



gooroo

Proposed Merger with AIS Anywhere Inc.
1 August 2019
Gooroo Ventures Limited (ASX:GOO)
gooroox.com

IMPORTANT NOTICE

This Presentation has been prepared by Gooroo Ventures Limited (“Gooroo”) (ABN 96 613 924744) on the understanding that is solely for the use of the Australian Securities Exchange Limited (“ASX”) and on the expectation that it will be kept confidential.

This Presentation is not an offer of securities.

The Preparation for ASX is a synopsis of the proposed merger of Gooroo with AIS Anywhere Inc (“AIS”) 83-2313377, an unlisted private company incorporated in the state of Texas in the United States of America (“Proposed Merger”). It has been lodged with the ASX for access on the company information platform to inform investors about the Proposed Merger.

This Presentation contains certain forward looking statements concerning Gooroo’s business, operations, plans and expectations which rely on the Proposed Merger being completed as outlined herein. The future statements will be tested during due diligence and are not guarantees of future performance or development as they involve known and unknown risks, uncertainties and other factors that are beyond the control of Gooroo.

Amongst those risks is regulatory approval from the ASX for the merger. In seeking to undertake the merger Gooroo has been advised that it will need to re-comply with Chapter 1 and 2 of the Listing Rules. Furthermore, the ASX may suspend trading in Gooroo’s shares whilst it is seeking to re-comply.

The information on AIS in this Presentation has been based on information provided to Gooroo from AIS and its advisers. Gooroo has not in any way audited or independently verified the information provided to it by AIS. The fact that information has been included in this Presentation does not mean that Gooroo either expressly or impliedly warrants or in any way endorses the accuracy or completeness of that information or adopts any view contained in any source or represents in any way that any forecasts will be achieved. Noting the above, Gooroo has no reason to doubt any of the information provided to date by AIS. As part of the due diligence program being undertaken as part of the Proposed Merger independent verification is being sought of the materials contained herein.

Against this background, Gooroo is unable to give any warranty as to the accuracy or reliability of the AIS information contained in this Presentation and Gooroo, its directors, employees and consultants do not accept any responsibility for errors or omissions in this Presentation nor accept any liability for any loss or damage suffered by any person as a result of that person or any other person placing reliance upon the contents of the Presentation.

Gooroo intends to update this Presentation for any material matters that arise during the course of its due diligence and prior to the Proposed Merger being effected. It is intended that the updated Presentation be lodged with the ASX.



TABLE OF CONTENTS

1. Executive Summary	4
2. Industry Background	7
3. Rationale for Merger	10
4. The Combined Business	16
5. Proposed Merger Terms	21
6. Implementation Plan	23
7. Organisational Structure	24
8. Reasons to Invest	25



1. EXECUTIVE SUMMARY

1.1 WHY MERGE WITH AIS?

- I. Direct alignment of IP in enterprise productivity and digital transformation leveraging AI
- II. Existing AIS US sales organisation and client base for Gooroo products
- III. Blue chip enterprise customer base and revenue streams with international footprint
- IV. Accelerates realisation of Gooroo vision and strategy

1.2 GOOROO VENTURES

Founded in 2012, listed on ASX on October 2016 (ASX:GOO)

Gooroo's business is based on its SaaS-based platform supporting enterprises and individuals, leveraging Artificial Intelligence

- *Applications in people and workforce transformation, team engagement, leadership development, recruitment, marketing and customer acquisition, and career planning; and*
- *Technology capable of being integrated with other software platforms*

Currently commercialising core technology platform and unique IP in modelling human thinking

- *Partnering with ManpowerGroup on an end-to-end hiring, reskilling and redeployment solution*
- *Partnering with Microsoft Corporation on a career planning application for colleges and universities*
- *Partnering with PeoplePlus Australia on a government solution for the long-term unemployed*

Distribution via management/HR consultants, advertising/media groups and training companies

Clients and partners in Australia, USA, India and the Middle East



1.3 AIS ANYWHERE

AIS was established in 2014 and is a privately owned company

AIS is focused on transforming large organisations via proprietary software and services

- *Assisting clients understand their data and implement action plans via AI, Machine Learning, IoT (Internet of Things) and global ledger/Blockchain; with*
- *Gooroo software is a natural fit.*

Offices in US and India

- *Over 70 staff*
- *Offshore development centre established in India*
- *Looking to expand in Asia-Pacific region*


An Enterprise Sales Business

- *With 3-5 year services contracts;*
- *Clients include Gartner, Bristol Myers Squibb, Revlon, IBM and Adobe*

REVLON

Gartner®

 Bristol-Myers Squibb



50% of work tasks by people
may be replaced by automation
by 2030

Source: McKinsey & Co

2. INDUSTRY BACKGROUND


2.1 DIGITAL TRANSFORMATION

Digital Transformation is a reality for the enterprise.

Tools causing digital disruption

- *AI, Robotics, Blockchain and IOT*
- *Intelligent systems and predictive technologies*
- *Hyper-personalised messaging and user experiences*

Technology adoption rates increasing



32% of jobs are subject to
RADICAL change

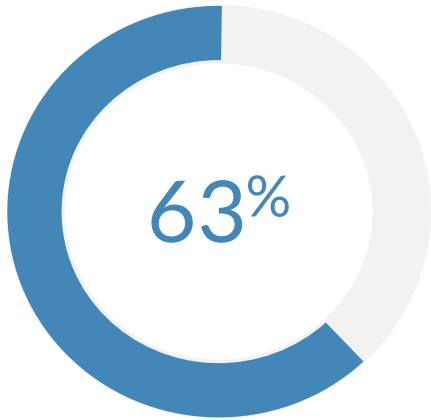
Source: Deloitte Human Capital Trends 2019

2.2 THE FUTURE OF BUSINESS

Future of Workforce and Work

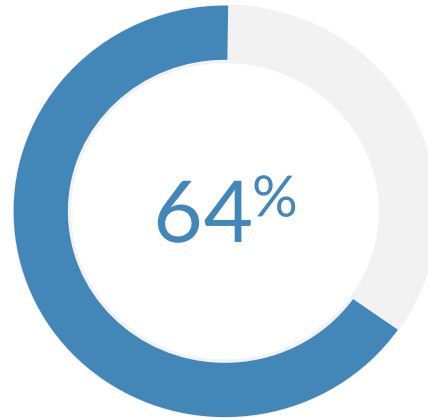
- *The Alternate Workforce*
- *Transitioning to “Superjobs”*
- *Transformational leadership*
- *“Moneyball” Teams*
- *Diversity of soft and hard skills to accelerate performance*

2.3 THE ROLE OF AI



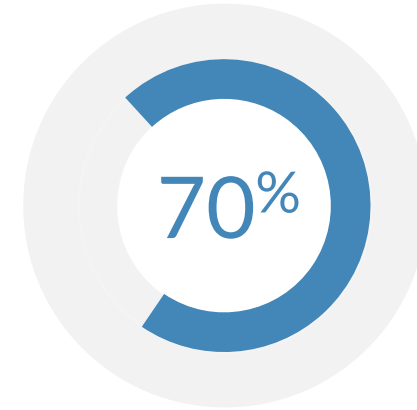
IMPORTANCE OF AI IS GROWING FAST

63% say that AI technologies are critically important to their business success today



ENABLING PRODUCTIVITY GAINS

64% are convinced AI technologies are helping them move ahead of their competition



Deloitte Global predicts that in 2019, among companies that adopt AI technology, 70 percent will obtain AI capabilities through cloud-based enterprise software (like Gooroo), and 65 percent will create AI applications using cloud-based development services (like AIS)



3. RATIONALE FOR MERGER

3.1 CURRENT POSITION

Corporations are experiencing disruption and fundamental business transformations

- *Transforming existing business models requires a multi-disciplinary approach – people, process and technology*
- *Gooroo is positioning itself as a leader in human-centred (people) transformation capabilities*

AI provides its clients with:

- *Technology development and digital transformation capabilities that leverage technology platforms in ML, AI and blockchain*

3.2 WHY MERGE BUSINESSES?

Gooroo's Rationale

A merger with AIS offers:

- ✓ *A broader product and service offering*
- ✓ *Ability to support large-scale transformation through custom data and technology solutions*
- ✓ *An established enterprise salesforce in North America*
- ✓ *Access to more significant client budgets*
- ✓ *Access to a USA client base; and*
- ✓ *An established product development team in India to accelerate product development and commercialisation efforts*

 AIS is a natural merger partner for Gooroo.

AIS' Rationale

A merger with Gooroo offers:

- ✓ *A broader product and service offering*
- ✓ *Access to significant relationships, such as with Microsoft, ManpowerGroup and many others*
- ✓ *A beachhead to establish Asia-Pacific business*
- ✓ *Access to capital markets; and*
- ✓ *Access to new markets*

 AIS is a natural merger partner for Gooroo.

3.3 THE COMBINATION

The merged company provides investors with security, confidence and strong growth prospects through:

- *Long-term contracts*
- *High quality clients*
- *Recurrent revenues*
- *Positive cashflows*
- *Geographic expansion; and*
- *Product line expansion*

The merged company provides clients with a better customer experience:

- *Market-leading predictive analytics capabilities that can support major enterprise workforce and community transformation challenges*
- *End-to-end custom application development*
- *Advanced engineering and professional services*
- *Greater global coverage and support*
- *Cloud, Artificial Intelligence, Machine Learning and IOT technologies; and*
- *Enhanced product development capacity and accelerated speed to market*

KEY AIS
CLIENTS



REVLON

S&P Global



CBRE

Johnson & Johnson

ESTÉE LAUDER

verizon✓

TYPICAL AIS CONTRACTS

Duration	3-5 years
Size	\$500,000 - 2 million per year (USD)
Products Offered	Chat Bots, AI Accelerator
Services Offered	Blockchain, AI and Machine Learning and Enterprise Digital Transformation
Engagement Type	Statement of Work (SOW), Time & Materials

CHANNEL
PARTNERS

ORACLE®



CPA GLOBAL
THE IP PLATFORM


Hewlett Packard
Enterprise

KEY GOOROO CLIENTS





4. COMBINED BUSINESS

4.1 THE OBJECTIVE

A globally-focused, advanced AI technology solutions company delivering:

- i. Revenue growth above combined capabilities;*
- ii. Solutions to enterprises and communities undergoing increasing digital disruption; and*
- iii. An established sales and delivery team with a blue chip customer base in North America.*

4.2 SERVICE OFFERING

AI driven solutions supporting enterprise growth and productivity
utilising predictive behavioural analysis



Workforce
transformation



Technology
transformation



Marketing & customer
experience
transformation



Business process
automation

4.3 AS A BUSINESS

MARKET POSITION

A specialised AI-based technology solutions company with:

- *Long standing Fortune 500 customer relationships*
- *Strong service delivery execution capabilities*
- *International reach (Asia, USA, India)*

GEOGRAPHIC REACH

Currently serving customers in:

- *Australia*
- *Middle East*
- *India*
- *United States of America*

INTELLECTUAL PROPERTY

Proprietary software from both entities:

Enterprise

- *A predictive people analytics platform supporting workforce transformation, team development and engagement, internal mobility and recruitment*
- *Profiling consumers based on how they make choices*

Thinking Coach

- *A mobile app for individuals and teams (projected launch in Sept/Oct '19)*

Emotifics

- *AI with facial expression for predictive behavioural analysis*

Patent Pending

- *Method of understanding the process of human thinking*

4.3 AS A BUSINESS (cont)

HUMAN CAPITAL

Deep dedicated software engineering competencies

- *AI/Machine Learning/Deep Learning*
- *Blockchain and IoT*
- *Data management, analytics and workflow*
- *Cloud and SaaS solutions*

Established algorithms and technology capable of measuring human mindsets

GROWTH OPPORTUNITIES

- *Ability to take leadership position in the global trend towards digital transformation of enterprise workplaces*
- *Cross-selling within existing clients*
- *Expansion of client base across all geographies*
- *Continued commercial productisation of research in human behaviour and its impact on individuals, enterprises, communities and in marketing*
- *Potential incubation of AI/ML technologies/IP in our emerging product strategy*

4.4 FINANCIAL INFORMATION

6 months to 31/12/2018, AUD, \$m	Gooroo		AIS	
Revenue	\$	0.42	\$	12.12
Net profit	-\$	0.93	\$	1.68
Cash	\$	1.00	\$	0.94
Total Assets	\$	2.18	\$	1.19

*AIS 2018 financial year (to Dec 2018) currently being audited.

Exchange rate \$0.73 AUD-USD

5. PROPOSED MERGER TERMS

5.1 IN SUMMARY

Acquisition of 100% of AIS business*

- *Part 1:* 65% for up to 124,150,000 Gooroo shares at \$0.10/share
- *Part 2:* 35% for up to \$6.685 million in cash or via mix of cash and shares on completion

Note: Share & cash mix may vary based on ASX guidance

Purchase price of up to AU\$19.1 million

- *AIS CY2018 EBIT* \$2.83 million (US\$2.07m)
- *EBIT multiple applied* 6.736x

* All Gooroo-AIS merger terms subject to approval by ASX as part of Gooroo seeking to re-comply with Chapter 1 and 2 of the Listing Rules

5.2 OTHER MERGER TERMS

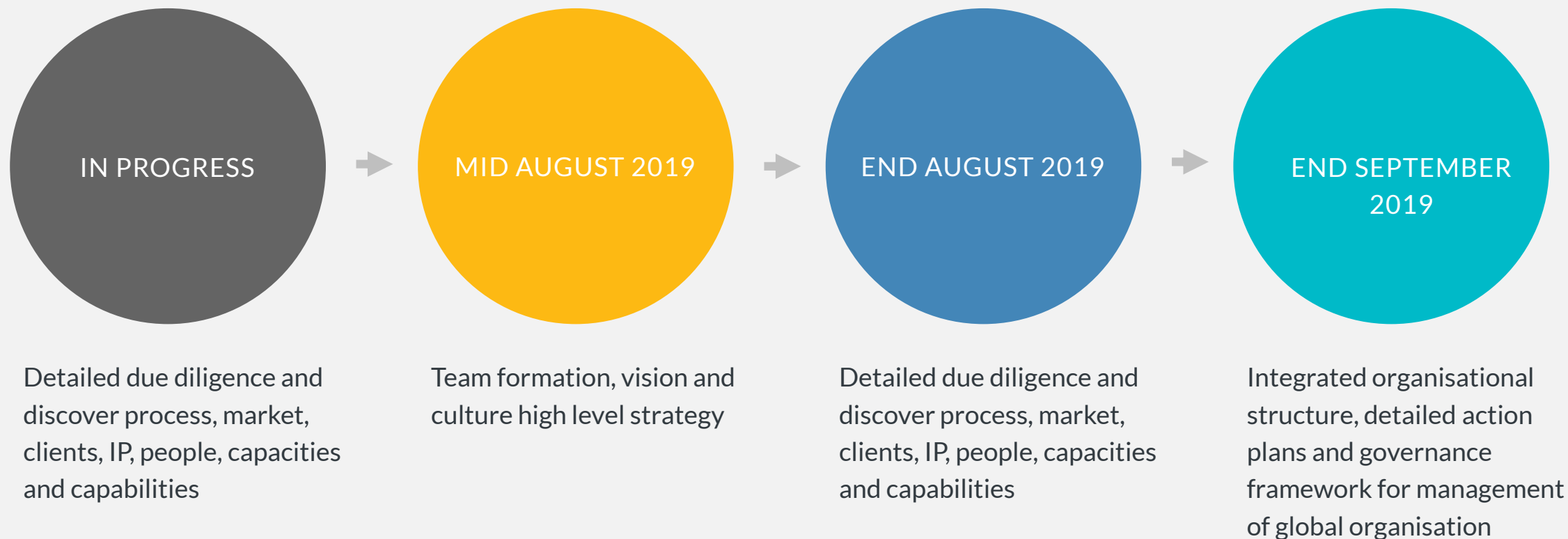
BOARD

- *AIS Shareholders may nominate two directors to GOO's Board on Completion*
- *Maximum of seven directors on GOO's Board following Completion*
- *As terms of appointment expire, expected that a maximum of five directors will remain, including the two directors nominated by the AIS Shareholders, unless otherwise agreed*
- *An independent Chairman will be appointed at Completion*

CONDITIONS PRECEDENT

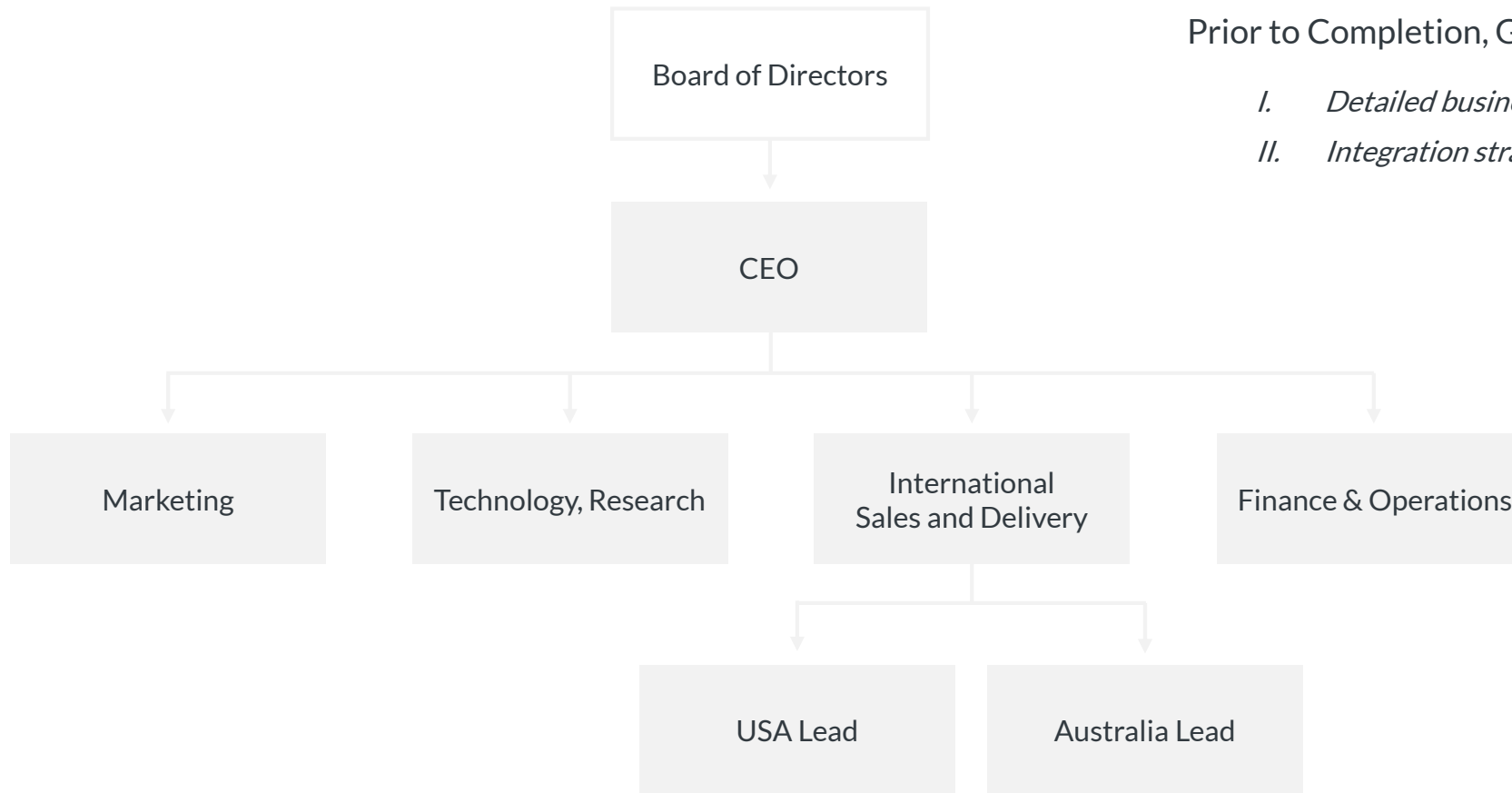
- *Mutual due diligence*
- *Formal sale and purchase agreement*
- *ASX approval*
- *Gooroo shareholder approval*

6. IMPLEMENTATION PLAN



Gooroo and AIS commenced work on a combined business plan in July 2019. The ability of the merged entity to achieve timelines will be dependent on a number of factors including regulatory approval for the transaction.

ORGANISATIONAL STRUCTURE



Prior to Completion, Gooroo will prepare and release:

- I. Detailed business plan of the combined entity; and*
- II. Integration strategy including unified organisational structure*

7. REASONS TO INVEST

- ✓ A profitable business with positive cashflows from date of Completion
- ✓ Organic recurrent revenue growth
- ✓ Blue chip enterprise customer base
- ✓ Advanced, market-leading solutions capability and software platforms
- ✓ Complementary products serving similar enterprise clients
- ✓ Opportunities for geographic expansion



gooroox.com

Gooroo Ventures Limited (ASX:GOO)

© 2013-2019 Gooroo Ventures Ltd. All rights reserved

Gooroo™, GoorooX™ GoorooMatch™ and GoorooJobs™
are registered trademarks of Gooroo Ventures Limited

NOW YOU'RE THINKING