131,987,320	11.80%
Irukandji Investments Pty Ltd <The Longreach Family Trust> ⁽³⁾	76,524,050	6.84%
Volegna Holdings Pty Ltd <The CSA Trust> ⁽³⁾	79,896,830	7.14%
Rio Negro Pty Ltd <The Medallo Trust>	57,261,550	5.12%
(1) Assumes that \$4,500,000 is raised under the Capital Raising, none of the substantial Shareholders referred to in Section 3.10(a) above participate in the Capital Raising, all Existing Performance Shares converted and all Options have been exercised.		
(2) Digital Imaging Solutions S.A.S is an entity related to Proposed Director, Dr German Arango.		
(3) Entities related to Proposed Director, Mr Carlos Palacio.		

The Company will announce to ASX details of its top-20 Shareholders (following completion of the Acquisition and the Capital Raising) prior to the Shares re-commencing trading on ASX.

3.11 Pro forma Balance Sheet and Accounts

A pro forma balance sheet of the Company on completion of the Acquisition and the Capital Raising is set out in Schedule 2. The pro forma balance sheet is based on audited 31 December 2017 accounts for the Company and audited 31 December 2017 accounts for ImExHS.

Full accounts for ImExHS for the financial years ended 31 December 2015, 2016 and 2017 were attached to the Company's announcement dated 16 May 2018. ImExHS's 2015 accounts were prepared and audited under the Colombian accounting standards and regulation in force at the time. These accounts were subsequently reviewed and adjusted as part of the audit of ImExHS's 2016 accounts to ensure the 2015 numbers used in the comparatives of the ImExHS's 2016 accounts were compliant with the International Financial Reporting Standards (IFRS) as adopted by the European Union. ImExHS's 2016 and 2017 accounts were prepared and audited in accordance with IFRS.

3.12 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Acquisition Resolutions:

- (a) Shareholders can share in the future prospects of ImExHS.
- (b) The Company's ability to raise funds and attract expertise will be improved.
- (c) The Acquisition and Capital Raising will result in a larger market capitalisation and enhanced Shareholder base and may encourage new investors in the Company because the Company is pursuing a new strategic direction into the healthcare technology space. This improvement in the attractiveness of an investment in the Company may lead to an increased liquidity of Shares and greater trading depth than currently experienced by Shareholders.

- (d) Shareholders may be exposed to further debt and equity opportunities that the Company was not able to make available prior to the Acquisition.
- (e) The appointment of the Proposed Directors will add experience and skill to the Board to assist with the growth of the Company.

3.13 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Acquisition Resolutions:

- (a) ImExHS has a different risk and reward profile to that historically attributed to the Company. The new risk profile may not suit all Shareholders.
- (b) Should the Acquisition and the Capital Raising be completed, the Company's Shareholders will have their voting power reduced. As such, the ability of the existing Shareholders to influence decisions, including the composition of the Board or the acquisition or disposal of assets will be reduced accordingly.
- (c) The Company will be exposed to the risks associated with ImExHS (refer to Section 3.15 for further information).

3.14 Timetable

An indicative timetable for the completion of the Acquisition and Capital Raising, and re-compliance with Chapters 1 and 2 of the Listing Rules is set out in the table below.

Event	Date*
Lodge Prospectus for Capital Raising	17 July 2018
Meeting	31 July 2018
Prospectus Offer period closes	7 August 2018
ASX approvals, complete acquisition	21 August 2018
Reconstructed and new securities re-quoted on ASX	4 September 2018

* Dates in the above table other than the date of the Meeting are indicative only.

3.15 Risk Factors

The Company has undertaken a due diligence process (including commercial, financial, legal, technical and other risks) prior to the date of this Notice and will conduct further due diligence on ImExHS pending Completion. While this process is undertaken to identify any material risks specific to ImExHS, it should be noted that the usual risks associated with a company with a small market capitalisation undertaking business in any industries, including the healthcare technology industry, are expected to remain after the completion of due diligence.

Shareholders and investors should also be aware that the Acquisition is conditional on a number of events (refer to Section 3.3 for further details). Accordingly, there is a risk that the Acquisition may not be completed.

Investing in a company involves risks of various kinds, some of which are within the realms of influence of the Company and some, arising from external factors, which may be beyond the control of the Company. A summary of the key risks associated with the ImExHS are outlined in Schedule 1.

3.16 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue with its current activities and continue to seek, and undertake due diligence on, new opportunities for growth.

It is anticipated that the Company's Shares will be suspended from trading from the date of the Meeting, and it is anticipated that the Shares will remain suspended until completion of the Acquisition, the Capital Raising, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. If the Company does not complete the Acquisition, it is likely that the Company's Shares will remain suspended on ASX until such time as the Company re-complies with Chapters 1 and 2 of the Listing Rules.

4. Company, ImExHS and Industry overview

4.1 Industry Overview

(a) Radiology and the digital age

Healthcare systems in the developing world have not benefitted from digitalisation to the same extent experienced by the developed world, with a significant percentage of healthcare facilities missing out on the efficiency and patient care benefits that flow from the implementation of medical information systems and full digital patient workflows.

In the radiology department of a healthcare facility the benefits of digitalisation can be delivered through the deployment of a Radiology Information System (RIS), and a Picture Archiving and Communications System (PACS). The RIS combines a workflow management system with a patient data and image distribution system, and the PACS allows the healthcare organisation to capture, store, view and share the radiology images.

In developing markets the RIS, and PACS systems that are needed to run an efficient digital radiology workflow have been relatively expensive and not well tailored to developing market needs. These proprietary systems developed by the major global RIS and PACS providers have largely been built on inflexible and expensive Client Server architectures.

The solutions from local providers in these developing markets are more affordable, but often lack the sophistication, scalability and functionality required to deliver the necessary benefits and efficiencies.

As a result, a significant percentage of radiology facilities in the developing world are still working on analog or partial digital work flows, dictated by the constraints of handling x ray film, or the need for the radiologist to examine the images on a workstation attached to the radiology modality being used to take the image (MRI, CT, PET scanner etc). In many facilities where digitalisation has been introduced, the scope has not encompassed the end to end digital workflow, meaning that many of the benefits of digitalisation have yet to be realised.

The demand for radiological imaging is growing strongly, and is being driven in developing countries by an increasing middle class, and globally by the use of new radiological techniques in clinical applications such as cancer, dementia and congenital disease detection, as well as a need for physicians to have greater protection from litigation.

A chronic current worldwide shortage of radiologists, particularly in developing countries, is driving demand for "teleradiology", whereby the scanned images are managed digitally, and the

interpretation of the scanned images can be performed by radiologists in other locations. This allows for a significant increase in the utilisation and efficiency of scarce specialist resources.

In the medium term this shortage of radiologists is likely to be alleviated through the implementation of Artificial Intelligence (AI) algorithms to aid in the interpretation of radiological images. The development of AI algorithms requires access to large databases of these radiological images and digital workflows are a pre-requisite to being able to apply AI to radiological interpretation.

Further the worldwide trend of escalating healthcare costs is driving demand for more efficient and cost-effective solutions for delivering Radiological imaging and other healthcare services. One of the outcomes of this drive for more cost-effective delivery of services is a global move to Vendor Neutral Archiving (VNA). Within hospitals and clinics, the radiology department tends to have the most advanced systems and infrastructure for managing medical images. These radiology department PACS systems however have been restricted to handling radiology images that conform to the Digital Imaging and Communications in Medicine (DICOM) standard. DICOM is the international defacto standard, used to transmit, store, retrieve, print, process and display medical imaging information, and allows interoperability between different manufacturers. These systems have historically been incapable of handling patient images from other hospital departments such as Cardiology and Gastroenterology. In addition these PACS systems could not store non-DICOM clinically significant patient records such as jpeg, pdf, video etc. The implementation of VNA will see the radiology PACS systems evolve into enterprise storage solutions capable of storing all patient records (DICOM and non-DICOM) that have clinical significance.

In developed markets the implementation of RIS and PACS has delivered major benefits to healthcare systems. These systems, however, are expensive, rarely an integrated end to end solution, frequently lack both reasonable billing functionality and web-based image distribution capabilities.

(b) Overview of the radiography software market

The global market in 2018 for the products sold by ImExHS is over US\$ 6 billion. Driven by a worldwide shortage of radiologists, demand for teleradiology, which requires digital workflows such as those provided by ImExHS, has a predicted CAGR of greater than 19% from a base of over US\$1.6 billion.

The global trend towards VNA means that existing proprietary medical imaging solutions will need to be upgraded or replaced in developed markets. VNA market expansion has a predicted CAGR of over 11%.

Colombia and LATAM

Latin America including Brazil, with a population of over 625 million, GDP of approximately US\$ 5.3 trillion and a rapidly expanding middle class, represents an attractive market for ImExHS. There are over 20,000 medical facilities in the region, and a significant percentage of imaging facilities still run on analog or partially digital work flows, meaning there is no incumbent provider of an end to end RIS PACS solution to displace when tendering for new business.

The ImExHS architecture allows these imaging facilities to move straight to a next generation zero footprint, fully WEB based cloud solution, bypassing the expensive and inflexible client server based architecture, which predominates in the developed world.

Imaging facilities that already have client server based digital solutions are looking to move to less expensive and more flexible WEB based cloud solutions.

The ImExHS solution is also able to store both DICOM and non-DICOM patient files, meaning VNA compatibility is built into its solution. ImExHS has also developed a Cardiology Information System and an Anatomical Pathology Laboratory Information System which runs on its core RIS PACS platform, delivering immediate benefits of VNA.

Hospitals, clinics and imaging centres in the region are often capital constrained, making the standard Opex-based, 5-year SaaS contract offered by ImExHS attractive in eliminating this hurdle.

ImExHS has also architected its RIS PACS solution (see page 12 below for further description of the ImExHS Hiruko™ solution) to be flexible in meeting the workflow needs of facilities in the developing world, which is not typical of competing platforms from the major global players.

The ImExHS RIS PACS solution is very difficult to displace once it is being used in a medical facility, given the medical facility uses the solution to run its core business processes. A key opportunity that presents itself in Latin America, is that a significant percentage of healthcare facilities do not have a complete end to end digital solution in place. This provides ImExHS with the opportunity to lock in long term contracts with high probability of renewal, without the need to displace incumbent suppliers.

APAC

The Asia Pacific and China (APAC) region, with a population of over 4.4 billion, GDP of approximately US\$ 25 trillion and a rapidly expanding middle class, represents a very attractive market for ImExHS.

The APAC market contains a mix of developed and developing markets. Most developing markets in APAC share many of the characteristics of the Latin American market. As demand increases for quality healthcare, Radiological imaging begins to play a more significant role in diagnostics and therapy. The APAC RIS PACS market in 2018 is estimated to be \$880m.

Similar to Latin America, the APAC market opportunities for ImExHS will also be driven by the need to reduce the cost of providing healthcare services.

In the developed markets of Japan and Australia within the APAC region there are expected to be growth opportunities associated with VNA and the move to WEB based cloud services. In Australia the lack of fully integrated WEB based RIS PACS solutions inclusive of a Medicare billing module provides a market entry opportunity for ImExHS.

Developed markets

The developed markets of the US, Europe, Australia and Japan have long ago made the transition to Radiology Information Systems and Picture Archiving and Communication Systems in order to digitally manage patient work flows. The US and European markets compared to Latin America and APAC are bigger, have significantly higher price points, yet have lower growth rates.

The combined US and European market for RIS PACS are very significant and is estimated to be over US\$ 3b in 2018. ImExHS is proposing to apply for FDA approval in 2018 paving the way for entry into these markets, with an initial soft launch in the US currently scheduled for Q1 2019.

The opportunity for ImExHS to penetrate these developed markets will be presented by:

- The move to implement VNA, whereby existing platforms need to be replaced by platforms that can handle both DICOM images and the full range of clinically significant non-DICOM files.

- The move away from client server architectures to fully WEB based cloud solutions.
- The requirement to reduce the cost of providing and managing healthcare services.
- The natural cycle of healthcare facilities re-tendering for RIS, PACS and VNA solutions.
- The ability of ImExHS to offer additional VNA vertical solutions, commencing with Cardiology and Anatomical Pathology.

(c) **Cardiology, Pathology and other**

The transition to VNA, whereby RIS PACS solutions will transition to be able to store images and files from non-DICOM sources such as Cardiology, Gastroenterology, Anatomical Pathology etc, represents an opportunity for ImExHS. ImExHS has not only architected its RIS PACS solution to be able to store non-DICOM images, but it has developed and is commercially piloting its own Cardiovascular Information System (CIS) and Anatomical Pathology Laboratory Information System (APLIS).

The market for CIS is less mature than RIS, and has fewer technology providers servicing it. ImExHS expects to have early mover advantage in supplying CIS in an integrated VNA environment. The estimated global market for CIS in 2018 is approximately US\$780m.

The market for APLIS is in its infancy, and ImExHS will have early mover advantage globally in supplying APLIS in a VNA environment.

4.2 **Company and ImExHS Overview**

(a) **Company background**

The Company is a technology company which has developed and owns the Omni Market Tide Application, a software application for iPhone, iPad and Android phones that makes investor relations content more readily accessible.

Recently, the Company has been focusing on business development opportunities of the Omni-Loop suite of products, including but not limited to co-development, OEM and licensing arrangements for Company's suite of shareholder and voting products.

Despite the development successes of Company's mobile technologies, the Company has experienced a number of challenges and has been undertaking a review of its product(s) line, and has continued to evaluate new opportunities and ventures.

The Company now proposes to acquire the ImExHS Group.

Following Completion of the acquisition of the ImExHS Group, the primary focus of the Company will be the growth in sales of the ImExHS software products. In respect of the existing Omni Market Tide Application the Company will assess all options available to it to maximise the value the Company can create from this technology.

(b) **ImExHS background**

ImExHS was formed in 2012 in Bogotá Colombia by two Professors of Neuroradiology, Dr German Arango and Dr Jorge Marin, and Andres Vanegas a radiology software industry veteran. The company was created for the purpose of addressing a market need for cost effective and flexible software solutions for running and managing Radiology facilities and enabling Tele-Radiology services.

Within twelve months of launch ImExHS achieved its first external client deployments, including a multi-site networked deployment. In 2013, ImExHS's first full year of operations, it achieved revenue of over \$1m and traded profitably. 2013 also saw ImExHS winning a CEEI European Union award for its LATAM business model, as well as the opening its second office in Medellin in Columbia.

In 2013, Carlos Palacio, an Australian tech entrepreneur, who has built and runs a global cloud based managed services business (CrossPoint Telecommunications), became a strategic advisor to ImExHS. Simultaneously, ImExHS raised US\$1m in external funding from a syndicate of Australian investors, including an entity related to Carlos Palacio. The funds raised were used to provide working capital for the initial regional expansion of sales by ImExHS in LATAM.

In 2014 ImExHS achieved almost \$2m in revenue, trademarked its Hiruko™ brand, and became the Latin American exclusive distributor for Nuance's medical voice recognition engines with Clinical Language Understanding (CLU). Nuance are the leading provider of voice recognition for use in RIS PACS platforms globally.

In 2015 ImExHS established a sales presence in Mexico City via the engagement of its first distributor and also deployed its first installation outside of Colombia in Ecuador. 2015 saw the first full client migration from Agfa to Hiruko™.

In 2016 ImExHS released its zero footprint WEB viewer, which meant radiologists could diagnose images from any device (Mac, PC, tablet or smart phone), anywhere, on any web browser. ImExHS began to expand its distribution network outside of Colombia, and continued to actively transition its business model to a recurring revenue model (SaaS and PaaS contracts – see pages 15 and 16 below for a discussion of these types of solutions, as opposed to making one-off product sales).

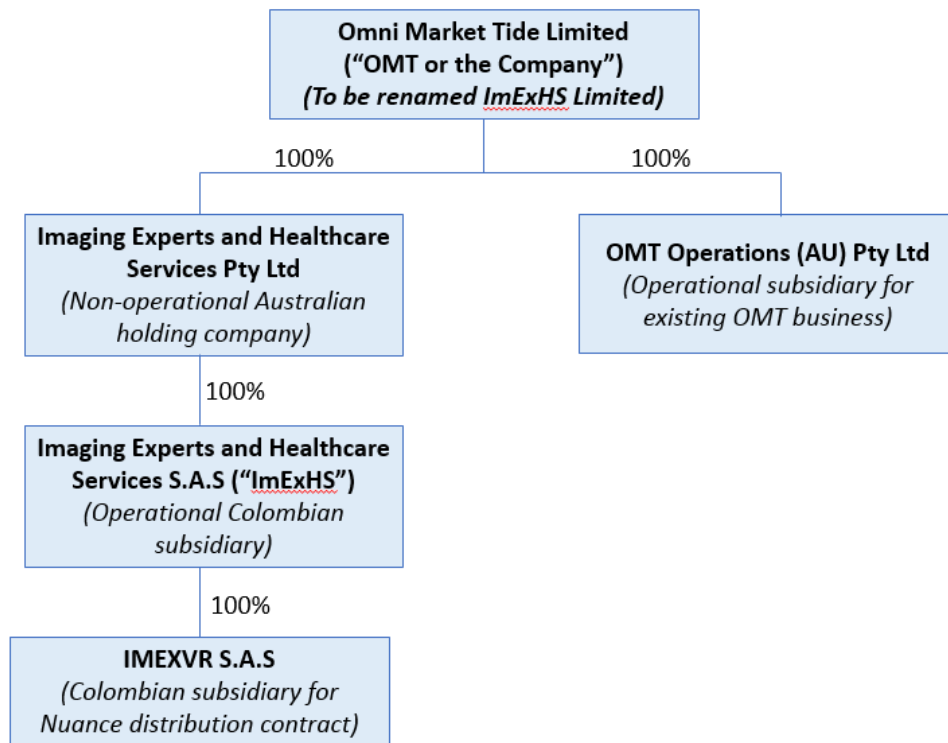
In 2017 ImExHS achieved sales of \$4.5m, and has secured contracted revenue of \$12m based on contracts held at 31 March 2018. This assumes no contracts are renewed, even though ImExHS has never lost a SaaS customer to another competitor on renewal. ImExHS has implemented solutions in 200 healthcare sites in Colombia, Mexico, Peru, Ecuador and Costa Rica, and the Hiruko™ platform is used to manage over 4.5m radiological studies per annum.

(c) ImExHS restructure

ImExHS was recently incorporated as an Australian private company for the purpose of being the parent company of the ImExHS group. As part of this restructure, 914,841 fully paid ordinary shares and 13,722,615 options were issued in March 2018 to the shareholders of ImExHS's operating entity in Colombia, Imaging Experts and Healthcare Services S.A.S, pro rata to each shareholder's existing shareholding in consideration for the transfer of these shares in the Colombian operating entity. On incorporation, ImExHS had 85,159 shares and 1,277,385 options on issue held by various advisers of ImExHS. On completion of the restructure ImExHS had 1,000,000 shares and 15,000,000 options on issue. On Completion, the Company will acquire the entire share capital of ImExHS (being all fully paid ordinary shares and options) in consideration for the issue of the Consideration Securities.

(d) Company corporate structure

The corporate structure of the Company post the acquisition of ImExHS Group is detailed below.



The business of the ImExHS Group, including all intellectual property, material contracts and employees, is currently conducted solely by ImExHS. Imaging Experts and Healthcare Services Pty Ltd is the ultimate holding company of the ImExHS Group and its sole purpose and activity is the ownership of 100% of the shares in ImExHS.

(e) **The Hiruko™ platform**

Hiruko™ is a modularised software suite for managing the workflows in a radiology facility or network of radiology facilities. Hiruko™ software has been architected as a zero footprint WEB based solution using HTML5, the latest version of Hypertext Markup Language. HTML5 web page code now allows complicated applications to run in browsers such as Firefox, Chrome and Safari. This means that any Hiruko™ user from the referring physician to hospital administrator, radiographer, radiologist and patient can access their required information from any device, anywhere, without the need for specialised hardware or software.

The core of Hiruko™ is a Picture Archiving and Communication System (PACS) which allows a healthcare organisation to capture and store Radiology images, and allows for the viewing of these images by Radiologists, physicians and medical professionals.

The Hiruko™ teleradiology module allows healthcare organisations to distribute radiology images to Radiologists and medical professionals in any location, on any device for interpretation and viewing.

Hiruko™ provides a fully scalable modular solution from a basic tool supporting radiologist work lists and the associated radiological image distribution and storage, through to a complex RIS PACS VNA platform that allows networks of hospitals or imaging centres to efficiently run and manage their end to end radiology business.

The scope of the Hiruko™ RIS PACS SaaS or PaaS (see pages 15 and 16 below) solution includes:

- Creating and managing patient records (stand alone or integrated with a Hospital Information System).
- Scheduling appointments in a manner that maximises asset utilisation (x-ray machines, CT, MRI, PET scanners etc) and resource utilisation (radiographers, radiologists etc) across all facilities in the network.
- Workflow management for facility administration, radiographers and radiologists in planning, acquiring and analysing the requested scan.
- Digitisation of images on machines that were designed to produce images on film.
- Storage of the scanned images in the cloud.
- Workflow management for the radiologist assigned to interpret the image and make a diagnosis. This includes the ability for the radiologist to:
 - Work from anywhere on any device (teleradiology);
 - Use advanced post processing of images to aid in diagnosis; and
 - Use voice recognition with clinical language understanding to append the diagnosis to the image.
- Dynamic response to radiographer, radiologist or imaging modality unavailability due to illness, breakdown etc.
- Full Business Intelligence dashboard for the healthcare facility administration to oversee the operation of the facility and manage bottlenecks.
- Patient billing information, including integration with national medical insurance schemes equivalent to Medicare.
- Provision for the integration with the facility's financial management or accounting system via APIs.

The Hiruko™ software suite also includes a patient portal, whereby a patient can view their images, and request second opinions from the physician of their choice. This means patients can have all their images available in a 'wallet' on their smartphone, which will always be available, even when they travel or move interstate or overseas.

Hiruko™ also has a Referring Physician Portal, whereby the referring physician can access the requested images and associated diagnosis and interpretation notes on a standard web browser without installing any client software.

The Hiruko™ platform is Vendor Neutral Archiving (VNA) compatible meaning it can store DICOM compliant radiology images, as well as other non-DICOM compliant file types that have clinical significance. This is important given the current worldwide move towards VNA.

(f) **ImExHS new products and solutions**

Anatomical Pathology Laboratory Information System (APLIS)

ImExHS has developed an Anatomical Pathology Laboratory Information System (APLIS) which allows healthcare organisations to manage the workflow and images in its Anatomical Pathology Laboratory facility on ImExHS's Hiruko™ platform.

ImExHS's APLIS solution has completed successfully the development stage and will be released as beta version for a trial at Las Americas hospital during 2018, which is expected to be converted to a commercial 5 year SaaS contract. Las Americas is one of the top private hospitals in Latin America. ImExHS expects to have early mover advantage with its APLIS solution and plans a hard launch of APLIS in Q4 2018.

ImExHS has an immediate opportunity to sell this practical implementation of integrated multi-vertical VNA into its existing customer base, as well as providing ImExHS with an additional source of competitive advantage as it seeks to win new business in the region.

Cardiology Information System (CIS)

ImExHS has developed a Cardiology Information System (CIS) which allows healthcare organisations to manage Cardiology workflow and images on its Hiruko™ platform.

ImExHS's Hiruko™ RIS/PACS solution is currently installed at Las Americas hospital in Medellin, Colombia, under a 5 year PaaS contract. In addition, Las Americas have already commenced a pilot of the CIS platform. ImExHS expects to convert this CIS platform into a 5 year SaaS contract post pilot trial, with plans for commercial launch for Q4 2018.

The CIS market is less mature than the RIS market and ImExHS expects to leverage early mover advantage in this practical application of integrated multi-vertical VNA, and has intentions to cross sell this additional vertical into its existing customer base.

Additional Verticals

ImExHS intends to add additional verticals to its Radiology, Anatomical Pathology and Cardiology verticals, with Oncology likely to be the next vertical to be added.

(g) **Business model and growth strategy**

Value Proposition

ImExHS has developed its Hiruko™ RIS PACS as an innovative leading edge next generation VNA platform. The broad objectives of the platform are:

- To allow healthcare facilities to deploy services more cost effectively.
- To eliminate the reliance on client server architectures, by allowing healthcare imaging services to be deployed and managed on a WEB based platform. This brings immense benefits for the cost effective deployment of teleradiology. Other practical implications of this are that:
- Radiologists can work from anywhere; and

- Highly expensive radiology workstations can be replaced by Apple Macs (80% of radiologists globally use a Mac, which has the same image resolution as a radiology workstation) and other high resolution PCs.
- To allow ImExHS to develop a large database of radiological data for the purposes of potential AI tool development.
- To practically deliver the benefits of VNA to healthcare facilities by adding additional healthcare verticals to its radiology platform, starting with cardiology and anatomical pathology.
- To be totally scalable by being cloud based.
- To endeavour to be always first to market with the latest integrated medical voice recognition engines, ImExHS was one of the first providers globally to release Nuance’s “Speech Anywhere” CLU engine integrated into an end to end RIS PACS solution. This allows Radiologists to dictate image diagnosis or interpretation, using any platform and any browser with only a WEB connection.
- To allow healthcare facilities and businesses to optimise asset and resource utilisation through integrated business Intelligence functionality and dashboard.

Business model – SaaS and PaaS

ImExHS’s preferred business model is to provide its solution on a 5 year Software as a Service (SaaS) basis. The advantage of this model is that it is not capital intensive and long term recurring revenues are secured. Contracts of this nature are also very likely to be renewed on an on-going basis, as ImExHS’s platform is running the core operations of the healthcare facility. Although the majority of contract terms are on a 5 year basis, this does vary, with typical contract terms occurring within a range of 3 to 7 years.

ImExHS SaaS pricing is tailored to the opportunity, but typically includes a minimum fixed price per month for the service, based on volume bands. This entitles the healthcare facility to a defined maximum number of image studies (scans) per month. As the number of studies being provided by the facility increases, so does the monthly pricing when the number of studies moves into the next pricing band. SaaS pricing can also be provided on a minimum monthly pricing basis, supplemented by a price per study.



Figure 1 – ImExHS Business Model Overview.

In Colombia, where ImExHS is a distributor for Konica Minolta, ImExHS also provides its solution on a Platform as a Service (PaaS) basis. The PaaS solution includes hardware required to implement the solution, such as local servers at the healthcare facility and Konica Minolta CR & DR machines which produce digital images from imaging modalities designed to produce film. Being more capital intensive, PaaS is not the Company's preferred business model, and is not currently offered directly by ImExHS outside of Colombia.

In international markets where a PaaS solution is required by the end customer, specialist distributors will directly supply the equipment, leaving ImExHS only needing to supply a low Capex SaaS solution.

ImExHS also sells its solution on a one-off sale basis to customers that only have a Capex budget for the purchase, which sometimes occurs in public hospital tenders. This is the Company's least preferred business model, but is still available to customers where a recurring revenue contract is not available.

In the case of SaaS and PaaS contracts ImExHS incurs the full cost of acquiring the sale and deploying the solution up front, whereas only a fraction of the revenue is received in the same financial year. SaaS is still ImExHS's preferred model however, as it secures long term recurring revenues that have a very high margin contribution impact, given the low cost of sustaining a SaaS solution in the cloud. This contracted revenue is derived from the approximate 34 current ImExHS contracts which have various expiry dates ranging between June 2018 and February 2023. As of 31 March 2018, ImExHS has secured contracted revenue based on its existing SaaS and PaaS contracts of \$12m over the remaining life of the initial terms of the contracts.

The typical sales cycle of the Hiruko product depends on the complexity of the solution being implemented. Simple solutions, often at a single site, can be implemented quickly and are often implemented such that the customer is operational in a number of weeks. For more complex systems often where the Hiruko solution will be integrated into a larger system, then such an implementation may take multiple months.

(h) Distribution Model & Growth strategy

ImExHS's technology and commercial strategy offers a wide variety of growth and channel opportunities.

Specialist Distributors

Specialist distributors are an important channel for ImExHS, and a key part of ImExHS's low risk go to market strategy in new markets. ImExHS's go to market strategy in new markets has been to appoint specialist distributors in new markets, with deep relationships and an understanding of the target market. ImExHS chooses distributors that already have customer relationships and pipelines of new business in the target market, and in a number of cases, ImExHS has displaced existing major players such as Agfa and Carestream in the process.

In the developing markets of LATAM and APAC, ImExHS will continue with this existing market penetration strategy of appointing a leading specialist distributor with experience in RIS PACS to build a pipeline of advanced opportunities, prior to building a local in-country presence.

The benefit of this strategy is that ImExHS only needs to commit in-country resources for sales, marketing and pre and post sales engineering support, once it has won, or is about to win,

business in the new market. This strategy has seen ImExHS successfully win business in four countries outside of Colombia (Mexico, Peru, Costa Rica and Ecuador). The majority of funds from the Public Offer will be used to build out the sales and marketing support and channel development, and pre and post sales engineering support in new territories in support of this proven go to market strategy.

ImExHS now has 11 distributors in LATAM throughout Mexico, Costa Rica, El Salvador, Ecuador, Chile, Venezuela and Peru and is in the process of negotiating distribution agreements in Argentina, Bolivia and Venezuela. ImExHS is currently in the process of identifying distributors in Brazil ahead of a launch in the second half of 2018.

Telecommunications carrier distribution

Telecommunications carriers are a potential white label distribution opportunity for ImExHS. Carriers are in competitive markets and seek differentiators and value-adds to their existing offerings. ImExHS has been approached by two carriers regarding potential white label agreements and will continue to explore this channel as a potential complement to its distribution based strategy.

New Healthcare Verticals

The addition of new healthcare verticals (as described in 1.2 (d) above) to ImExHS's portfolio is a key part of its growth strategy, as well as its continuous pursuit of competitive advantage and differentiation in the market.

Whereas many of ImExHS's competitors talk of being VNA compatible, ImExHS is aggressively pursuing the tangible delivery of VNA benefits to healthcare facilities by releasing new integrated verticals onto its existing Hiruko™ RIS PACS VNA platform.

ImExHS has commenced a pilot of the CIS platform and will commence a paid trial of APLIS in Q3 2018, and expects to launch these products commercially in Q4. Upon successful addition of these verticals, ImExHS's competitive advantage will be enhanced by delivering major cost reduction and efficiency benefits of VNA to its customers, thereby enhancing ImExHS's penetration of new customers and markets.

ImExHS has an immediate opportunity to sell these additional verticals into its existing installed base.

ImExHS plans to continue adding additional verticals, with Oncology being the next targeted vertical.

Target Customers

Target customers for ImExHS include public and private hospitals and clinics, as well as public and private diagnostic imaging facilities. ImExHS's solution is equally suited to individual facilities and large networks of interconnected facilities.

Target Geographies

LATAM

ImExHS will continue to expand and support its distribution network in Latin America, utilising some of the funds from the Capital Raising.

APAC

ImExHS's next target market beyond LATAM is APAC. The Philippines is an attractive market for ImExHS with an estimated population of over 100 million. The similarities to the LATAM market will see the Philippines as ImExHS's launch market in APAC. ImExHS plans to use its current go to market strategy via distributors in the Philippines and ImExHS has commenced discussions with potential distributors.

Some of the funds from the Public Offer will be used to fund ImExHS's specialised distributor led expansion into the Philippines in 2018 and three other APAC markets in 2019 and 2020.

Australian launch

ImExHS has appointed CrossPoint Telecommunications as a non-exclusive distributor in the Australian market in order to facilitate a launch to a limited number of test sites in Australia. This launch in the Australian market will commence with a localisation pilot which will tailor Hiruko™ for the Australian market. The localisation of Hiruko™ will accommodate work flow preferences and options for the Australian market as well as integrated Medicare support. The Australian launch is intended to provide reference customers which ImExHS can leverage in its marketing activities for the APAC region, as well as act as a testing/proving ground for developed markets.

In addition ImExHS is planning to secure TGA approval for the Hiruko™ viewer in parallel with its application for FDA approvals.

FDA approvals

ImExHS anticipates achieving FDA Medical Imaging Management Devices 510k (class II) approval in 2018. Some of the funds from the Public Offer will be used to complete such approval and fund a limited launch of ImExHS's Hiruko™ RIS PACS VNA platform in the US market.

USA launch

ImExHS intends to implement a limited launch of a small number of test sites in the USA market. The purpose of the launch is provide reference customers which ImExHS can leverage in its marketing activities for the LATAM and APAC markets, as well as act as a testing/proving ground for developed markets such as the USA and Europe.

Revenue generation

Revenue is generated from sale of software via one of three models – one off sales, Software as a Service sales and Platform as a Service sales as described in the sections above.

Historically, revenues have been derived primarily from one off sales and primarily from customers in Colombia. As ImExHS has transitioned to providing SaaS/PaaS sales and top operating outside of Colombia, the revenue from SaaS/PaaS sales and from outside Colombia has increased.

During 2017, 62% of the total revenues of AUD\$4.5m was derived from SaaS/PaaS sales (AUD \$2.78m) and 36% from one off sales (AUD \$1.63m). More than 80% of the revenue during the 2017 year was derived from operations in Colombia.

Customer retention

ImExHS has demonstrated exceptional customer retention and has not lost a SaaS customer due to a failure of the client to renew the initial term.

5. Resolution 1 – Approval of change to nature and scale of activities

5.1 General

Resolution 1 seeks Shareholder approval under Listing Rule 11.1.2 for the significant change to the nature and scale of the Company's activities resulting from the Acquisition.

Resolution 1 is an ordinary resolution. Resolution 1 is subject to the approval of each of the other Acquisition Resolutions.

5.2 Listing Rule 11.1 Requirements

Chapter 11 of the Listing Rules requires Shareholders to approve any significant change to the nature or scale of a company's activities. The acquisition of ImExHS by the Company will have the effect of increasing the scale and changing the nature of the Company's activities.

The Company is a technology company who has developed and owns the Omni Market Tide Application, a software application for iPhone, iPad and Android phones that makes investor relations content more readily accessible. Recently, the Company has been focusing on business development opportunities of the Omni-Loop suite of products, including but not limited to co-development, OEM and licensing arrangements for Company's shareholders and voting suite of products. Despite the development successes of the Company mobile technologies, the Company has experienced a number of challenges and has been undertaking a review of its product(s) line, and has continued to evaluate new opportunities and ventures.

Resolution 1 seeks Shareholder approval to allow the Company to complete the Acquisition thereby increasing the scale and changing the nature of its activities.

The Acquisition will increase the scale and change the nature of the Company's activities. Accordingly, the Company must:

- (a) under Listing Rule 11.1.1, notify ASX of the proposed change;
- (b) under Listing Rule 11.1.2, obtain shareholder approval to undertake the change; and
- (c) under Listing Rule 11.1.3, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company was applying for admission to the official list of ASX, if required by ASX. The ASX has confirmed that the Company will need to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules. The Company proposes to undertake the Capital Raising pursuant to Resolution 4 to meet the requirements of re-compliance.

See Section 3 for further information on the Acquisition and the likely affect that the Acquisition will have on the Company.

A voting exclusion statement is included in the Notice.

5.3 Waiver of 20 cent rule as part of re-compliance

As set out in Section 5.2 the proposed Acquisition will require the Company to meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX. These requirements include that:

- (a) the main class of a company's securities for which a company seeks quotation must have an issue price of at least 20 cents in cash (pursuant to Listing Rule 2.1 Condition 2); and
- (b) the exercise price for any options on issue must be at least 20 cents in cash (pursuant to Listing Rule 1.1 Condition 12).

The terms of the proposed Capital Raising pursuant to Resolution 4 and issue of Shares on conversion of the Convertible Notes pursuant to Resolution 3 will not meet the requirements set out in Listing Rule 2.1 Condition 2 as the Capital Raising is proposed to be completed at an issue price of \$0.025 per Share, being an issue price of less than 20 cents.

As part of the Acquisition and Capital Raising the Company also proposes to issue:

- (a) Consideration Options with exercises prices of \$0.0375 and \$0.05;
- (b) New Options with an exercise price of \$0.05; and
- (c) Adviser Options with an exercise price of \$0.0375.

The exercises prices of the above Options are all less than the 20 cent exercise price required by Listing Rule 1.1 Condition 12.

As part of the Company's re-compliance, the Company proposes to seek a waiver from the ASX of Listing Rule 2.1 Condition 2 and Listing Rule 1.1 Condition 121 to allow the Company to issue the Capital Raising Shares at \$0.025 per Share, to issue the Convertible Note Shares at \$0.02 per Share and to have the Consideration Options, New Options and Adviser Options on issue with exercise prices less than \$0.20.

6. Resolution 2 – Approval of acquisition of ImExHS

6.1 General

As outlined in Section 3.1, the Company is proposing to acquire 100% of the issued capital of ImExHS from the Vendors.

The Acquisition is subject to the conditions set out in Section 3.3, including the requirement to obtain Shareholder approval. A detailed description of the Acquisition and ImExHS's business are outlined in Sections 3.2, 3.3 and 4.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given that none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is being sought under Listing Rule 7.1 for the issue of the Consideration Securities pursuant to Resolution 2 to preserve the Company's 15% capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Securities to the Vendors as consideration for the Acquisition.

Resolution 2 is an ordinary resolution. Resolution 2 is subject to the approval of each of the other Acquisition Resolutions.

6.2 Specific Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Securities the Company will issue under Resolution 2 is:
 - (i) 520,000,000 Shares; and
 - (ii) 150,000,000 Consideration Options (comprising 50,000,000 Class A Consideration Options, 50,000,000 Class B Consideration Options and 50,000,000 Class C Consideration Options).
- (b) The Consideration Securities will be issued to the Vendors (or their nominees).
- (c) The Consideration Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended all of the Consideration Securities will be issued on the same date, being the date of Completion.
- (d) The Consideration Securities (other than the Class A Consideration Options, see Section 6.2(e)) will be issued for nil cash consideration as they are being issued as the consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Securities.
- (e) The Class A Consideration Options will be issued at an issue price of \$0.0001 per Option to raise a total of \$500 (before costs). Funds raised from the issue of the Class A Consideration Options will be used by the Company for its general working capital purposes.
- (f) The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) The Consideration Options will be granted in three classes and are each exercisable into a Share once vested on a one for one basis on the terms outlined in Section 3.3. Shares issued on exercise of the Consideration Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The full terms and conditions of the Consideration Options are set out in Schedule 3.
- (h) A voting exclusion statement is included in the Notice.

7. Resolution 3 – Approval to issue Convertible Note Securities

7.1 General

ImExHS has issued the Convertible Notes to the ImExHS Noteholders to provide ImExHS with interim funding pending Completion. Upon Completion, the Convertible Notes will be assigned to, and assumed by, the Company and, subject to Shareholder approval, satisfied in full through the issue of the Convertible Note Securities, being:

- (a) 25,000,000 Shares (**Convertible Note Shares**); and
- (b) 25,500,000 New Options.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Securities in satisfaction of the Convertible Notes.

ASX escrow restrictions may apply to the Shares issued in satisfaction of the Convertible Notes as determined by the ASX in accordance with the ASX Listing Rules.

A summary of Listing Rule 7.1 is provided in Section 6.1.

Given that none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is being sought under Listing Rule 7.1 for Resolution 3 to preserve the Company's 15% capacity under Listing Rule 7.1.

Resolution 3 is an ordinary resolution and is subject to the passing of each of the other Acquisition Resolutions.

7.2 Specific information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Securities the Company may issue is:
 - (i) 25,000,000 Shares; and
 - (ii) 12,500,000 New Options.
- (b) The Convertible Note Securities will be issued to the Investors (or their nominees).
- (c) The Company will issue the Convertible Note Securities no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Convertible Note Securities will be issued on the same date, being the date of Completion.
- (d) The Convertible Note Securities will be issued to fully and finally satisfy the Convertible Notes, with the New Options being issued at nil consideration and Share being issued at a conversion issue price of \$0.02 per Share. Accordingly, no funds will be raised from the issue of the Convertible Note Securities. The funds raised from the Convertible Notes were used by ImExHS for general operating expenses and working capital purposes.
- (e) The Convertible Note Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

- (a) The New Options are each exercisable into Shares at \$0.0375 on or before 30 June 2021. Shares issued on exercise of the New Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The full terms and conditions of the New Options are set out in Schedule 4.
- (f) A voting exclusion statement is included in the Notice.

8. Resolution 4 – Approval to issue Capital Raising Shares

8.1 General

The Company will seek to raise \$4,500,000 (before costs) by way of an issue of 180,000,000 Shares at \$0.025 per Share, with the provision to accept oversubscriptions for up to an additional 40,000,000 Shares at \$0.025 per Share to raise an additional \$1,000,000 (before costs).

As outlined in Section 3.5, the Company has received firm commitments from the Investors to subscribe for the full amount of the Capital Raising.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 220,000,000 Shares.

The funds raised from the Capital Raising will be used as detailed in Section 3.6 above.

A summary of Listing Rule 7.1 is provided in Section 6.1.

Given the Capital Raising Shares to be issued under Resolution 4 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 4 is an ordinary resolution and is subject to the passing of each of the other Acquisition Resolutions.

8.2 Specific information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Securities the Company may issue under the Capital Raising is 220,000,000 Shares.
- (b) The Company will issue the Capital Raising Shares no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Capital Raising Shares will be issued on the same date, being the date of Completion.
- (c) The Capital Raising Shares will be issued at an issue price of \$0.025 per Share.
- (d) The Capital Raising Shares will be issued to the Investors none of whom is a related parties of the Company other than Messrs Howard, Lilley and Webse (refer to Section 9 for further details).
- (e) The Capital Raising Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

- (f) The funds raised from the issue of the Capital Raising Shares will be used as detailed in the use of funds table in Section 3.6.
- (g) A voting exclusion statement is included in the Notice.

9. Resolutions 5 to 7 – Approval for Director Participation in Capital Raising

9.1 General

It is proposed that Directors Mr Howard Digby, Mr Peter Webse and Mr Andrew Lilley (or their nominees) participate in the Capital Raising. Further details of the Capital Raising are set out in Section 3.5. The Directors wish to obtain Shareholder approval to subscribe for up to the following amounts of Shares:

- (a) Mr Digby – \$25,000 worth of the Capital Raising Shares, being 1,000,000 Shares;
- (b) Mr Webse – \$25,000 worth of the Capital Raising Shares, being 1,000,000 Shares;
and
- (c) Mr Lilley – \$50,000 worth of the Capital Raising Shares, being 2,000,000 Shares,

(collectively, the **Director Capital Raising Shares**).

Approval is required under Listing Rule 10.11 for the issue of the Director Capital Raising Shares. Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Resolutions 5 to 7 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Capital Raising Shares to Messrs Digby, Webse and Lilley (or their nominees). If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1 (although approval for the issue of the Capital Raising Shares is being sought under Listing Rule 7.1 under Resolution 4). Shareholder approval of the issue of the Director Capital Raising Shares means that this issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 5 to 7 are ordinary resolutions. Resolutions 5 to 7 are each subject to the approval of each of the other Acquisition Resolutions.

9.2 Specific information required by Listing Rule 10.3

For the purposes of Listing Rule 10.13, information regarding the issue of Director Capital Raising Shares is provided as follows:

- (a) The maximum number of Shares to be issued to:
 - (i) Mr Howard Digby (or his nominees) is 1,000,000 Shares;
 - (ii) Mr Peter Webse (or his nominees) is 1,000,000 Shares; and
 - (iii) Mr Andrew Lilley (or his nominees) is 2,000,000 Shares.

- (b) The Company will issue the Director Capital Raising Shares no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that all of the Director Capital Raising Shares will be issued on the same date, being the date of Completion.
- (c) Each of Messrs Digby, Webse and Lilley are a related party of the Company by virtue of being a Director.
- (d) The Director Capital Raising Shares will be issued an issue price of \$0.025 per Share (being the same issue price as the Capital Raising Shares).
- (e) The funds raised from the issue of the Director Capital Raising Shares will be aggregated with the funds raised from the issue of the Capital Raising Shares and used for purposes as detailed in the use of funds table in Section 3.6.
- (f) The Director Capital Raising Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (g) A voting exclusion statement is included in the Notice.

10. Resolutions 8 and 9 – Appointment of Proposed Directors

10.1 General

In connection with the Acquisition, the Board of the Company is to be reconstituted as set out in Section 3.7.

Clause 13.3 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director. Each of Dr German Arango and Mr Carlos Palacio, having consented to act, seek approval to be appointed as Directors with effect from Completion

Resolutions 8 and 9 are ordinary resolutions. Resolutions 8 and 9 and are each subject to the passing of each of the other Acquisition Resolutions.

10.2 Candidate Director's Profile – German Arango (Resolution 8)

Dr Arango is the CEO and co-founder of ImExHS and has over 12 years' experience as a practicing Radiologist in Colombia. Dr Arango is currently the Ex-Chair Staff Radiologist, Neuroradiology at Mederi – Hospital Universitario Mayor, Bogota Colombia and Chair Radiologist and shareholder of UT Imagenes Diagnosticas La Misericordia, Barranquilla Colombia and has practiced as a Radiologist in various hospitals and clinics in Colombia.

Dr Arango was the Associate Professor of Diagnostic Neuroradiology for the neurology and neurosurgery residency programs for Universidad El Rosario at Mederi – Hospital Universitario Mayor from 2010 to 2017 and has been held various Associate Professor of Diagnostic Neuroradiology roles for Universidad Militar de Colombia, Fundacion Universitaria de Ciencias de la Salud, Universidad Nacional de Colombia and El Bosque University during the period from 2006 to 2012.

Dr Arango holds a Degree in Medicine and Surgery from Universidad El Bosque, Colombia, Specialization in Radiology and Diagnostic Imaging from Universidad de La Sabana, Colombia and has completed a fellowship in Diagnostic Neuroradiology at McGill University (Montreal, Canada), and a visiting fellowship in Neuroradiology at Medical College of Georgia Hospital (Augusta, United States).

10.3 Candidate Director's Profile – Carlos Palacio (Resolution 9)

Mr Palacio is an entrepreneur with over 27 years' experience in international IT, Telecommunications and strategic management. He is currently CEO of CrossPoint Telecommunications, a Managed IT services provider (MSP), specializing on creating and managing cost-effective IT solutions for multinational organisations. CrossPoint currently provides services in 42 countries and employing 54 staff in Australia, Singapore and Philippines.

Mr Palacio had a long career with Nokia where he served in a number of roles including Regional Network Manager, Chief Specialist and Architect, Technology Advisor in Mergers and Acquisitions, Global Platforms Design and Planning and Global Program Manager. Mr Palacio worked for Nokia Networks Australia, Singapore and Finland at various stages of his Nokia career, but was largely based in Australia.

Mr Palacio holds a Bachelor of Electrical Engineering with a major in Telecommunications from the University of Technology Sydney, a post graduate Diploma in Management from Macquarie University, a Master of Business Administration from Macquarie University and he has completed multiple technology and management development courses.

11. Resolution 10 – Approval to issue Adviser Options

11.1 General

The Company has executed a mandate for Forrest Capital to act as the lead manager and corporate adviser to the Capital Raising. In addition to the capital raising fees set out in Section 3.5, the Company has agreed to issue 30,000,000 Adviser Options (each exercisable at \$0.05 and expiring on 30 June 2021) to Forrest Capital (or its nominees) as fees in relation to these services.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Adviser Options to Forrest Capital.

A summary of Listing Rule 7.1 is provided in Section 6.1. Given that none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is being sought under Listing Rule 7.1 for Resolution 10 to preserve the Company's 15% capacity under Listing Rule 7.1.

Resolution 10 is an ordinary resolution and is subject to the passing of each of the Acquisition Resolutions.

11.2 Specific information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3 in relation to the Adviser Shares:

- (a) The maximum number of Securities to be issued under Resolution 10 is 30,000,000 Adviser Options.
- (b) The Company will issue the Adviser Options no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all Adviser Options will be issued on the same date, being the date of Completion.
- (c) The Adviser Options are being issued as part of the fees payable to Forrest Capital for acting as the lead manager and corporate adviser to the Capital Raising and are being

issued at an issue price of \$0.0001 per Option to raise a total of \$300 (before costs). Funds raised from the issue of the Adviser Options will be used by the Company for its general working capital purposes.

- (d) The Adviser Options will be issued to Forrest Capital (or its nominees) who is not a related party of the Company.
- (a) The Adviser Options are each exercisable into a Share at an exercise price of \$0.05 on or before 30 June 2021. Shares issued on exercise of the Adviser Options will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue. Full terms and conditions of the Adviser Options are set out in Schedule 5.
- (e) A voting exclusion statement is included in the Notice.

12. Resolutions 11 and 12 – Approval to issue Shares to Directors

12.1 General

The Company is proposing to issue 5,000,000 Shares to each of Mr Howard Digby and Mr Andrew Lilley (**Fee Shares**) as a payment in recognition of the significant time and work spent by those directors on the Acquisition to date and the further work required to complete the Acquisition.

A summary of ASX Listing Rule 10.11 is set out in Section 9.1. Messrs Digby and Lilley are related parties of the Company by virtue of being Directors. Accordingly, the Company wishes to obtain Shareholder approval to issue the Fee Shares to Messrs Digby and Lilley pursuant to ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act. If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

The Company is a small listed company with limited funds, most of which are allocated to specific technology development and business development. As a result, the Board has chosen to issue Shares, subject to Shareholder approval, to Messrs Digby and Lilley, rather than to pay cash, in recognition of the significant time and work spent by those directors on the Acquisition to date and the further work required to complete the Acquisition. The Board believes that the number of Shares to be issued to Messrs Digby and Lilley pursuant to Resolutions 11 and 12 is commensurate the value they have provided to the Company.

Resolutions 11 and 12 are ordinary resolutions.

12.2 ASX Listing Rule 10.13 and Section 219 of the Corporations Act disclosure

For the purposes of ASX Listing Rule 10.13 and section 219 of the Corporations Act, information regarding the issue of the Fee Shares to Mr Howard Digby and Mr Andrew Lilley is provided as follows:

- (a) The Fee Shares are being issued to Mr Howard Digby and Mr Andrew Lilley (or their nominees).
- (b) The maximum number of Securities that will be issued under Resolutions 11 and 12 is 5,000,000 Shares to each of Messrs Digby and Lilley (or nominees).

- (c) The Company will issue the Fee Shares no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) The Fee Shares will be issued for nil consideration as payments to Messrs Digby and Lilley in recognition of the significant time and work spent by those directors on the Acquisition to date and the further work required to complete the Acquisition. Accordingly, no funds will be raised from their issue.
- (e) The Fee Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (f) A voting exclusion statement is included in the Notice.
- (g) The Directors (other than Messrs Digby and Lilley) recommend that Shareholders vote in favour of Resolutions 11 and 12 to recognise the significant time and work spent, and to be spent, by those directors on the Acquisition and implementation of the same. Messrs Digby and Lilley are participating in the Share issues the subject of Resolutions 11 and 12 and therefore believe it inappropriate to make a recommendation.
- (h) The issue of the Fee Shares to each Director will result in a dilution of all other Shareholders' holdings in the Company by 0.565% each based on the Shares on issue post completion of the Acquisition and the Capital Raising (assuming no Options are exercised and none of the Company's existing performance shares convert into Shares).
- (i) Messrs Digby and Lilley each currently entitled to receive \$25,000 per annum as Directors' fees for the 2018 financial year. Mr Digby and Mr Lilley have received the amount of \$15,418 (comprising \$10,418 in Directors' fees and \$5,000 in consulting fees prior to being appointed) and \$27,500 (comprising \$12,500 in Directors' fees and \$15,000 in consulting fees prior to being appointed) respectively, in the 2017 financial years. Messrs Digby and Lilley were appointed as Directors on 1 August 2017 and 1 July 2017 respectively.
- (j) Mr Digby currently holds 1,600,000 Shares. Mr Lilley currently holds 3,200,000 Shares.
- (k) The Company has determined that the value of the Fee Shares to be issued to each of Messrs Digby and Lilley is \$125,000 based on an issue price of \$0.025 (being the issue price of Shares under the Capital Raising).
- (l) Other than the information above and otherwise in this Explanatory Memorandum, the Company believes that there is no other information that would be reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass Resolutions 11 and 12.

13. Resolution 13 – Approval of change of Company name

The Directors have determined to change the Company name to ImExHS Limited. Resolution 13 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act.

Resolution 13 is a special resolution. Resolution 13 is subject to the approval of each of the Acquisition Resolutions.

The change of name of the Company will take effect from when ASIC alters the details of the Company's registration.

14. Resolution 14 – Section 195 Approval

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Directors Mr Andrew Lilley and Mr Howard Digby may have a material personal interest in the outcome of Resolutions 11 and 12. In the absence of Resolution 14, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 11 and 12.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

Resolution 14 is an ordinary resolution and is subject to Resolutions 11 and 12 being passed.

15. Definitions

\$ means Australian Dollars.

Acquisition has the meaning in Section 3.1.

Acquisition Agreement has the meaning in Section 3.1.

Acquisition Resolutions means Resolutions 1 to 4, 8 and 9 (inclusive).

Adviser Option means an Option on the terms and conditions in Schedule 5.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors as constituted from time to time.

Fee Shares has the meaning in Section 12.

Capital Raising has the meaning in Resolution 4.

Capital Raising Shares has the meaning in Resolution 4.

Chairman means the chairman of this Meeting.

Change of Control means

- (a) the offeror under a Takeover Bid in respect of all Shares has achieved acceptances in respect of more than 50.01% of Shares and that Takeover Bid has become unconditional;
- (b) the announcement by the Company that Shareholders have, at a Court convened meeting of shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement (other than to effect a restructure or redomicile) under which all securities of the Company are to be either:
 - i) cancelled; or
 - ii) transferred to a third party,and the Court, by order, approves the proposed scheme of arrangement; or
- (c) any person, individually or together with their Associates, acquires a Relevant Interest in 50.01% or more of the total number of Shares on issue by any other means (other than as a result of the transactions contemplated pursuant to the agreement to which these terms and conditions are attached).

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company or **OMT** means Omni Market Tide Ltd (ACN 096 687 839) to be renamed “ImExHS Limited”.

Completion means completion of the Acquisition.

Consideration Securities has the meaning given in Resolution 2.

Consideration Shares has the meaning given in Resolution 2.

Consideration Options has the meaning given in Resolution 2.

Class A Consideration Option and **Class B Consideration Option** and **Class C Consideration Option** means an Option on the terms and conditions in Schedule 3 (each with the vesting date, exercise price and expiry date set out in paragraph (b) of Schedule 3).

Constitution means the current constitution of the Company.

Convertible Notes has the meaning in Section 3.3.

Convertible Note Shares has the meaning in Section 7.1.

Convertible Note Securities has the meaning in Resolution 3.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

EBIT means earnings before interest and taxation.

Existing Performance Shares means the Class A Performance Shares on issue as at the date of this Notice subject to various performance hurdles by various expiry dates.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Forrest Capital means Forrest Capital Pty Ltd (AFSL 298311).

ImExHS means Imaging Experts and Healthcare Services Pty Ltd (ACN 624 772 256).

ImExHS Noteholders means various professional or sophisticated investors who are not related parties of the Company.

Investors means certain sophisticated or professional investors who are not related parties of the Company.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

New Option means an Option on the terms and conditions in Schedule 4.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Proposed Directors means German Arango and Carlos Palacio.

Proxy Form means the proxy form attached to the Notice.

Relevant Interest has the meaning given in the Corporations Act.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Security means a Share, an Option or an Existing Performance Share or any combination of these as the context provides.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Takeover Bid has the meaning given in the Corporations Act.

Vendors means the shareholders of ImExHS, none of whom is currently a related party of the Company.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 Key Risks

1. Introduction

There are various risks associated with the Acquisition that may have an impact on the financial returns received by Shareholders. These risks are important for Shareholders to understand.

Some of these risks are specific to ImExHS's business activities. In addition, Shareholders are already exposed to various risks through their existing shareholding in the Company. Many of these risks are inherent in investing in securities generally and inherent in any technology company such as the Company.

The risk factors include, but are not limited to, those detailed below. Additional risks not presently known to the Company, or if known, not considered material, may also have an adverse impact.

The Directors believe that the advantages of the Acquisition outweigh the associated extent of the risks.

2. Company Specific Risks

(a) Conditional Acquisition

The Acquisition Agreement is conditional on the Company re-complying with Chapters 1 and 2 of the Listing Rules (see paragraph 2(b) below). Pursuant to the Acquisition Agreement (the key terms of which are summarised in Section 3.3) the Company has agreed to acquire 100% of ImExHS. Completion is subject to the satisfaction of certain conditions. There is a risk that these conditions cannot be satisfied and completion under the Acquisition Agreement will not occur. If the Acquisition does not proceed, the Company will incur costs relating to advisers and other costs, with no material benefit being achieved.

(b) Re-compliance with Chapters 1 and 2 of the Listing Rules

As part of the Company's change to its nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. The Prospectus will be issued to assist the Company to re-comply with these requirements. It is anticipated that the Company's Shares will be suspended from trading from the date of the Meeting, and it is anticipated that the Shares will remain suspended until Completion, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that the Shares will consequently remain suspended from quotation.

(c) Competition and new technologies

ImExHS is confident that its products and services provide a unique offering in the healthcare technology marketplace, particularly in LATAM, APAC and ImExHS's other target markets. However, ImExHS is subject to competition from other operators in LATAM and APAC as well as Europe and the United States of America. Further, the healthcare technology industry is competitive and includes companies with significantly greater financial, technical, human, research and development, and marketing resources than are currently available or likely to become available to ImExHS. Other entities may resist ImExHS's efforts to market its current products or commercialise new products or technologies that may compete with their own offerings. New or existing competitors may also increase their market share relative to ImExHS's market share by:

- acquiring or developing technologies which give them a competitive advantage;
- lowering prices of products or services similar to ImExHS's products or services;
- increasing the scale or range of their products or services; or
- undertaking strategic moves to combine or consolidate their business.

Any decrease to ImExHS's market share relative to its competitors may materially affect the Company's financial performance and position. Further, there are no fundamental barriers preventing new competitors from building similar products or offering similar services provided they do not infringe ImExHS's intellectual property. As emerging technologies continue to develop in the healthcare technology industry, there may be certain product developments that supersede, and render obsolete, ImExHS's current and future products and services. This will adversely affect the Company's revenue, margins and profitability and the likely value of Shares.

(d) Acceptance of ImExHS's products and services

ImExHS's business model depends on the ability to sell and deploy ImExHS's products and services. Acceptance of ImExHS's products and services requires hospitals, clinics, radiologists and physicians to adjust their behaviour and adopt new methods of conducting business and exchanging information. Despite ImExHS's sales success to date, there is no guarantee that additional hospitals and practitioners will integrate ImExHS's products and services into their workflow or that other participants in the healthcare market will accept ImExHS's products and services as a replacement for traditional methods of conducting healthcare information management, particularly outside of LATAM. Achieving broader market acceptance for ImExHS's products and services will require considerable sales and marketing efforts and the expenditure of significant financial and other resources to create awareness and demand by participants in the healthcare industry. If ImExHS fails to achieve broad acceptance of ImExHS's products and services by hospitals, clinics as well as medical practitioners and specialists and other healthcare industry participants or to position ImExHS's products and services as a preferred method for workflow and image management and healthcare delivery, the Company's business, financial condition and operational results will be adversely affected.

(e) Failure to renew existing contracts or win new business

The ability of ImExHS's business to renew contracts with existing clients and win new business with existing and new clients is fundamental to its business, growth and profitability. ImExHS faces competition in the healthcare technology industry (see paragraph 2(c) above). New contracts, including contracts entered into with an existing client where a previous contract has expired, may be subject to a competitive process. There is a risk that ImExHS's business may not win these contracts for any of a number of reasons. These include, for example:

- lower pricing from competitors;
- increased competition;
- inability to differentiate ImExHS's products and services and to market them effectively;
- failure to maintain the quality or efficiency of ImExHS's products and services or to anticipate, identify or react to changes in client preferences or requirements;
- failure to react to new developments in healthcare workflow and information management technology; and
- negative perceptions adversely affecting ImExHS's brand and reputation as a result of the eventuation of some of the other risk factors detailed in this Schedule.

Failure to successfully renew existing contracts or to win new contracts could negatively impact the Company's financial performance, including, in the case of a failure to retain an existing client, by leaving the Company with excess capacity or redundancy costs, and adversely impact its ability to grow its operations.

(f) Failure to properly understand client requirements and client demand

A significant percentage of ImExHS's contracts are long term contracts (five-year term), and many are not able to be terminated by ImExHS unless the client is in breach. ImExHS may from time to time enter into SaaS or PaaS contracts where the agreed revenue is insufficient to cover the costs of delivering the services or to provide adequate profit margins. This can occur for a number of reasons, including a failure to properly understand the scope and requirements of a contract or customer, a failure to assess accurately the costs of delivering the contracted services, a failure to properly model the drivers of client demand or a failure to adhere to the business' internal risk assessment and contracting process guidelines. The risk of such failures occurring may increase as ImExHS seeks to expand its products and services into new markets. If ImExHS enters into a significant number of contracts where the agreed revenue is insufficient to cover the costs of delivering the services or to provide adequate profit margins as a result of these failures, the Company's profitability could be adversely impacted.

(g) Faults with Products or Services

The current products of ImExHS or new products developed by ImExHS may contain errors or defects that are identified only after new customers commence use of the product, which could harm reputation and business. Despite pilot testing of ImExHS's new products or of ImExHS's existing products in new markets, it is possible that errors may occur in ImExHS's products and services. If the Company detects any errors before a solution is introduced, the Company may have to delay deployment for an extended period while the problem is addressed. If the Company does not discover errors that affect ImExHS's current or new products and services until after they are deployed, the Company would need to provide enhancements to correct such errors. Errors in ImExHS's products and services could result in:

- harm to the Company's reputation or the "ImExHS" brand;
- lost sales;
- delays in new product releases;
- product liability claims;
- delays in or loss of market acceptance of ImExHS's products and services; and
- unexpected expenses and diversion of resources to remedy errors.

Furthermore, clients may use ImExHS's products and services together with products from other companies. As a result, when problems occur, it may be difficult to identify the source of the problem. Even when ImExHS's products or services do not cause these problems, the existence of these errors may result in the Company incurring significant costs, the diversion of the attention of technical personnel from development efforts and may adversely impact the Company's reputation or brand or cause significant client relations problems.

(h) Reliance on key management personnel

The Company's business strategy from Completion will be implemented by the Board and the management team led by German Arango, Andres Vanegas and Jorge Marin. The Company's success will depend on the continued performance, efforts, abilities and expertise of its key management personnel, as well as other management and technical personnel engaged on a contractual basis. The loss of services of any of its key management personnel and the Company's inability to replace them could have a material adverse impact on the Company's ability to successfully implement the Company's business strategy. There is no guarantee that the Company will be able to attract and retain suitably qualified personnel, and a failure to do so could materially adversely affect the Company's business, operating results and financial prospects including its ability to grow.

(i) Protection of intellectual property

The Company's business plan is predicated on ImExHS's proprietary systems and technology products. Accordingly, ImExHS's trademarks, trade names, copy rights, trade secrets and other intellectual property rights are important to its success and unauthorised use of any of ImExHS's intellectual property rights may adversely affect the Company's business and the Company's and ImExHS's reputation. There can be no assurances that the Company will be able to:

- register or other protect new intellectual property it develops in the future; or
- prevent the unauthorised use of its intellectual property.

Failure to adequately protect ImExHS's intellectual property rights could adversely affect its financial performance and condition.

(j) Infringement of third party intellectual property rights

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of patent or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, patent litigation is expensive. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time.

In addition, parties making claims against the Company may be able to obtain injunctive or other relief that could prevent the Company from further developing discoveries or commercialising its products. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company from commercialising available products and could cause it to incur substantial expenditure.

(k) External Technology Risk

ImExHS has developed its own software in house, which is used in conjunction with off-the-shelf software to enable the functionality of its product offerings. Such software may be subject to external factors, such as deprecation of operating systems, libraries, components, third party interfaces, drivers, patches, compatibility, version conflict or obsolescence or other related issues. In addition, the software will require updating and maintenance. These external factors may also affect the ability of ImExHS to effectively upgrade and maintain its software. Furthermore, licensing and commercial conditions imposed by third party software companies may be unsustainable or impractical for ImExHS, causing a need to rely on other solutions or develop these in house. Should ImExHS have such issues it may affect the ability of ImExHS to successfully provide its product.

(l) Ability to establish and maintain additional strategic relationships

To be successful, the Company must continue to maintain ImExHS's existing strategic relationships and establish additional strategic relationships with leaders in a number of healthcare and health information technology industry segments. This is critical to the Company's success because the Company believes that these relationships contribute towards its ability to:

- extend the reach of ImExHS's products and services to a larger number of hospitals, clinics and to other participants in the healthcare industry;
- develop and deploy new products and services;
- further enhance the "ImExHS" brand; and
- generate additional revenue and cash flows.

(m) Reliance on third party providers

ImExHS's technology is built to work with various computer operating systems, internet platforms, computing networks and hardware devices. The Company is unable to control third party developers and providers of such systems and networks. Any changes to external platforms, networks, systems, devices or hardware that give preference to competing products or adversely impact on the functionality of ImExHS's products may render consumers less likely to use ImExHS's products, which may have a detrimental impact on the Company's financial performance. Likewise, many of ImExHS's products are predicated on consumers being able to access the internet. If third party providers raise the cost of internet access or restrict the ability of consumers to access the internet via ImExHS's products, this is likely to detrimentally affect the Company's financial performance.

(n) Sales Cycles

It is difficult to predict the sales cycles and implementation schedule for ImExHS's products and services. The duration of the sales cycle and implementation schedule for ImExHS's products and services depend on a number of factors, including the nature and size of the potential clients and the extent of the commitment being made by the potential client, which are difficult to predict. Sales and marketing efforts with respect to hospitals, health organisations and other potential clients will generally involve a lengthy sales cycle due to these organisations' complex decision-making processes. If potential clients take longer than expected to decide whether to purchase ImExHS's products and services, the cost of sales may increase, which could harm ImExHS's business, operations and financial position.

(o) Hosting provider, data loss, theft or corruption

ImExHS stores data with a variety of third party service providers and hosting facilities located in the cloud. These facilities may be vulnerable to damage or suffer outages, for example due to catastrophic destruction following a natural disaster, telecommunication failures, power loss and similar events. Such disruption, particularly if prolonged, to these services may have a material adverse impact on ImExHS's products and ImExHS's business operations and reputation. Hacking or exploitation of some unidentified vulnerability in these networks could lead to loss, theft or corruption of data which, in turn, could negatively impact upon the Company's revenues and profitability.

(p) Ability to manage growth effectively

ImExHS will need to expand its operations if it successfully achieves market acceptance for its products and services in new markets. The Company cannot be certain that its systems, procedures, controls and existing space will be adequate to support expansion of its operations. The Company's future operating results will depend on the ability of its officers and key employees to manage changing business conditions and to implement and improve its technical, administrative, financial control and reporting systems. ImExHS not be able to expand and upgrade its systems and infrastructure to accommodate these increases. Difficulties in managing any future growth could have a significant negative impact on the Company's business, financial condition and results of operations.

(q) Sufficiency of funding

ImExHS's growth through product development and marketing activities will require substantial expenditure and may not result in profitability being achieved. There can be no guarantees that the Company's cash reserves together with the funds raised by the Capital Raising will be sufficient to successfully achieve all the objectives of ImExHS's overall business strategy.

If ImExHS is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Capital Raising and existing working capital, there can be no assurance that ImExHS will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to ImExHS or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit ImExHS's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend ImExHS's business strategy and could have a material adverse effect on ImExHS's activities.

(r) Security breaches

If the Company's security controls are breached, if there are any actual or perceived security vulnerabilities in ImExHS's products or if its products are subject to cyber-attacks that restrict customer access to its products, its products may be perceived as less secure than competitors and customers may stop using ImExHS's products or services.

(s) Contractual disputes

ImExHS's business is dependent on its contractual agreements, including with customers, distributors and third party service providers, and each counterparty's ability to meet their contractual obligations. While the Company has no reason to believe that any counterparty will default under their respective agreement, there are risks when dealing with third parties including insolvency, fraud and management failure. The Company's financial performance will depend upon the performance of the counterparties to its contracts, including customers, distributors and service providers. Should a counterparty default or a contract fail, there is potential for negative financial and brand damage for the Company.

(t) Litigation

ImExHS is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, medical mis-diagnosis related claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of ImExHS.

(u) Brand and Reputation Risk

The reputation of ImExHS, its brand and products is important in retaining business and attracting new business and key employees. The ImExHS reputation and value of the brand may be adversely affected by several factors including (but not limited to) disputes or litigation with third parties and adverse media coverage (including social media). Erosion of the ImExHS reputation or brand may adversely affect the Company's financial performance or position.

(v) Insurance

The Company faces various risks in connection with ImExHS's business and may lack adequate insurance coverage or may not have the relevant insurance coverage. No assurance can be given

that such insurance will continue to be available in the future and that it will be available on commercially attractive terms. There is also no guarantee that any cover will be adequate and available to cover any claims the Company may make. The Company may be unable to continue to secure insurance to satisfactorily cover all anticipated risks or the cost of insurance may increase above anticipated levels. This may result in the Company either paying excessive amounts for its insurance or being unable to insure certain business risks.

(w) Foreign exchange risks

ImExHS is potentially a global business. The operating entity of the Company is based in Colombia and the majority of the Company's current revenue is in Colombian pesos or other LATAM currencies. ImExHS is also targeting APAC region as its next market, which could result in the Company receiving revenue in other currencies. Any billing in foreign currencies will be converted to AUD for reporting purposes will be affected by currency fluctuations, which may adversely impact on financial performance and position.

(x) Regulatory and Legislative change

As with any technology product offering, the ImExHS products may be exposed to the regulatory environment of a particular jurisdiction. The Company will also be subject to a number of domestic and international government regulations regarding the use software in medical diagnostics and the use and storage of medical data. Regulations for medical technology change frequently and, as such, there is no guarantee that ImExHS's products will always satisfy, or be in-compliance with, all applicable laws and regulations. Any adverse regulation may also restrict ImExHS's ability to provide its products and services in a particular jurisdiction or for particular clients. Adverse regulation and any non-compliance with applicable laws and regulations by the Company regarding its products and service are likely to adversely affect the Company's operations and financial performance.

(y) Liquidity risk

There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few potential buyers or sellers at any given time and this may increase the volatility of the market price of the Shares.

Further, on Completion, the Company will issue Shares to the ImExHS vendors, Convertible Noteholders and current Directors and a portion of these Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of the Company's reinstatement to trading. During the period in which these Shares are escrowed, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

(z) Doing business outside of Australia

ImExHS currently has employees mostly based in Colombia and distributors engaged in other LATAM countries. The Company may wish to engage further employees and distributors outside of Australia as it grows its existing business and expands to new markets. This exposes the Company to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which the Company may operate. Businesses that operate across multiple jurisdictions face additional complexities from unique business requirements in each jurisdiction.

(aa) Research and analyst reporting

The market for the Company's securities trading on ASX may be influenced by any research or reports compiled by securities or industry analysts. If any of the analysts who may cover the Company and its products change previously disclosed recommendations on the Company or for that matter its competitors, the price of its securities may be adversely affected.

(bb) No dividends expected

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their Securities to realise any future gains on their investment.

3. General Risks

(a) Market Conditions

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology related stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the healthcare technology industry including, but not limited to, the following:

- general economic conditions in jurisdictions in which the Company operates;
- changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- the interpretation of taxation laws by the relevant taxation authority differing from the Company's interpretation;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology and healthcare sectors;
- movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(c) Unforeseen risk

There may be other risks which the Directors are currently unaware of which may impact on the Company, its operations and/or the valuation and performance of the Company's securities.

(d) Combination of risks

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlines in this Schedule could affect the performance valuation, financial performance and prospects of the Company.

Schedule 2 Pro-Forma Balance Sheet

	Omni Market Tide Limited	Imaging Experts and Healthcare Services S.A.S.				Adjust- ment 4 (\$4.5m Capital Raising)	Adjust- ment 5 (\$5.5m Capital Raising)	Adjust- ment 6	Adjust- ment 7	Adjust- ment 8	Adjust- ment 9	Pro-forma position (\$4.5m Capital Raising)	Pro-forma position (\$5.5m Capital Raising)
	Audited as at	Audited as at	Adjust- ment 1	Adjust- ment 2	Adjust- ment 3								
	31-Dec-17	31-Dec-17											
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
CURRENT ASSETS													
Cash and cash equivalents	963,959	4,594	-	500,000	557,000	4,230,000	5,170,000	(241,225)	(100,000)	-	-	5,914,328	6,854,328
Trade and other receivables	574,731	2,401,619	-	-	(557,000)	-	-	-	-	-	-	2,419,350	2,419,350
Inventories	-	297,268	-	-	-	-	-	-	-	-	-	297,268	297,268
Current tax assets	-	193,085	-	-	-	-	-	-	-	-	-	193,085	193,085
Other assets	2,087	-	-	-	-	-	-	-	-	-	-	2,087	2,087
TOTAL CURRENT ASSETS	1,540,777	2,896,566	-	500,000	-	4,230,000	5,170,000	(241,225)	(100,000)	-	-	8,826,118	9,766,118
NON CURRENT ASSETS													
Property, plant and equipment (net)	7,035	446,634	-	-	-	-	-	-	-	-	-	453,669	453,669
Intangible assets (net)	-	307,095	-	-	-	-	-	-	-	-	-	307,095	307,095
TOTAL NON CURRENT ASSETS	7,035	753,729	-	-	-	-	-	-	-	-	-	760,764	760,764
TOTAL ASSETS	1,547,812	3,650,295	-	500,000	-	4,230,000	5,170,000	(241,225)	(100,000)	-	-	9,586,882	10,526,882
CURRENT LIABILITIES													
Overdrafts and bank loans	-	457,533	-	-	-	-	-	-	-	-	-	457,533	457,533

Accounts payable and other payables	74,093	594,606	-	-	-	-	-	-	-	-	-	668,699	668,699
Current tax liabilities	-	467,201	-	-	-	-	-	-	-	-	-	467,201	467,201
Payroll benefits	-	220,222	-	-	-	-	-	-	-	-	-	220,222	220,222
Other liabilities	15,000	81,683	-	-	-	-	-	-	-	-	-	96,683	96,683
TOTAL CURRENT LIABILITIES	89,093	1,821,245	-	-	-	-	-	-	-	-	-	1,910,338	1,910,338
NON CURRENT LIABILITIES													
Deferred tax liabilities	-	12,346	-	-	-	-	-	-	-	-	-	12,346	12,346
TOTAL NON CURRENT LIABILITIES	-	12,346	-	-	-	-	-	-	-	-	-	12,346	12,346
TOTAL LIABILITIES	89,093	1,833,591	-	-	-	-	-	-	-	-	-	1,922,684	1,922,684
NET ASSETS	1,458,719	1,816,704	-	500,000	-	4,230,000	5,170,000	(241,225)	(100,000)	-	-	7,664,198	8,604,198
EQUITY													
Share capital	9,006,994	3,511	(5,240,565)	500,000	-	4,230,000	5,170,000	-	-	-	250,000	8,749,940	9,689,940
Issue premium	-	1,482,932	-	-	-	-	-	-	-	-	-	1,482,932	1,482,932
Provision	-	1,073	-	-	-	-	-	-	-	-	-	1,073	1,073
Share based payments reserve	233,480	-	(233,480)	175,000	-	-	-	-	-	300,000	-	475,000	475,000
NCIF adoption effect	-	(49,390)	-	-	-	-	-	-	-	-	-	(49,390)	(49,390)
Accumulated losses	(7,781,755)	370,283	5,474,045	(175,000)	-	-	-	(241,225)	(100,000)	(300,000)	(250,000)	(3,003,652)	(3,003,652)
Period results	-	8,295	-	-	-	-	-	-	-	-	-	8,295	8,295
TOTAL EQUITY	1,458,719	1,816,704	-	500,000	-	4,230,000	5,170,000	(241,225)	(100,000)	-	-	7,664,198	8,604,198

Notes:

- (1) ImExHS's accounts have been converted from Colombian Pesos to Australian Dollars using the COP:AUD exchange rate of 0.000429 as at 31 December 2017 sourced from Bloomberg.
- (2) The cash and cash equivalents balance above does not account for working capital movements over the period from 1 January 2018 until Completion.
- (3) *Adjustment 1:* The acquisition of Imaging Experts and Healthcare Services S.A.S has been accounted for as a reverse acquisition through the issue of 520 million Consideration Shares. The Company will also issue 50,000,000 Class A Options (ex. at \$0.05 and exp. on 30 June 2021), 50,000,000 Class B Options (ex. at a 50% premium to the price of the Capital Raising once vested, subject to ImExHS achieving an EBIT exceeding \$5,000,000 in any rolling period of four quarters, and expiring 5 years from grant) and 50,000,000 Class C Options (ex. at a 50% premium to the price of the Capital Raising, subject to ImExHS achieving an EBIT exceeding \$7,500,000 in any rolling period of four quarters, and expiring 5 years from grant). Using the Black Scholes model, the Class A Options, Class B Options and Class C Options have been valued at \$500,000, \$700,000 and \$700,000 respectively.
- (4) *Adjustment 2:* ImExHS has raised \$500,000 through the issue of the Convertible Notes. The debt under the Convertible Notes will be assigned to, and assumed by, the Company on Completion and be satisfied through the issue of 25,000,000 Shares (at a deemed issue price off \$0.02 per Share) and 12,500,000 new Options (ex. at a \$0.0375 and exp. on 30 June 2021). Using the Black Scholes model the new Options have been valued at \$175,000 and have expensed these as a borrowing cost to accumulated losses.
- (5) *Adjustment 3:* Subsequent to 31 December 2017, the Company received a Research and Development rebate from the ATO for the amount of \$557,000.
- (6) *Adjustment 4:* In connection with the above Acquisition, the Company will complete the Capital Raising to raise a total of \$4,500,000 (before costs), with the provision to accept oversubscriptions for up to an additional 40,000,000 shares to raise an additional \$1,000,000 (before costs). Adjustment assumes that \$4,500,000 is raised under the Capital Raising (before costs). Capital raising costs are 6% of the funds raised, being \$270,000 (based on \$4,500,000 raised), which have been offset against contributed equity.
- (6) *Adjustment 5:* If the Company accepts oversubscriptions for an additional 40,000,000 shares under the Capital Raising to raise an additional \$1,000,000, the Company will raise a total of \$5,500,000 (before costs) under the Capital Raising. Capital raising costs are 6% of the funds raised, being \$330,000, which have been offset against contributed equity.
- (7) *Adjustment 6:* Comprises estimated transaction costs of \$241,225 to complete the Acquisition.
- (8) *Adjustment 7:* The Company has agreed to pay Forrest Capital a fee of \$100,000 for introducing the transaction to the Company.
- (9) *Adjustment 8:* Comprises 30,000,000 Adviser Options (ex. at \$0.05 and exp. on 30 June 2021) to be issued to Forrest Capital as part of its fees for acting as lead manager and corporate advisor to the Capital Raising. Using the Black Scholes model the Adviser Options have been valued at \$300,000 and have expensed this through accumulated losses.
- (10) *Adjustment 9:* Comprises 5,000,000 shares to be issued to each of directors Howard Digby and Andrew Lilley in recognition of the significant time and work spent by those directors on the Acquisition to date and the further work required to complete the Acquisition.

Schedule 3 Terms and Conditions of the Consideration Options

(a) Entitlement

Each Consideration Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option. Each Class A Consideration Option will be issued at an issue price of \$0.0001.

(b) Exercise Price, Vesting Date and Expiry Date

The **Vesting Date**, **Exercise Price** and **Expiry Date** of each Option will be as set out in the following table:

Class	Vesting Date	Exercise Price	Expiry Date (5pm AWST)
Class A Consideration Option	N/A	\$0.05	30 June 2021
Class B Consideration Option	ImExHS achieving an EBIT exceeding \$5,000,000 in any rolling period of four quarters	\$0.0375	5 years from grant
Class C Consideration Option	ImExHS achieving an EBIT exceeding \$7,500,000 in any rolling period of four quarters	\$0.0375	5 years from grant

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Period

Subject to paragraph (d), an Option may only be exercised at any time after the applicable Vesting Date, and prior to the Expiry Date, in the table in paragraph (b) above.

(d) Vesting on change of control

Any Options that have not yet vested will automatically vest upon a Change of Control. For these purposes, **Change of Control** means one or more of the following events occurring (subject to the applicable service condition set out in the table in item (b) being satisfied up until the date of the relevant event):

- (i) the bidder under a Takeover Bid in respect of all Shares has achieved acceptances in respect of more than 50.01% of Shares and that takeover bid has become unconditional;
- (ii) the announcement by the Company that its Shareholders have, at a court convened meeting of Shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all securities of the Company are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party,
 and the court, by order, approves the proposed scheme of arrangement; or
- (iii) any person, individually or together with their associates, acquires a relevant interest in 50.01% or more of the total number of Shares on issue by any other means.

(e) Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of exercise of that Option as at the date of receipt.

(f) Shares Issued on Exercise

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares of the Company.

(g) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(h) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(i) Timing of Issue of Shares and Quotation

After an Option is validly exercised, the Company must as soon as practicable:

- (i) issue the Shares pursuant to the exercise of the Options; and
- (ii) do all such acts, matters and things to obtain:
 - (A) the grant of quotation for the Share on ASX no later than 10 days from the date of exercise of the Option; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options and prior to the exercise of the Options.

(k) Adjustment for Bonus Issue

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Securities which must be issued on the exercise of an Option will be increased by the number of Securities which the holder would have received if they had exercised the Option before the record date for the bonus issue; and
- (ii) no further consideration will be payable by the holder.

(l) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(m) Adjustment for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

(o) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 4 Terms and Conditions of the New Options

(a) Entitlement

Each New Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

The amount payable upon exercise of each Option will be \$0.0375 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5.00pm (AWST) on 30 June 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

(e) Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of exercise of that Option as at the date of receipt.

(f) Shares Issued on Exercise

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares of the Company.

(g) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(h) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(i) Timing of Issue of Shares and Quotation

After an Option is validly exercised, the Company must as soon as practicable:

- (i) issue the Shares pursuant to the exercise of the Options; and
- (ii) do all such acts, matters and things to obtain:
 - (A) the grant of quotation for the Share on ASX no later than 10 days from the date of exercise of the Option; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options and prior to the exercise of the Options.

(k) Adjustment for Bonus Issue

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Securities which must be issued on the exercise of an Option will be increased by the number of Securities which the holder would have received if they had exercised the Option before the record date for the bonus issue; and
- (ii) no further consideration will be payable by the holder.

(l) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(m) Adjustment for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

(o) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 5 Terms and Conditions of the Adviser Options

(a) Entitlement

Each Adviser Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option. An Adviser Option will be issued at an issue price of \$0.0001.

(b) Exercise Price

The amount payable upon exercise of each Option will be \$0.050 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5.00pm (AWST) on 30 June 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

(e) Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of exercise of that Option as at the date of receipt.

(f) Shares Issued on Exercise

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares of the Company.

(g) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(h) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(i) Timing of Issue of Shares and Quotation

After an Option is validly exercised, the Company must as soon as practicable:

- (i) issue the Shares pursuant to the exercise of the Options; and
- (ii) do all such acts, matters and things to obtain:
 - (A) the grant of quotation for the Share on ASX no later than 10 days from the date of exercise of the Option; and
 - (B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options and prior to the exercise of the Options.

(k) Adjustment for Bonus Issue

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Securities which must be issued on the exercise of an Option will be increased by the number of Securities which the holder would have received if they had exercised the Option before the record date for the bonus issue; and
- (ii) no further consideration will be payable by the holder.

(l) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(m) Adjustment for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

(o) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 11.00am AWST on Sunday 29 July 2018.

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/omtgm2018>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00 am AWST on Sunday 29 July 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/omtgm2018

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Omni Market Tide Ltd** (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the offices of **BDO, 38 Station Street, Subiaco, Western Australia 6008 on Tuesday, 31 July 2018 at 11.00am AWST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Res 1 Approval of change of nature and scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8 Appointment of Dr German Arango as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2 Approval of acquisition of ImExHS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9 Appointment of Mr Carlos Palacio as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3 Approval to issue Convertible Note Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10 Approval to issue Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4 Approval to issue Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11 Approval to issue Shares to Mr Howard Digby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5 Approval for Mr Howard Digby to participate in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12 Approval to issue shares to Mr Andrew Lilley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6 Approval for Mr Peter Webse to participate in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13 Approval of change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7 Approval for Mr Andrew Lilley to participate in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14 Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

 Sole Director and Sole Company Secretary

Securityholder 2

 Director

Securityholder 3

 Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018