

ASX Announcement

15 November 2016

Invigor to Drive Growth Through \$4 million Convertible Note Issue

- RJL Investments Pty Ltd (Associated with IVO Chairman Gary Cohen) to take up to 30% of issue
- Proceeds to retire an existing \$2.4M Convertible Note and provide \$1.6M in working capital
- Funding will provide IVO with sufficient financial flexibility to fund near-term growth opportunities
- Investor Presentation attached

Leading big data solutions company Invigor Group Limited (ASX: IVO) ("Invigor") today announced its intention to raise up to \$4 million in a Convertible Notes Issue from sophisticated investors. The proceeds of the Convertible Notes will be used to retire \$2.4 million Convertible Notes due in December and provide up to \$1.6 million of additional working capital to the Company.

The Notes will be issued at 3 cents per share and issued for up to 18 months. A summary of the key terms of the proposed Convertible Notes are attached.

RJL Investments Pty Ltd, an entity associated with Invigor's Chairman and CEO, Gary Cohen, has advised the Company that it plans to take up to 30% (\$1.2 million) of the issue, subject to approval by IVO shareholders at an EGM to be called by the Company in due course.

Gary Cohen commented: "This proposed funding will give Invigor the necessary financial flexibility to execute on its immediate growth opportunities and build scale into our current operating businesses.

"A proposed investment of up to \$1.2 million by RJL Investments, an entity associated with me, reflects my strong confidence in Invigor and the potential value that that can be realised from this funding. Invigor is in the best shape in the Company's history and we are determined to capitalise on the opportunities available to us."

The Company will be marketing the Convertible Notes facility to sophisticated investors and selected lending institutions. Please refer to the attached Investor Presentation.

For further information, please contact:

Gary Cohen Chairman & CEO +61 2 8251 9600

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 (0) 413 150 448

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About Invigor Group Limited

Invigor Group (ASX:IVO) uses its complementary suite of big data products to source, aggregate, analyse and publish content for the benefit of businesses and consumers. Today its interconnected data sets enable enterprise clients including retailers, brands, shopping centres and government bodies to identify and better understand competitors, consumers, markets and demographics while providing the consumer with the best value-for-money. Using its current products and a pipeline of additional offerings Invigor will have the ability to provide an end-to-end solution spanning sales, product management, business intelligence, marketing, advertising, content creation and distribution, while monetising each step of the process.



Annexure A

Convertible Note - Key Terms

This document is a summary only of the key commercial terms for the Facility for Invigor Group and does not contain all of the agreed terms and conditions.

Amount: \$4,000,000 with the right to take over subscriptions

Number of Convertible

Notes:

133,333,333

Maturity Date: 12 months after the Note Issue Date with up to 6 month's extension

at the option of the Noteholder.

Interest Rate: Interest will accrue at the Interest Rate of 10.0% per annum on the

Principal Amount outstanding for each Convertible Note, which will

accrue on a daily basis and be payable quarterly in arrears.

Interest Payment Date: The total Interest Amount payable to the Noteholder in respect of

each Interest Period is to be satisfied within 15 Business Days after the end of such period by the Company paying the Interest Amount to

the Noteholder.

Fee: A fee of 2% of the Amount (up to \$80,000) will be payable

Conversion Price: Convertible Notes may be converted into Shares at the Conversion

Price of \$0.03 per Share (subject to any adjustment in the Terms and

Conditions).

Conversion Notice

Period:

The Noteholder may give a Conversion Notice for all but not some of

the Convertible Notes in the period up to the Maturity Date.

Redemption: The Company must redeem the Convertible Notes by paying the

Noteholder the Principal Amount of each Convertible Note to be

redeemed:

(a) on the Maturity Date; or

(b) if the Noteholder gives the Company a notice requiring

redemption after the occurrence of Event of Default (as defined

in the Terms and Conditions).

Restrictions on Conversion:

The Noteholders will agree that no conversion can take place that would cause the Noteholder to be in breach of the relevant

shareholding thresholds permitted by the Corporations Act and ASX

Listing Rules.



Suite of Solutions

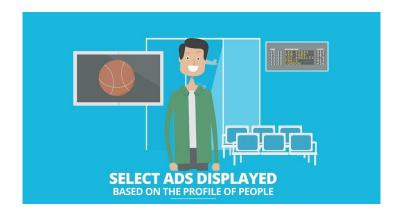








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Investment Highlights

Growing Data & Analytics Market

Provides unique exposure to the rapidly growing market for data and analytics

Diversified Revenue Streams

Including blue chip customers

Pipeline of new revenue generating contracts continues to grow

Major growth opportunities based on new products Media sales from more personalised content

Experienced Team

Highly experienced operations team in place – including head of European operations

Stronger Balance Sheet

Restructured debt to provide a stronger balance sheet



Corporate overview

IVO Capital Structure Pro-Forma as at Novembe	r 30, 2016
Shares on issue	461.5m
Options on issue	65.4m
\$4m Convertible notes	133m
Market cap at \$0.020	\$9.23m
Cash at bank*	\$1.8m
52 week high	9.4c
52 week low	1.6c

Major shareholders	Shares		% held	
Millinium Fund Unitholders		56.5m		12.2
H Investments International		52.5m		11.4
RJL Investments & Gregkar		51.2m		11.1
Тор 20		202.7		43.9

^{*}After \$4m convertible note issue and repayment of outstanding convertible notes.



Executive Directors & Management Team



Gary Cohen Chairman & CEO



Greg Cohen
Finance Director
& CFO



Michael Stone
Director of
Products



Leslie Cohen Commercial Director



Gareth Mair Sales Director



Ryan YapProduct Development
Director



Camila Lima Marketing Manager

Non-Executive Directors



Tony Sherlock Non-Executive Director



John Hayson Non-Executive Director



Roger Clifford
Non -Executive
Director



Jeremy Morgan Non-Executive Director



Suite of Solutions

Satisfying consumer demand through analytics and engagement

WiFi Analytics & Engagement













Digital Solutions



Revenue Model

Invigor has a diversified earnings profile with multiple growing revenue streams

	Insights Retail	Insights Visitor	SpotLite	Condat
Revenue Sources				
Implementation and customisation	\checkmark	✓		\checkmark
Annual SaaS revenue and support	✓	✓	✓	✓
 Consulting and advisory services 	✓	✓		
Catalysts for Revenue Growth				
Growing pipeline	✓	✓	✓	✓
Enhanced Functionality	✓	✓	✓	✓
Moving up customer value chain	✓	✓		✓
Geographic expansion		✓		✓



Strong operational progress across all businesses

Market Intelligence







Retail

- 3 year contract with The Good Guys
- Treasury Wines (ASX:TWE) contract secured
- Epson, TCL and Navman all renew contracts
- Recent alliance with IDC, globally renowned data research group

SpotLite

- Scheduled for November release
- Low delivery cost driving high subscriber volume
- Targeting SME's in all markets
- Upsell potential to Insights Retail
- Significant new revenue stream













Strong operational progress across all businesses

WiFi Analytics & Engagement



- Successful deployment at Major CBD Shopping Centres & Sunshine Coast
- JV to monetise 6m annual passenger movements at Manly Wharf, NSW
- New contracts secured at Preston Market and Zoos Victoria
- Partnership secured with Sprooki for loyalty marketing purposes









Strong operational progress across all businesses

Digital Solutions



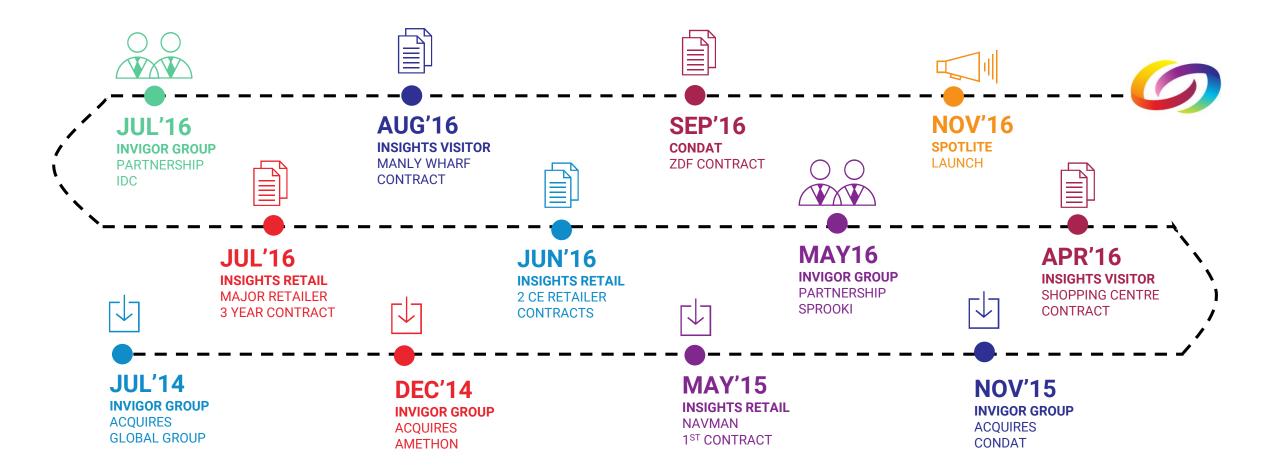
- \$900,000 worth of new contracts announced
- First major contract outside Germany with Ericsson UK
- Major contract with ZDF Germany's largest public broadcaster





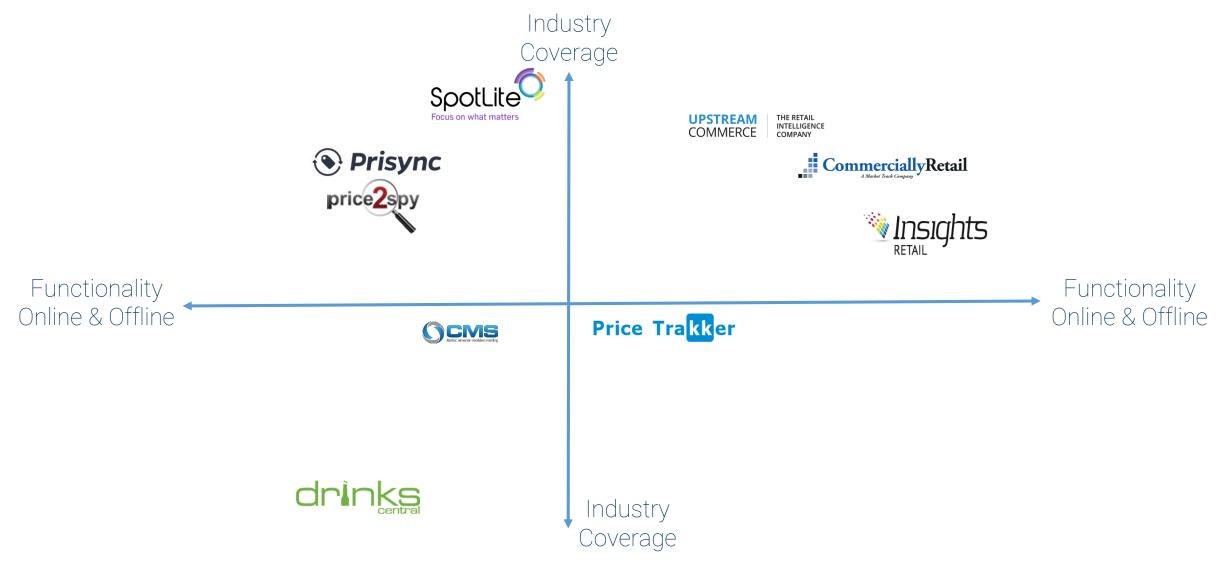


Corporate and Operational Milestones



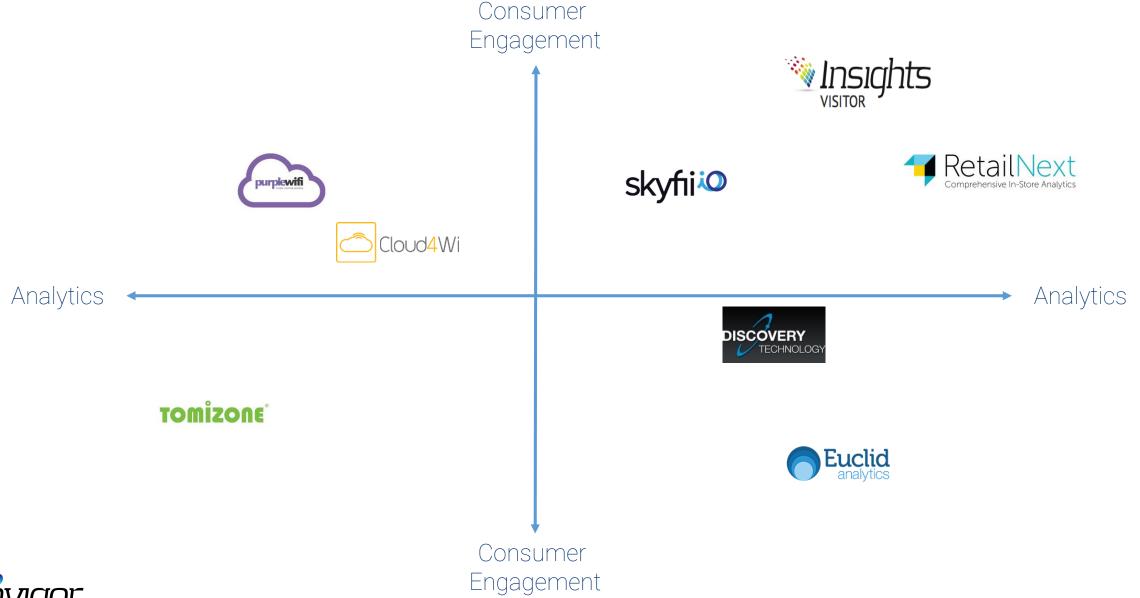


Market Intelligence - Competitive Landscape





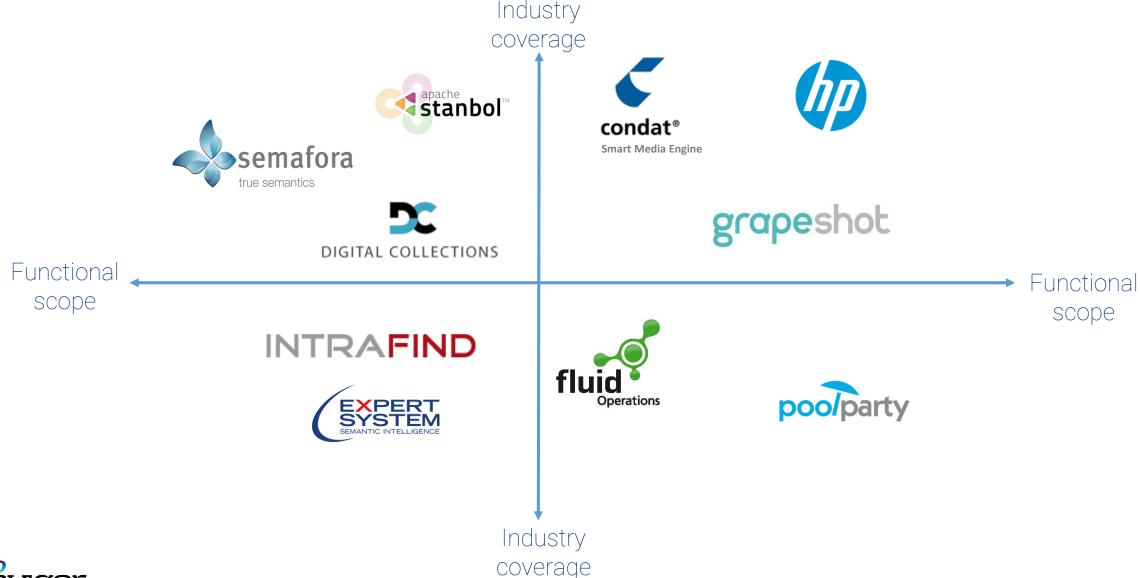
WiFi Analytics & Engagement - Competitive Landscape





Digital Solutions - Competitive Landscape

Media Analytics and Recommendation - Condat Smart Media Engine





Digital Solutions - Competitive Landscape

Mobile Workforce Management - Skyware Service Control





Asia-Pacific Partners & Teaming Agreements











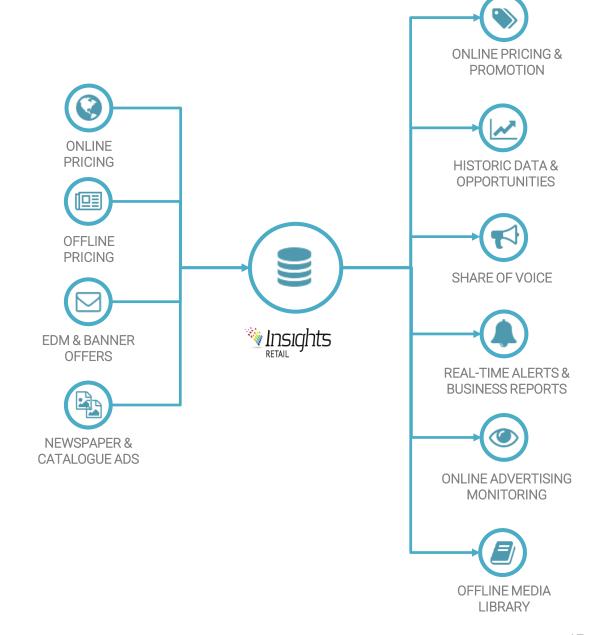






Insights Retail provides real time pricing and promotion data to maximise revenue opportunities, amplify share of voice and understand dynamic pricing environments.

- Real time insights into retailer's online & offline pricing as well as data from online (websites, online ad spends etc.) and print (catalogues, magazines, newspapers etc.) sources
- Client revenue opportunities are generated from valuable market reports, customisable based on specific needs
- Live alerts on price changes, new ads and catalogues
- Web browser agonistic, ability to access Insights Retail from any platform or smart device
 - 🍬 ~90 retailer websites covered
 - 🀐 ~94,000 products tracked
 - ~350,000 webpages crawled

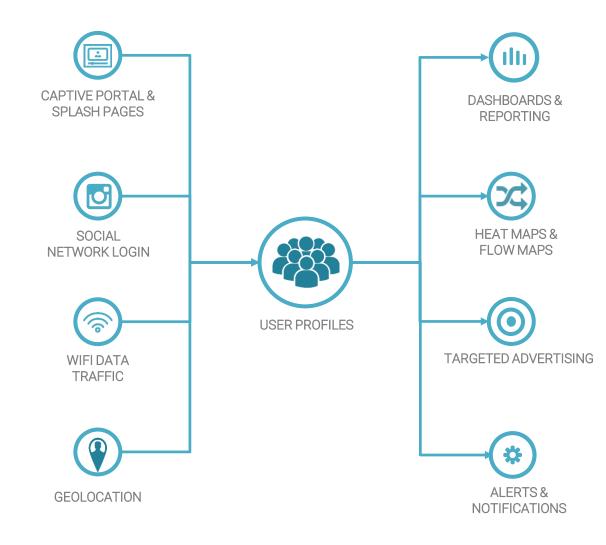






Insights Visitor is a WiFi analytics and engagement platform that turns your WiFi network into insights and insights into revenue.

- Broaden WiFi to more than just internet connectivity for customers including revenue generation, customer engagement and operational insights
- Revenue opportunities are generated from leveraging individual profiles to target promotions and offers via one-to-one or one-tomany campaigns
- Broad range of verticals: shopping centres, retail, transport hubs, hospitality, stadiums, convention centres, local government
 - ~200,000 WiFi sessions enabled
 - ~2,000,000 unique devices observed
 - ~150,000,000 device location points tracked



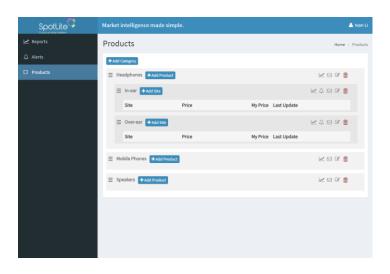




SpotLite is an **affordable and easy-to-use price tracking solution** for SMEs - retailers and brands.

- SpotLite provides a low cost and affordable pricing platform for small to medium enterprises across a large addressable market
- Ability to upsell SpotLite clients to Insights Retail providing increasing revenue opportunities
- Scheduled for December release provides another new revenue stream









Condat provides **IT solutions for content providers** and **infrastructure operators**.

- Condat supports broadcast media outlets to move their operations to an online distribution model
- Established for over 30 years and acquired by Invigor Group in 2015
- Smart Media Engine allows broadcasters to edit, assemble, store and playback its programming – substantially reducing product and distribution costs
- High profile and established customer base gaining significant traction in European market
- Generating revenues from the growing need for semantic analysis and recommendation tools making personalised content available on demand







Well Placed for Growth

Established and Validated
Invigor's product suite has been established and validated

Continuous Growth

Asia/Europe expansion
Strengthened balance sheet
Underpinned by growth in all business divisions
Ongoing discussions and assessment of strategic
partnerships

New Revenue Streams

SpotLite launch to provide further revenue stream Media sales from more personalised content Pipeline of new revenue generating contracts continues to grow

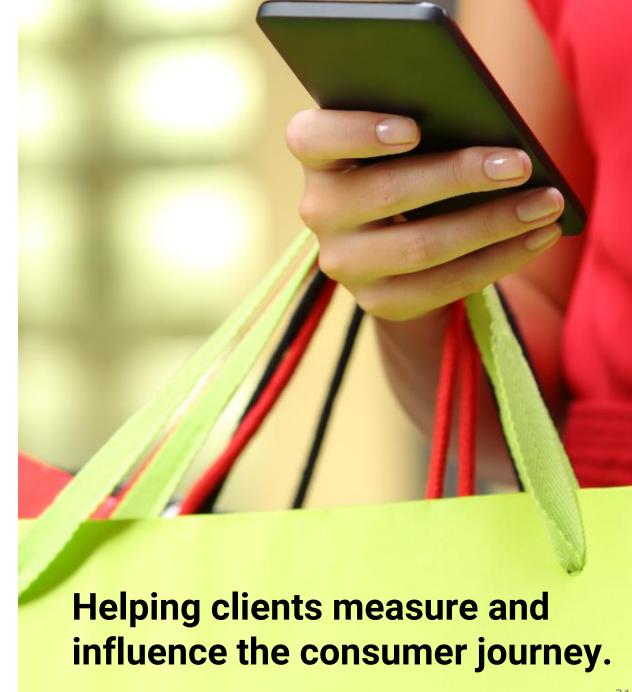














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