

P R O S P E C T U S

For an offer of a minimum of 15,000,000 New Shares and up to a maximum of 30,000,000 New Shares at an issue price of \$0.20 per New Share to raise between \$3 million and \$6 million (Equity Offer).



PRIORITY OFFER

Eligible Healthlinx Limited shareholders as at midnight prior to the lodgement date of this Prospectus will be guaranteed an allocation of 10,000 New Shares if they submit a valid personalised Priority Offer Acceptance Form (which will be sent to them with copy of this Prospectus) and payment of the application amount. Healthlinx Limited shareholders may apply and pay for additional New Shares, using the personalised Priority Offer Acceptance Form, but will not be guaranteed any allocation over the 10,000 Priority Offer New Shares.

This Prospectus also contains offers of:

- ▶ 62,500,000 New Shares to the Manalto Vendors as consideration for Healthlinx Limited's acquisition of all of the equity interests of Manalto, Inc. a Delaware Corporation (Vendor Offer);
- ▶ 8,000,000 Management Options to be issued to employees and key management of Manalto (Management Option Offer); and
- ▶ 2,250,000 Advisor Options to be issued to advisors of the Company (Advisor Option Offer).

COMPLETION OF THE OFFERS IS CONDITIONAL upon satisfaction of certain conditions including shareholders of the Company passing the necessary Acquisition Resolutions (refer Section 2.2) at a general meeting anticipated to be held in February 2015. Further details of the conditions to the Offer are set out in Section 10.2. The acquisition resolutions include a proposed 5:1 consolidation of Healthlinx Limited's existing ordinary shares. All shares and options offered under this prospectus are described and offered on a post-consolidation basis.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

THE NEW SHARES AND OPTIONS OFFERED UNDER THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE.

Joint lead managers to the equity offer:
Bell Potter Securities Limited [AFSL 243 480]
Gleneagle Securities (Aust) Pty Ltd [AFSL 337 985]

BELL POTTER
ABN 25 006 390 772

gleneagle
SECURITIES
ABN 58 136 930 526

THE OFFER IS NOT UNDERWRITTEN

HEALTHLINX LIMITED
ACN 098 640 352
(to be renamed Manalto Limited)

IMPORTANT NOTICES

GENERAL

This Prospectus is dated 14 January 2015 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with the Offers, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Healthlinx Limited (the Company or HTX) in connection with this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The New Shares and Options subject of this Prospectus should be considered highly speculative.

RE-COMPLIANCE PROSPECTUS

This Prospectus is a re-compliance Prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-admission to the Official List following a change in nature and scale of the Company's activities. ASX and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

INVESTMENT ADVICE

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for New Shares and Options under this Prospectus.

EXPIRY DATE

No securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of past and present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and management.

Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus, can give, or give, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements. Except to the extent required by law, the Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

The forward looking statements contained in this Prospectus are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in The Company are set out in Section 7 of this Prospectus.

PRIVACY STATEMENT

By completing and returning an application or acceptance form, you will be providing personal information directly or indirectly to the Company, the Share Registry, the Joint Lead Managers and other brokers involved in the Equity Offer and related bodies corporate, agents, contractors and third party service providers of the foregoing (Collecting Parties). The Collecting Parties collect, hold and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

By submitting an Application Form, you authorise the Company to disclose any personal information contained in your Application (Personal Information) to the Collecting Parties where necessary, for any purpose in connection with the Offers, including processing your acceptance of the Offers and complying with applicable law, the ASX Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any public authority.

If you do not provide the information required in respect of your Application, the Company may not be able to accept or process your acceptance of the relevant Offer. If the Offers are successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of Shareholders, including bidders for your New Shares in the context of takeovers, public authorities, authorised securities brokers, print service providers, mail houses and the Share Registry.

Any disclosure of Personal Information made for the above purposes will be on a confidential basis and in accordance with the Privacy Act 1988 (Cth) and all other legal requirements. If obliged to do so by law or any public authority, Personal Information collected from you will be passed on to third parties strictly in accordance with legal requirements. Once your Personal Information is no longer required, it will be destroyed or de-identified.

Subject to certain exemptions under law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests, and any other queries regarding this privacy statement, must be made in writing to the Share Registry at the address set out in the Corporate Directory in Section 14 of this Prospectus. A fee may be charged for access.

WEBSITE - ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at www.htx.net.au.

The Corporations Act prohibits any person passing onto another person an application or acceptance form unless it is attached to a hard copy of this Prospectus or it accompanies a complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an application or acceptance from a person if it has reason to believe that when that person was given access to the application or acceptance form, it was not provided together with the Prospectus and any relevant supplementary or replacement Prospectus or any of those documents were incomplete or altered.

FOREIGN OFFER RESTRICTIONS

This Prospectus may not be distributed outside Australia. The New Shares and Options may not be offered outside Australia. If you are outside Australia it is your responsibility to obtain any necessary approvals for the Company to allot and issue New Shares or Options to you pursuant to this Prospectus.

DEFINED TERMS

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 13 of this Prospectus.

TIME

All references to time in this Prospectus are references to Australian Eastern Daylight Time.

PHOTOGRAPHS AND DIAGRAMS

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

ENQUIRIES

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay.

Should you have any questions about any of the Offers or how to accept any of the Offers, please call the Company Secretary on +61 8692 9048.

ASX BOOKBUILD

The Company may elect to utilise ASX BookBuild and make a certain percentage of its New Shares available via the facility during the period of the Equity Offer. If the Company does proceed to use the ASX BookBuild facility, it will announce this (together with all relevant parameter information and other details as required by the ASX Operating Rules and the Corporations Act) on its website (www.htx.net.au) when the Equity Offer opens following the Exposure Period. That announcement will also be issued via the ASX Market Announcements Platform.

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CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Directors of Healthlinx Limited (the Company or HTX) I am pleased to present you with this opportunity to become a shareholder of HTX.

HTX is an Australian Securities Exchange (ASX) listed company, which having decided to dispose of its biotechnology assets, has evaluated other growth alternatives and agreed to a transformational merger with Manalto, Inc. (Manalto).

Manalto is a USA incorporated company that has developed and is pursuing commercialisation of its social media management software solution.

In its simplest form, the Manalto social media management software solution is a problem solving technology. It addresses the increasingly challenging situation faced by organisations managing the coordinated distribution of messaging, control and governance of branding and user management across a complex and large, fragmented social media presence.

Manalto's software provides the capability and controls for an organisation to centrally structure and effectively manage its social media assets across supported social media platforms, Facebook, Twitter and LinkedIn, with alignment to its operational structure and brand and risk management frameworks in place. The software provides the ability to update brand imagery and content across these social media assets. Furthermore, all data received from each social media asset is consolidated into one central screen (or dashboard) providing executives both at head and local offices with insight, feedback and understanding into the performance of campaigns and social media community engagement.

Equipped with Manalto's capability to integrate social media management and extend a business' existing brand controls, an organisation can help ensure that its investment of time, effort and resources are not diminished through inefficiency, duplication of marketing efforts or, conflict with existing risk management controls. The ultimate purpose is to ensure that the benefits of social media marketing can be realised.

The Company is delighted with this proposed transaction. The growth in all forms of social media is ongoing. New opportunities continue to arise in how business is able to reach new markets and audiences. Social media has increasingly become a critical channel in the way businesses now promote and market themselves.

Manalto has created a planned multi-channel sales and distribution strategy for its technology. As part of this strategy Manalto targets direct sales to enterprise customers and has integrated its products into the Parallels global APS hosting platform as a key planned third party distribution channel, targeting small to medium sized businesses. As part of this integration the Manalto solution can be offered by Parallels' 9000 service providers, which includes major telecommunication entities. This provides Manalto with potential access to a large customer base.

Manalto has put in place a Board whose collective experience spans investment in technology, media and internet ventures, and management across finance, business development and commercial performance. The Manalto management team each hold specialised expertise across technology, sales and marketing, with extensive experience across corporate and franchise sectors, start-ups, and technology development and social media.

It is proposed that Anthony Owen (CEO/Founder), David Fletcher (Director), Kristian Blaszczyński (Director) and Joseph Miller (Director) will join the Board of the Company upon completion of the proposed transaction. Timothy Chapman and Richard Revelins will be resigning from the Board, with Michael Quinert and myself remaining.



CHAIRMAN'S LETTER

Given the transaction will result in a material change in the nature and scale of Manalto's activities, the purpose of this Prospectus is to re-comply with Chapters 1 and 2 of the ASX Listing Rules and to provide Manalto with the required funding to implement the commercialisation strategy for the Manalto social media management software solution.

Under this Prospectus, the Company is seeking to:

- raise up to \$6,000,000 by the issue of up to 30,000,000 New Shares under the Equity Offer;
- make the Vendor Offer of 62,500,000 New Shares to the Manalto Vendors as consideration for the sale and transfer of all of their respective equity interests in Manalto;
- make the Management Option Offer of 8,000,000 Management Options to employees and key management of Manalto; and
- make the Advisor Option Offer of 2,250,000 Advisor Options to advisors in connection with capital raising and/or advisory services carried out, or to be carried out, in connection with implementation of the proposed transaction.


The Company intends to consolidate its issued capital on a 5:1 basis (i.e. every existing 5 shares will be consolidated to 1 share) prior to completion of the proposed transaction. Each of the above offers is made on a post-consolidation basis.

Upon completion of the proposed transaction and re-listing on ASX, the Company will have a market capitalisation at the Equity Offer issue price of approximately \$19.6 million (if the maximum raising of \$6 million is achieved) and \$16.6 million (if the minimum raising of \$3 million is achieved).

This Prospectus contains information about the Company, Manalto, the offer and the proposed transaction. It also contains information about the potential risks of investing in the Company. I encourage you to read this Prospectus carefully and consult with your professional advisers.

On behalf of the Board of the Company, I commend this opportunity to you and look forward to welcoming you as a shareholder of the Company, proposed to be renamed 'Manalto Limited'.

Yours sincerely



Trent Telford
Chairman



KEY OFFER INFORMATION

2015

14 January 2015

22 January 2015

27 February 2015

27 February 2015

10 March 2015

10 March 2015

16 March 2015

Indicative timetable*

Lodgement of Prospectus with ASIC
(and date for determining eligibility
for the Priority Offer)

Offer Period opens

General Meeting at which approval for
Acquisition Resolutions will be sought
February 2015

Offer Period closes

Issue of New Shares, Advisor Options
and Employees Options

Dispatch of holding statements

Re-quotations of Shares (including New
Shares) on ASX

* The above dates are indicative only and may change without notice. The Company, in consultation with the Joint Lead Managers reserve the right to extend or shorten the offer period or close the Equity Offer in its absolute discretion and without prior notice. The Company also reserves the right not to proceed with all or part of the Equity Offer at any time before the issue of New Shares to applicants.

Key Statistics of the Offers

	Minimum Subscription	Maximum Subscription
Offer Price per New Share ¹	\$0.20	\$0.20
Total number of New Shares issued under the Equity Offer ²	15,000,000	30,000,000
Cash proceeds to be received under the Equity Offer	\$3,000,000	\$6,000,000
Number of New Shares issued under Vendor Offer	62,500,000	62,500,000
Number of Existing Shares on issue post-consolidation	5,554,250	5,554,250
Total number of post-consolidation Shares on issue at listing ³	83,054,250	98,054,250
Market capitalisation at Offer Price (\$0.20)	\$16,610,850	\$19,610,850
Ownership of investors in the Equity Offer following completion of the Offers ⁴	18.60%	30.59%
Options on issue following completion of Offers	10,265,357	10,265,357

1. Shares may not trade at the Offer Price upon, or after, Official Quotation.

2. New Shares are offered on a post-consolidation basis. Refer to Section 2.2 for details of proposed consolidation, completion of which forms a condition of the Offers.

3. Subject to rounding resulting from consolidation (refer Section 2.2).

4. Excludes potential impact of the issue of Shares upon future exercise of the options (including Management Options and Advisor Options).

INVESTMENT OVERVIEW

1

This Section is a summary only and is not intended to provide full information for investors intending to apply for New Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further Information
Company		
Who is the issuer of this Prospectus?	Healthlinx Limited [ACN 098 640 352] (ASX: HTX) (HTX or the Company).	
Who is Healthlinx?	<p>HTX is a pharmaceuticals and biotechnology company with a historical focus on developing diagnostic tests for ovarian cancer.</p> <p>On 2 October 2014, HTX announced its intention to acquire Manalto, Inc. (Manalto). As part of the acquisition, HTX will undergo a significant change in the nature and scale of its business and focus on growing the Manalto business. As announced to the ASX on 21 November 2014, HTX intends to dispose of its life science related intellectual property and associated assets. Following the acquisition of Manalto, HTX has also proposed to change its name to 'Manalto Limited'.</p>	Section 4.1
Who is Manalto?	<p>Manalto, Inc. is a company incorporated in the USA, which has designed and created an enterprise social media management software solution.</p> <p>Manalto began as a software development project conceived by Anthony Owen, the current CEO of Manalto, in Australia in 2011. In May 2013, as part of a development and funding strategy, the business moved its operations to Singapore to pursue development and commercialisation of the Manalto software through a Singaporean corporate entity. In December 2013, Manalto, Inc. acquired the assets of the Singaporean operating entity, resulting in the relocation of the Manalto business to the USA, which is perceived as Manalto's primary customer market.</p> <p>Manalto (a name derived from "management" and "altocumulus", a type of cloud) provides a cloud-based enterprise software system to address the existing and increasing challenge for organisations to manage a complex, large and fragmented social media presence. The Manalto solution is based on the following key principles:</p> <ul style="list-style-type: none"> • the increasing use of social media platforms by businesses creates a risk to a business' brand(s) through misuse and inconsistency of representation that can only be mitigated through efficient management of the social media assets; • efficient management of social media assets is a necessary prelude to, and platform for, utilisation of social media as a marketing tool; and • with the increasing growth of social media use in the commercial setting any solution must be scalable and cost effective. 	Section 4.2
What is the Manalto product?	<p>Manalto's software interacts with major social media platforms (Facebook, Twitter and LinkedIn) to provide a central infrastructure to efficiently manage and control multiple social media assets operated by multiple outlets (for example, franchisees or branch offices). It allows an organisation to exercise central control over how, where and by whom, its brand(s) and product(s) are represented through that business' growing social media presence. The key features of the Manalto software are as follows:</p> <ul style="list-style-type: none"> • integrated management of an enterprise's social media assets across multiple social media platforms with alignment to its corporate structures and frameworks; • centralisation of input controls to achieve consistency of brand and content across the enterprise's social media presence; • central user access control for management of the social media assets; • organisation of otherwise fragmented social media assets to facilitate execution of efficient and co-ordinated social media campaigns; • obtaining a single view of the aggregated community and user activity across the enterprise's social media assets from a single dashboard display; and • scalability to cope with multiple and increasing social media assets and multiple outlets. <p>Manalto has lodged a provisional patent application in respect of its social media management software. However a full patent application is yet to be filed and, once filed, there can be no assurance that it will be accepted without variation, or at all (refer to Section 7.2.5 for further details regarding intellectual property risks).</p>	Sections 4.4, 4.5 and 4.6

Item	Summary	Further Information
Company		
What is the Transaction?	<p>The acquisition is to be effected through HTX purchasing all issued equity interests of Manalto from the Manalto Vendors in consideration of the issue to the Manalto Vendors of 62,500,000 New Shares.</p> <p>As at the date of this Prospectus, Manalto has various classes of equity interests on issue (comprising shares, options and convertible notes). Prior to completion of the Transaction all of these equity interests will be converted by Manalto to a single class of common shares, all of which will be acquired by the Company on completion.</p> <p>The Transaction (as defined in section 2.1) is being undertaken on the basis of a valuation of Manalto (on a fully diluted basis) of \$12,500,000 and a valuation of the Company of approximately \$1,100,000.</p> <p>Completion of the Transaction is subject to a number of conditions including:</p> <ul style="list-style-type: none"> ▶ shareholders of the Company passing each of the Acquisition Resolutions (other than the resolutions relating to the change of the Company's name and existing Director participation in the Equity Offer) at a general meeting anticipated to be held in February 2015 (General Meeting); ▶ the Company completing its acquisition of all of the issued equity interests of Manalto; ▶ the Company securing subscriptions from investors of not less than \$3,000,000 under this Prospectus; and ▶ ASX conditionally confirming that it will re-admit the Company to the Official List. 	Section 2
Business Model		
What industry will HTX operate in after the Transaction?	<p>If the Transaction completes HTX will operate within the information technology software industry and specifically will be a provider of social media management software services.</p> <p>The emergence of social media platforms in recent years, such as Twitter, LinkedIn, Facebook, Instagram and others, has created a whole new set of channels for interaction between a business and customers. Inevitably businesses need to create and expand their social media presence as a conduit to their customers and market. The increasing use of social media has been rapid and has spurred the growth of an industry to manage and optimise an enterprises use of its social media assets. As social media continues to grow, so do both the problems and opportunities for business thereby creating a need for solutions such as that offered by Manalto.</p>	Section 3
How will HTX generate income post Transaction?	<p>Following completion of the Transaction, HTX intends to generate revenue through the distribution of the Manalto social media management software. Manalto will continue to pursue the marketing and distribution of its software via a software licensing model whereby users pay a fee on a periodic basis calculated by reference to the number of social media assets managed.</p> <p>Manalto intends to continue to develop its social media management software to meet anticipated market demands.</p>	Sections 4.8, 4.9 and 4.10
Who will the key customers of Manalto be?	<p>The Manalto social media management software offers a core enterprise solution in either an account-managed or self-managed capacity. Account-managed customers will typically have more than fifty outlets each with multiple social media assets and will be provided with direct support. Self-managed customers will typically be a small to medium sized business with less than fifty outlets and therefore a smaller number of social media assets, and will be serviced through online support.</p> <p>Manalto's key customers are anticipated to be organisations with a substantial, decentralised structure and expansive, fragmented social media presence. This market is exemplified by businesses operating franchise chains, with multiple brands and/or at multiple outlets.</p> <p>Following the Transaction, Manalto intends to increase its focus on targeting sales of its self-managed package to small to medium sized businesses (SMBs), in addition to driving enterprise customer growth.</p>	Sections 3.4 and 4.8
How are the Manalto products marketed and distributed?	<p>The Manalto software is delivered through an outsourced cloud-based fully automated online platform eliminating costs related to infrastructure management. To date, Manalto's primary channel for distribution has been direct marketing by a sales team. This distribution channel focuses on multi-enterprise, multi-brand and/or franchise businesses with a large and fragmented social media presence.</p> <p>Following the Transaction, Manalto plans to increase the use of the indirect distribution channels to target SMBs. Indirect distribution will be via APS hosting platforms such as Parallels and third party software resellers.</p>	Section 4.9

INVESTMENT OVERVIEW

Item	Summary	Further Information
Business Model		
Who are the competitors?	<p>With the growth of social media has also come the emergence of a range of software suppliers offering different solutions. Manalto's core product functions, capabilities and pricing model differentiate its offering. Other key players have focussed on helping to execute marketing plans and monitor engagement across social media (e.g. analytics). Manalto's offering is focussed on cost effective management of the social media presence and therefore appeals to organisations with a fragmented set of largely locally generated social media assets where there is otherwise limited effective control. Manalto's service is also scalable in its capabilities when compared to directly competitive products.</p>	Section 4.7
Key Risks		
What are the key risks of an investment in Manalto?	<p>Competition Risk</p> <p>Both the market for information technology and social media management software subsets are highly competitive. Manalto faces potential competition from a number of businesses owned or affiliated with large information technology market players that have the capacity to adopt aggressive strategies to capture market share.</p> <p>Manalto can have little influence or control over the activities or actions of its competitors. The actions by competitors to capture market share may negatively affect future revenue and/or profitability, planned growth and the overall financial condition of Manalto and therefore the Company.</p> <p>In this competitive environment a key risk for Manalto is that it may not maintain differentiation from its key competitors and an appreciable market share. As the market matures and grows there is also a risk of downward pressure on pricing.</p> <hr/> <p>Technology Risks</p> <p>Technology Risk – Industry</p> <p>Manalto will need to continually develop its social media management software to be compatible with developments in existing social media platforms and to be compatible with new social media platforms which emerge. The rapid growth of social media and in particular the introduction of new social media platforms, creates an environment where unforeseen changes can happen quickly, making it difficult for Manalto to adapt its services to cope with such changes. There is a risk of Manalto's services becoming less effective if it cannot keep up with the progression of the social media market generally, cannot adapt to accommodate changes in existing social media platforms or cannot integrate with new social media platforms.</p> <p>Technology Risk – Security</p> <p>Manalto could suffer unauthorised infiltration of its system by hackers to obtain data or insert a cyber-virus or bug which disrupts or affects the Manalto software or otherwise affects the systems of outlets using the Manalto software. Such actions could compromise client data and cause a shutdown of services leading to substantial customer dissatisfaction and loss of goodwill.</p> <p>Technology Risk – Third Party Reliance</p> <p>Manalto relies to some extent on third parties for key aspects of the operation and delivery of its software including, for example, cloud based hosting providers. There is a risk of a third party either no longer being capable of providing services or refusing to provide services without increased licence fees or other payments.</p> <hr/> <p>Personnel</p> <p>Manalto depends on the talent and expertise of its personnel. The loss of key personnel, or a number of general personnel, could have an adverse effect on operations. There is also a risk that, where there is a turnover of development staff who have knowledge of the technology and business, that knowledge will be lost on their departure. This involves the risk that those staff who leave may have information in respect of Manalto's intellectual property or business which has a commercial value to Manalto as well as the cost of replacing those who leave and training the new staff.</p>	<p>Section 7.2.1</p> <p>Sections 7.2.2</p> <p>Section 7.2.3</p>

Item	Summary	Further Information
Key Risks	<p>Market Risk</p> <p>The social media management sector in which Manalto operates is relatively new and therefore undeveloped as a market. As such it is difficult to ascertain or gauge the level of knowledge and confidence in the market or its size and growth potential. A lack of knowledge or information availability may impede or even prevent the uptake by businesses of social media management technology. Conversely large, centrally-controlled businesses that are aware of the need and options for managing a growing social media presence tend to adopt an internally developed and staffed capacity where all decisions and actions are made at head office. Manalto primarily targets multi location and/or multi brand organisations, such as franchise businesses, who have a fragmented social media presence and a desire for a level of local participation in decision making.</p> <p>In a fast growing and dynamic market there is a risk that Manalto may not be able to establish a meaningful market share or position prior to its competitors. Just as important for Manalto to provide an efficient technical solution, is the need to effectively market that solution to an emerging customer base ahead of competitors. Manalto needs to employ effective direct and indirect marketing strategies to avoid the risk of having a potentially successful product which was beaten to the market by competitors.</p>	Section 7.2.4
	<p>Intellectual Property Risks</p> <p>Although Manalto has applied for a provisional patent in respect of its social media management software a full patent application is yet to be filed and, once filed, there can be no assurance that it will be accepted without variation, or at all. Furthermore, the granting of intellectual property protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not seek to claim an interest in the intellectual property with a view to seeking a commercial benefit from Manalto. There is also a risk of competition in obtaining and sustaining protection of intellectual property, which given its complex nature, can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. Even if Manalto obtains protection of intellectual property through patents there is no certainty it would be notified of an infringement or that it would be in a financial position to pursue the necessary remedial action in the event of such a breach.</p> <p>There can also be no assurance that employees, consultants or third parties will not breach confidentiality or infringe or misappropriate Manalto's intellectual property.</p>	Section 7.2.5
	<p>Funding Risks</p> <p>In the event that the Company does not successfully raise the maximum subscription (\$6 million) under the Prospectus, the Company may not be able to execute all of the proposed expansion and operation plans for Manalto. In particular, the Company may need to significantly reduce planned expenditure on marketing and research and development of the Manalto social media management software. This may significantly impact the Company's ability to achieve its goals and may in turn impede the financial condition and rate of growth of the Company. Refer to Section 10.4 for details on the proposed use of funds raised under this Prospectus.</p>	Section 7.2.6
	<p>Currency Risk</p> <p>The Company is raising funds under the Equity Offer in Australian dollars. In the short to medium term at least, it is expected that the primary customer market for Manalto software will be the USA. Therefore Manalto's expenditure and revenue will predominantly be received and made in US dollars. As a result, the Company may be adversely affected by fluctuations in the US dollar and Australian dollar exchange rates including risks on conversion of the proceeds of the Equity Offer to US dollars.</p>	Section 7.2.3
	<p>General Risks</p> <p>In addition to the above there are a number of general risks, not specific to the Company and outside the Company's control, which may adversely impact upon the value of the Shares or an investment in the Company.</p>	Section 7.3

INVESTMENT OVERVIEW

Item	Summary	Further Information																																																																								
Directors and Key Management Personnel																																																																										
Who are the directors of the Company?	<p>The current Directors of HTX are Trent Telford (Chairman), Michael Quinert, Richard Revelins and Timothy Chapman. Upon successful completion of the Transaction the Directors of the Company will be:</p> <ul style="list-style-type: none"> ▶ David Fletcher (Chairman) ▶ Anthony Owen (Executive Director) ▶ Joseph Miller (Non-Executive Director) ▶ Kristian Blaszczyński (Non-Executive Director) ▶ Michael Quinert (Non-Executive Director) ▶ Trent Telford (Non-Executive Director) <p>The profiles of each of these individuals are set out in Section 8.1. Details of the personal interests of each of the above individuals are set out in Section 8.4.</p>	Section 8.1																																																																								
Who will be the executive management of the Company?	<p>Upon successful completion of the Transaction, it is proposed that Anthony Owen will continue to act as Chief Executive Officer of Manalto, Patrick Fong will remain as Chief Technical Officer of Manalto and Megan Owen will remain as Chief Marketing Officer of Manalto.</p> <p>Justyn Stedwell is intended to be appointed as Company Secretary on completion of the Transaction.</p> <p>The profiles of the above individuals are set out in Section 8.2.</p>	Section 8.2																																																																								
What will the interests of Directors be in the Company following completion of the Transaction?	<p>The direct and indirect equity interests of the existing Directors and Proposed Directors of the Company following completion of the Offers are set out in the tables below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="color: #c00000;">Existing Directors</th> <th colspan="2" style="color: #c00000;">Shares*</th> <th colspan="2" style="color: #c00000;">Options</th> </tr> <tr> <th style="text-align: left;">Person</th> <th style="text-align: center;">Direct</th> <th style="text-align: center;">Indirect</th> <th style="text-align: center;">Direct</th> <th style="text-align: center;">Indirect</th> <th></th> </tr> </thead> <tbody> <tr> <td>Trent Telford[^]</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">2,618,191</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td></td> </tr> <tr> <td>Michael Quinert^{**}</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">140,000</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">250,000</td> <td></td> </tr> <tr> <td>Richard Revelins</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">233,340</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td></td> </tr> <tr> <td>Timothy Chapman^{**}</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">140,000</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">250,000</td> <td></td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="color: #c00000;">Proposed Directors</th> <th colspan="2" style="color: #c00000;">Shares*</th> <th colspan="2" style="color: #c00000;">Options</th> </tr> <tr> <th style="text-align: left;">Person</th> <th style="text-align: center;">Direct</th> <th style="text-align: center;">Indirect</th> <th style="text-align: center;">Direct</th> <th style="text-align: center;">Indirect</th> <th></th> </tr> </thead> <tbody> <tr> <td>David Fletcher</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">508,901</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td></td> </tr> <tr> <td>Anthony Owen</td> <td style="text-align: center;">5,905,193</td> <td style="text-align: center;">864,347⁺</td> <td style="text-align: center;">3,100,000</td> <td style="text-align: center;">1,450,000⁺</td> <td></td> </tr> <tr> <td>Joseph Miller</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">12,412,841[#]</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td></td> </tr> <tr> <td>Kristian Blaszczyński</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">685,499</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td></td> </tr> </tbody> </table> <p>Notes:</p> <p>* All Share numbers are on a post-consolidation basis (refer Section 2.2 for details of the proposed consolidation) and are subject to rounding resulting from the consolidation.</p> <p>* The existing Directors will each seek shareholder approval at General Meeting to participate in the Equity Offer for up to \$40,000 (200,000 New Shares) in the case of Michael Quinert, Trent Telford and Richard Revelins and \$20,000 (100,000 New Shares) in the case of Timothy Chapman. The existing Directors interests in the Company will increase if, and to the extent, that they participate in the Equity Offer (subject to approval being obtained).</p> <p>[^] Trent Telford, in addition to being an existing Director of the Company, is also a Manalto Vendor and will receive an issue of 2,116,851 New Shares under the Vendor Offer as consideration for the sale and transfer of his equity interests in Manalto. Trent currently holds 501,340 (post-consolidation) Shares prior to completion of the Transaction.</p> <p>^{**} Michael Quinert and Timothy Chapman are each principals of Halcyon Corporate Pty Ltd, which acts as an advisor to the Company and will receive fees in connection with the Transaction (refer to Section 8.4). Halcyon Corporate Pty Ltd is to receive an issue of 250,000 Advisor Options under the Advisor Option Offer (refer Section 10.1.3). Neither Michael nor Timothy, individually or together, control Halcyon Corporate Pty Ltd.</p> <p>⁺ Being New Shares and Management Options to be held by Megan Owen, Anthony's spouse.</p> <p>[#] Joseph Miller holds an indirect interest in shares held by ECA Ventures LLC, as a result of a share interest, but does not control ECA Ventures LLC.</p>	Existing Directors		Shares*		Options		Person	Direct	Indirect	Direct	Indirect		Trent Telford [^]	Nil	2,618,191	Nil	Nil		Michael Quinert ^{**}	Nil	140,000	Nil	250,000		Richard Revelins	Nil	233,340	Nil	Nil		Timothy Chapman ^{**}	Nil	140,000	Nil	250,000		Proposed Directors		Shares*		Options		Person	Direct	Indirect	Direct	Indirect		David Fletcher	Nil	508,901	Nil	Nil		Anthony Owen	5,905,193	864,347 ⁺	3,100,000	1,450,000 ⁺		Joseph Miller	Nil	12,412,841 [#]	Nil	Nil		Kristian Blaszczyński	Nil	685,499	Nil	Nil		Section 8.4
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Item	Summary	Further Information
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Directors and Key Management Personnel

The Directors and Proposed Directors also have the following interests in the Offers:

- As noted above, Michael Quinert and Timothy Chapman are principals of Halcyon Corporate. Halcyon Corporate will receive capital raising fees and success fees on completion of the Transaction. Michael Quinert is also a partner of Quinert Rodda & Associates who will receive legal fees from the Company in connection with work carried out in respect of the Transaction, including the preparation of this Prospectus.
- As noted above, Trent Telford (in addition to being an existing Director) is also a Manalto Vendor and therefore will receive an issue of New Shares under the Vendor Offer.
- Anthony Owen is to receive a cash payment of \$250,000 payable from the proceeds of the Equity Offer which represents an amount that Manalto has agreed to pay Anthony as remuneration and reimbursement of expenses incurred in connection with the relocation of Anthony and his family to the USA in late 2013. The Company will assume this obligation to make this payment as part of the Transaction.

How much of the Company will be owned by the key management?	Directors		Shares*		Options	Section 8.4
	Person	Direct	Indirect	Direct	Indirect	
	Anthony Owen ⁺	5,905,193	864,347	3,100,000	1,450,000	
	Patrick Fong	373,909	Nil	1,000,000	Nil	
	Megan Owen ⁺	864,347	5,905,193	1,450,000	3,100,000	
	Justyn Stedwell	Nil	Nil	Nil	Nil	

* All Share numbers are on a post-consolidation basis (refer Section 2.2 for details of the proposed consolidation) and are subject to rounding resulting from the consolidation.

+ Anthony Owen's holdings above include relevant interest in New Shares and Management Options to be held by Megan Owen, and vice versa.

Key Financial Information

What is the key financial information?	The unaudited statement of financial position of each of Manalto, the Company and the merged entity upon completion of the Transaction as at 30 September 2014 is set out in the Independent Limited Assurance Report on Pro Forma Forecast Financial Information in Section 6.	Section 6
What is the financial outlook for the Company following completion of the Transaction?	The operations of the Company and Manalto are inherently uncertain. Following completion of the Transaction, the Company's financial performance is dependent on the Company's ability to execute the commercialisation strategy of the Manalto business detailed in Section 4. As such, the Directors believe that they do not have a reasonable basis to forecast future earnings. The Directors have provided an indication of how they will deploy proceeds received under the Equity Offer in Section 10.4.	Section 5.2
What is the Company's dividend policy?	Following completion of the Transaction, the Company does not expect to pay a dividend and funds raised will be allocated to the growth and development of the business. The Board of the Company will review the dividend policy on a regular basis. Any future payment of dividends will be at the discretion of the Board.	Section 5.3
How has Manalto historically preformed?	To date Manalto has been in the product development phase of its business life cycle and therefore has operated at a loss. It is anticipated, however, that while Manalto will continue to direct expenditure towards research and development, there will be a greater concentration on the marketing and commercialisation of Manalto's social media management software than there has been historically. While the Company is not in a position to make any forecasts in relation to revenue or any potential profit due to the inherent uncertain nature of these items, a medium term goal of the Company is to deliver net profits on an annual basis. The ability to achieve this goal is subject to a number of risks and these are highlighted in the investment overview and Section 7 of this Prospectus.	Section 5.1

INVESTMENT OVERVIEW

Item	Summary	Further Information
Key Offer Information		
What are the Offers?	<p>Equity Offer</p> <p>The Company is inviting applications to issue a minimum of 15,000,000 and a maximum of 30,000,000 New Shares at an issue price of \$0.20 per New Share to raise a minimum of \$3 million and a maximum of \$6 million (before costs).</p> <p>Vendor Offer</p> <p>This Prospectus contains an offer of 62,500,000 Shares (issued on a post-consolidation basis at a deemed issue price of \$0.20 per Share) to the Manalto Vendors, which are to be issued as consideration for the Company's acquisition of all of the equity interests of Manalto.</p> <p>Option Offers</p> <p>This Prospectus contains offers of:</p> <ul style="list-style-type: none"> ▶ 2,250,000 Advisor Options exercisable at \$0.25 per Advisor Option which are proposed be issued to advisors in lieu of cash fees due in connection with capital raising and/or advisory services carried out, or to be carried out, in connection with implementation and completion of the Transaction; ▶ 8,000,000 Management Options, exercisable at \$0.25 per Management Option and otherwise issued on terms set out in Section 12.4.2, which are proposed to be issued to key employees and management as an equity based incentive for their past and ongoing service to Manalto. ▶ The New Shares, Advisor Options and Management Options offered under this Prospectus are offered on a post-consolidation basis (refer to Section 2.2 for more details on the proposed consolidation). 	Section 10.1
How will the Offers be structured?	<p>Equity Offer</p> <p>The Equity Offer of New Shares will comprise:</p> <ul style="list-style-type: none"> ▶ a priority offer to existing shareholders of Healthlinx Limited (who are shareholders of Healthlinx Limited at midnight before the lodgement of this Prospectus, and who are in Australia or otherwise capable of accepting the Priority Offer) (Priority Offer); ▶ an offer to retail investors who have received a firm allocation of New Shares for their broker and who are eligible to participate in the Equity Offer; and ▶ a general offer to eligible investors (General Offer). <p>Vendor Offer</p> <p>The Vendor Offer of New Shares is made solely to, and is only capable of acceptance by, the Manalto Vendors in proportions which reflect their respective equity holdings in Manalto. Applications will be deemed to have been made by the Manalto Vendors under the Vendor Offer upon execution of acquisition contracts which are expected to be executed between the Company and each Manalto Vendor before the Closing Date.</p> <p>Option Offers</p> <p>The Advisor Option Offer of Advisor Options is made solely to the advisors named in Section 10.1.3 and is capable of acceptance only by those advisors by submission of an option application form which will be provided by the Company to the advisors.</p> <p>The Management Option Offer of Management Options is made solely to the management and employees named in Section 10.1.4 and is capable only of acceptance by those persons by submission of an option application form which will be provided by the Company to the relevant parties.</p>	Section 10.1
What are the conditions of the Offers?	<p>The Offers are conditional upon:</p> <ul style="list-style-type: none"> ▶ shareholders of the Company passing each of the Acquisition Resolutions at the General Meeting anticipated to be held in February 2015 (other than the resolutions relating to the change of the Company's name and existing Director participation in the Equity Offer); ▶ the Company completing its acquisition of all of the issued share capital of Manalto; ▶ the Company securing subscriptions from investors in the Equity Offer of not less than \$3 million under this Prospectus; and ▶ ASX conditionally confirming that it will re-admit the Company to the Official List. 	Sections 2.1 and 10.2

Item	Summary	Further Information
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Key Offer Information

How will the proceeds of the Offer be used?

The focus of the Company following completion of the Transaction, will be the distribution and commercialisation of the Manalto social media management software. Funds raised through the Equity Offer, after costs, are intended to be applied for this purpose in accordance with the proposed use of funds set out in the tables below:

Section 10.4

Maximum Subscription \$6 Million Raised	Year 1	Year 2	Total
Costs of Offer	\$734,500	Nil	\$734,500
Research and Development Staff (including Customer Support Staff)	\$720,000	\$720,000	\$1,440,000
Sales and Marketing Staff (including fees of CEO)	\$1,267,750	\$1,267,750	\$2,535,500
General and Administration (see table below for breakdown)	\$804,000	\$486,000	\$1,290,000
Total	\$3,526,250	\$2,473,750	\$6,000,000
Minimum Subscription \$3 Million Raised	Year 1	Year 2	Total
Costs of Offer	\$550,000	Nil	\$550,000
Research and Development Staff (including Customer Support Staff)	\$250,000	\$250,000	\$500,000
Sales and Marketing Staff (including fees of CEO)	\$330,000	\$330,000	\$660,000
General and Administration	\$804,000	\$486,000	\$1,290,000
Total	\$1,934,000	\$1,066,000	\$3,000,000

What will the Company's capital structure look like post completion of the Offer and the Transaction?

Following completion of the Transaction, the Company will have the following Shares and options on issue:

Section 10.5

Shares	\$3 million	\$6 million
Existing HTX Shares (post-consolidation)	5,554,250 (6.69%)	5,554,250 (5.67%)
Vendor Offer	62,500,000 (75.25%)	62,500,000 (63.74%)
Equity Offer	15,000,000 (18.06%)	30,000,000 (30.59%)
Total Shares following Transaction	83,054,250	98,054,250
Options	Number	Terms
Existing HTX Options	15,357	Various [^]
Advisor Options	2,250,000	Exercisable at \$0.25, expiring 3 years from issue date (further details on the terms of the Advisor Options are set out in Section 12.4.1).
Management Options	8,000,000	Exercisable at \$0.25 expiring 5 years from issue date (further details on the terms of the Management Options are set out in Section 12.4.2)
Total	10,265,357	

* All Shares are shown on a post-consolidation basis, for further details on the proposed consolidation refer to Section 2.2.

[^] The Company has 15,357 unlisted options on issue all of which, given their various exercise prices ranging between \$7.50 and \$148.25, are not expected to be exercised and therefore not expected to have a material impact on the capital structure of the Company All but 10,000 of these options will expire on, or before, 12 June 2015.

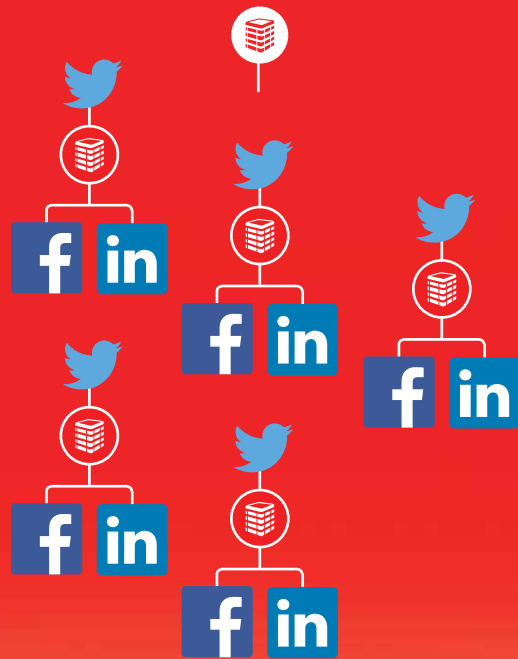
INVESTMENT OVERVIEW

Item	Summary	Further Information
Key Offer Information		
Will I be guaranteed a minimum allocation under the Offer?	Under the Priority Offer (which forms part of the Equity Offer), eligible Healthlinx shareholders (recorded in the Company's share register as at midnight before the lodgement of this Prospectus) will be guaranteed an allocation of 10,000 New Shares under the Equity Offer if they submit a valid acceptance and pay the application amount for 10,000 New Shares using the personalised acceptance form which will be sent to eligible Healthlinx shareholders with a copy of this Prospectus. Other than under the Priority Offer, the Company is not in a position to guarantee a minimum allocation of New Shares under the Equity Offer.	Section 11.1.1
What are the terms of the New Shares and Options offered under the Offer?	A summary of the material rights and liabilities attaching to the New Shares offered under the Equity Offer and the Vendor Offer made under this Prospectus is set out in Section 12.3. A summary of the material terms of the Advisor Options and Management Options offered under this Prospectus is set out in Section 12.4.	Sections 12.3 and 12.4
Will any New Shares be subject to escrow?	New Shares offer under the Equity Offer to investors pursuant to the Prospectus will not be subject to any escrow requirement by the ASX. The New Shares offered to the Manalto Vendors under the Vendor Offer and the Advisor Options and Management Options offered under the Option Offer may be subject to mandatory escrow under the ASX Listing Rules. The Company will make submissions to the ASX for a waiver from certain restriction requirements that might otherwise apply to New Shares and Advisor Options and Management Options including, for example, where the New Shares or Advisor Options were issued for, or in lieu of, cash and are not held by parties who are related parties of the Company. Subject to the outcome of the Company's escrow submissions, it is expected that all or a proportion of the New Shares issued to Manalto Vendors under the Vendor Offer will be restricted from trading for a period of up to 24 months after the date of re-admission of the Company to the ASX.	
When will the New Shares be quoted?	Application for quotation of all New Shares issued under the Offers will be made to ASX no later than 7 days after the date of this Prospectus. However, applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List. As such, the New Shares may not be able to be traded for some time after the close of the Offers.	Section 11.4
What are the key dates of the Offers?	The key dates of the Offers are set out in the indicative timetable in the Key Offer Information on page 03.	
Additional Information		
Is there any brokerage, commission or stamp duty payable by applicants under the Equity Offer?	No brokerage, commission or stamp duty is payable by applicants on acquisition of New Shares under the Equity Offer.	
What are the tax implications of investing in New Shares?	Shareholders may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of New Shares subscribed for under this Prospectus.	
Where can I find more information?	Additional information can be obtained through the following methods: <ul style="list-style-type: none"> • speaking to your broker, solicitor, accountant or other independent professional adviser; • reviewing Healthlinx's public announcements, which are accessible from ASX's website at www.asx.com.au under the code "HTX"; • by contacting HTX's Company Secretary on +61 8692 9048; or • by contacting HTX's Share Registry on +61 1300 787 272. 	

The challenge

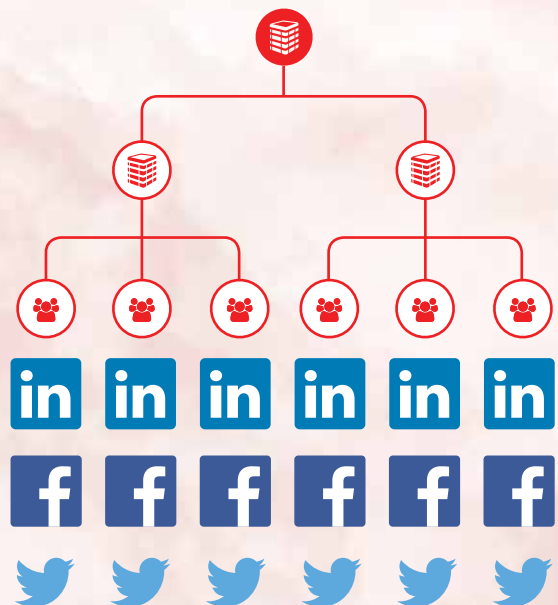
Current Problem facing organisations

- ▶ Independently created and managed social media assets across organisation with no linkage to head office
- ▶ Lack of control around brand consistency
- ▶ Inefficient process to channel head office news or offers across multiple assets
- ▶ Exposure to reputational risk and brand damage due to inability to manage content and users



Manalto Solution

- ▶ **Linked social media assets with head office**
- ▶ Centralised system-driven controls to achieve brand and content consistency
- ▶ Ability to efficiently update content in one click
- ▶ Coordinated news and offers
- ▶ Aggregation of analytics across multiple assets
- ▶ Reduced risk of reputational brand damage through ability to manage content and users



TRANSACTION OVERVIEW

2

2.1 The Transaction

On 2 October 2014 the Company announced that it has entered into a binding Term Sheet to acquire all of the issued share capital of Manalto (Transaction). Manalto has developed, and is seeking to commercialise, a cloud-based social media management software solution. The Transaction is to be effected by acquisition of all of the existing equity interests of Manalto from the Manalto Vendors.

The Transaction terms require Manalto to procure that each of the Manalto Vendors enter into a formal contract for the sale of their respective equity interests in Manalto. The Manalto Vendors include holders of convertible securities (convertible notes and options) whose rights will be converted by Manalto to Manalto shares prior to completion of the Company's acquisition. The consideration for the acquisition of all of the equity interests from the Manalto Vendors will be satisfied through the issue of 62,500,000 ordinary fully paid HTX shares, which are offered to the Manalto Vendors under the Vendor Offer made through this Prospectus.

The Transaction is subject to the following:

- ▶ shareholders of the Company passing each of the Acquisition Resolutions (other than the resolutions relating to the change of the Company's name and existing Director participation in the Equity Offer) at a the General Meeting anticipated to be held in February 2015;
- ▶ the Company conducting and securing subscriptions from investors of not less than \$3 million under the Equity Offer made through this Prospectus;
- ▶ the Company completing the acquisition of all of the equity interests of the Manalto Vendors; and
- ▶ ASX conditionally confirming that it will re-admit the Company to the Official List.

2.2 Shareholder Approval

The Company intends to convene the General Meeting for the purpose of seeking approval from its Shareholders for various resolutions required to implement the Transaction. It is anticipated that the meeting will be held in February 2015. Except where specified otherwise, It is a condition to completion of the Offers under this Prospectus, and a condition of the Company's acquisition of Manalto, that each of the following resolutions is approved by Shareholders at the General Meeting:

- ▶ the change in the scale of the activities of the Company and the change in nature of the Company's activities from a pharmaceuticals and biotechnology company to a technology, hardware, and equipment company (and specifically to focus on the distribution and commercialisation of the Manalto social media management software);
- ▶ the consolidation of all existing ordinary Shares of the Company on a 5 to 1 basis (i.e. every existing 5 Shares be consolidated to 1 Share rounding up fractional entitlements) (Consolidation) to occur after the General Meeting referred to above in accordance with the ASX-prescribed timetable (the Company's existing options will also be consolidated such that the number of options and exercise price are adjusted in an inverse ratio);
- ▶ the issue of a minimum of 15,000,000 and a maximum of 30,000,000 New Shares (on a post-Consolidation basis) at an Offer Price of \$0.20 per Share to investors pursuant to the Equity Offer made under this Prospectus to comply with ASX and Corporations Act requirements;
- ▶ the issue of up to 62,500,000 New Shares (on a post-Consolidation basis) at a deemed issue price of \$0.20 per Share to the Manalto Vendors pursuant to the Vendor Offer made under this Prospectus and approval for the existing Directors to participate in the Capital Raising (however approval of existing Directors participation is not a condition of the Transaction);



- ▶ the appointment of the nominees of Manalto, being the Proposed Directors named in Section 8.1, to the Board of the Company with effect from completion of the Transaction;
 - ▶ the change of the Company's name to Manalto Limited (however this is not a condition of the Transaction);
 - ▶ the issue of the Advisor Options pursuant to the Advisor Options Offer made under this Prospectus; and
 - ▶ the adoption of an Employee Share Option Scheme and the issue of the Management Options pursuant to the Management Option Offer made under this Prospectus;
- (the above being the Acquisition Resolutions).

The notice of meeting convening the General Meeting will include an independent expert's report relating to the issue of shares to the Manalto Vendors. That independent expert's report will be publically available through the ASX website following its dispatch to shareholders.

If any of the Acquisition Resolutions (other than the resolutions relating to the change of the Company's name and existing Director participation in the Equity Offer) are not approved by Shareholders, all of the resolutions put forward for approval at the General Meeting and the Transaction (including the Offers under this Prospectus) will fail.

2.3 **Re-admission to ASX**

As HTX is currently a pharmaceuticals and biotechnology company, the acquisition of Manalto, if successfully completed, will represent a significant change in the scale of the Company's activities and in nature of the Company's operations to a social media management software development company operating in the technology, hardware and equipment sector.

This change in the nature and scale of the Company's activities will require:

- ▶ the approval of the Company's Shareholders; and
- ▶ the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

In accordance with ASX guidelines, the Company's shares will remain suspended from trading until such time as it re-complies with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules. Key requirements of Chapters 1 and 2 of the Listing Rules are:

- ▶ the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders;
- ▶ the Company must satisfy the "assets test" as set out in Listing Rule 1.3; and
- ▶ the issue price of New Shares must be at least 20 cents.

It is expected that the acquisition of Manalto, the conduct of the Equity Offer pursuant to this Prospectus and the implementation of the Consolidation (subject to applicable Shareholder approval of the necessary Acquisition Resolutions) will enable the Company to satisfy the above requirements.

Applicants should be aware that ASX will not re-instate or admit any Shares (including the New Shares) to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List. In the event that the Company does not receive conditional approval for the re-instatement of the Share to Official Quotation, the Transaction will be terminated and the Company will not proceed with the Offers. In these circumstances, the Company will repay all application monies received by it in connection with this Prospectus (without interest).

2.4 **Change of Name**

It is proposed that the Company will change its name to 'Manalto Limited' following the successful completion of the Transaction.

2.5 **Sale of IP Assets**

As announced to ASX on 21 November 2014, the Company has entered into a binding terms sheet for the sale of its existing biotechnology assets including all intellectual property relating to its OvPlex™ ovarian cancer diagnostics technology, to Inex Innovations Exchange Pte Ltd (Innovation Exchange). Innovation Exchange is a Singapore based molecular diagnostic company focused on the research, development, marketing and licensing of innovative technology for the advancement of women, maternal and foetal health. The purchase price will be the sum of \$60,000 plus GST. Shareholder approval for the proposed sale was obtained at the Company's annual general meeting on 12 January 2015. The proposed sale is conditional on the satisfaction of certain conditions. For further details in relation to the sale refer to the Company's notice of general meeting dated 4 December 2014, released to ASX on 12 December 2014 (and available at the Company's announcement page at www.asx.com.au).

The Transaction is not conditional upon the sale of the Company's existing biotechnology assets being completed.

3.1 **The Social Media Industry**

Estimates by industry consultants indicate that there were approximately 1.8 billion social network users across the globe in 2014 and that user numbers were continuing to increase. These estimates also indicate that expenditure on social media advertising in the USA is expected to increase to approximately \$8.4 billion in 2014, up from estimates of between \$5 billion and \$6 billion in 2013. Assuming that the social media market continues to grow, business will need to find increasingly innovative and effective ways to use social networks to market to consumers and interact with customers.

With this growth, social media has become a major player in the advertising arena and is a driving force behind the current wave of e-commerce. Recent moves by social media platforms towards pay-for-play models, increasingly precise advertising analytics and audience buying tools have turned what started primarily as a means for social interaction into an increasingly effective marketing tool.

Since the introduction of Friendster in 2002, social media platforms have transformed the landscape of consumer conversation. The continual emergence of new platforms, such as Twitter, LinkedIn, Facebook, Pinterest, Instagram and Google+, has spurred growth and increased user numbers. This has also been augmented by the arrival of new devices like tablets and increased smartphone capabilities for social media platforms.

Social media has become an established industry and its rapid growth appears to be continuing. This is especially true in terms of its marketing potential. Social media inherently delivers low-cost consumer reach, immediacy and transparency. As more innovative technologies emerge, organisations have more options and greater flexibility in capitalising on the benefits of social media.

3.2 **Social Media Management**

As a result of the development of the social media industry, an industry of solution providers has emerged to help organisations capitalise on interactions and conversations with consumers. It is in this space that Manalto operates.

These solution providers can be divided into two groups focused respectively on marketing and management. A marketing based solution provider aims to help businesses drive marketing activity and often provides analytic services. A number of the major businesses operating in the social media industry area are marketing, rather than management, focused.

Manalto, however, focuses on providing solutions for the management of an organisation's social media presence. This type of solution provider aims to help organisations better orchestrate an expansive and multi-faceted social media presence. This enables organisations to execute a centralised social media marketing plan with greater coordination and control at a large scale.

The management focused group of solution providers is smaller and more distinct than the marketing focused group. Such providers typically offer enterprise tools on a Software-as-a-Service (SaaS) basis, a model in which software is centrally hosted, and licensed and delivered on a subscription model.

The social media industry is expected to continue to have a significant influence on marketing and brand conversation and, as technology advances, integration, management and leveraging the benefits of social media is expected to become increasingly important for organisations.

3.3 **Challenges of Social Media Marketing**

The very characteristics that make social media such a powerful marketing tool also present some significant challenges to organisations.

The low cost, accessible and open construct of social platforms delivers a cost effective channel for consumer reach, immediate feedback and the ability for customers to instantly transact in the take-up of marketing offers. However, this structure also means that individual users can have a significant level of independent control over brand content. This can pose problems to an organisation in the development of unverified social media assets or social media assets with loose user controls.



This in turn can lead to the publication of content that doesn't accurately represent the organisation and can sometimes result in the publication of non-approved content which is inconsistent with the organisations brand or which has an adverse effect on an organisations reputation.

This is a particular issue for multi-brand or decentralised enterprises that sell products and services through large networks of local retailers, dealers and agents. This is also especially relevant for businesses in the franchise sector, multi-brand businesses and multi-outlet businesses.

For large and multi-faceted organisations, the issues and risks associated with brand and content management, compliance, user security and efficiency are amplified at scale. Such substantial, decentralised structures can lead to expansive and fragmented social media presences that are not only inefficient but can work at cross purposes with one another and present risks to brand management.

When an organisation's social media presence extends to hundreds or even thousands of independently managed social media assets, with accounts and business pages spread across multiple platforms, the coordination of marketing efforts can become increasingly confused and inefficient.

These issues drive the demand and a market opportunity for the scalable enterprise social media management solution which Manalto offers.

In addition to its applications in large multi-faceted organisations (for example, franchisees and businesses with multiple branches or sites which operate with a degree of autonomy), social media management software which deals with these issues also has applications for small to medium sized businesses (SMBs). This is an additional source of potential business that Manalto will look to pursue post Transaction.

3.4 Manalto's Solution

Manalto's software provides a simple and centralised interface that allows an organisation to manage the user permissions for multiple social media outlets across a number of social media platforms. This means organisations can maintain control of content and brand identity across an expansive social media presence.

The result is a social media marketing strategy that is focused, organised and effective at a large scale.

Manalto's software enables organisations to:

- ▶ Control brand identity across social media.
- ▶ Manage user access and permissions to social media platforms.
- ▶ Monitor social media activity and community engagement.
- ▶ Ensure content consistency at the local level across social media assets.
- ▶ Adhere to regulatory requirements regarding public information sharing.
- ▶ Mitigate corporate reputational risk effectively across social media assets.

Manalto has developed software to address this existing and increasing challenge for organisations managing multiple and complex social media presences.

By integrating Manalto's software, an organisation can utilise built in user management controls to help manage and protect content and brand identity. The software assists an organisation to eliminate duplication of marketing efforts across multiple social media assets via the ability to update content in a single click. This also increases efficiencies by avoiding the duplication of marketing efforts across social media assets and ensuring that different outlets are not working at cross purposes with one another or against existing risk management controls. This works to realise the ultimate benefits of social media marketing.

While competition exists in this field, most existing solution providers are marketing based and there is an opportunity in the market for Manalto's management based SaaS offering. Although the largest corporations may develop in-house solutions, there is a significant market of organisations in the multi-brand, multi-outlet and franchise sectors that would benefit from social media management software. The software also has valuable applications for SMBs, and Manalto will look to extend its marketing efforts to this sector following the Transaction.

The software which Manalto offers is already built, and the capital raised by the Equity Offer will be primarily focused on distributing and marketing the product. At the same time, Manalto will aim to continue to innovate and keep ahead of a changing industry and marketplace.

PROBLEM

Large and decentralised organisations often have expansive and fragmented social media presences.

This can lead to considerable inefficiencies and risks associated with brand and content management, compliance and user security. These issues become increasingly amplified at scale.

SOLUTION

A gap in the market exists for software to provide social media management solutions for large enterprises managing multiple social media assets over various social media platforms created and operated by disparate outlets at a number of locations.

MANALTO

The software Manalto has developed allows organisations to centrally manage a complex and large social media presence.

With Manalto's capability to integrate social media management, an organisation can implement a coordinated and consistent marketing strategy across a large number of social media assets and platforms.

COMPANY AND MANALTO OVERVIEW

4

4.1 About Healthlinx

HTX is a pharmaceuticals and biotechnology company with a historical focus on developing diagnostic tests for ovarian cancer. In completing the Transaction, HTX will undergo a significant change in the nature and scale of its business and focus on growing the Manalto business. As announced to the ASX on 21 November 2014, HTX intends to dispose of its life science related intellectual property and associated assets. Following the acquisition of Manalto, HTX has also proposed to change its name to 'Manalto Limited'.

4.2 About Manalto

The information technology software which now underlies the Manalto business began as a software development project conceived by Anthony Owen, the current CEO of Manalto, in Australia in 2011. In May 2013, as part of a development and funding strategy, operations were moved to Singapore and development and commercialisation of the software was pursued through a Singaporean corporate entity. In December 2013, Manalto, Inc. acquired the assets of the Singaporean operating entity, resulting in the relocation of the business to the USA, which is perceived as Manalto's primary customer market. The name Manalto is derived from the words 'Management' and 'Altocumulus', a type of cloud.

Since launching in the USA, Manalto has commenced processes to establish its market position as a provider of social media management software. It provides solutions on a SaaS basis to multi-unit, multi-outlet enterprises and businesses, with a focus on the franchise sector. Manalto also plans to market a version of the software to SMBs post transaction.

The software works to address the operational concerns and marketing challenges of organisations with large, multi-faceted social media presences. Once the operational challenges are managed, organisations are able to more effectively perform social media marketing at scale. Manalto endeavours to develop and shape its product to meet industry needs and respond to the requirements of a maturing social media landscape.

Manalto's current operations are primarily focused in the USA, although it also provides services in Australia and has the capacity to expand into other markets. Manalto currently has informal trial arrangements in place with marketing agencies in Australia to support distribution and will look to establish a formal channel of resellers in the USA following the Transaction.

Since 2013, Manalto has focused on establishing itself within the USA franchise market, raising brand awareness and positioning itself as a player within the social media management market. Additional funding will enable Manalto to increase its distribution and marketing activities and seek to achieve greater recognition and traction within its target markets.



BRAND MANAGEMENT

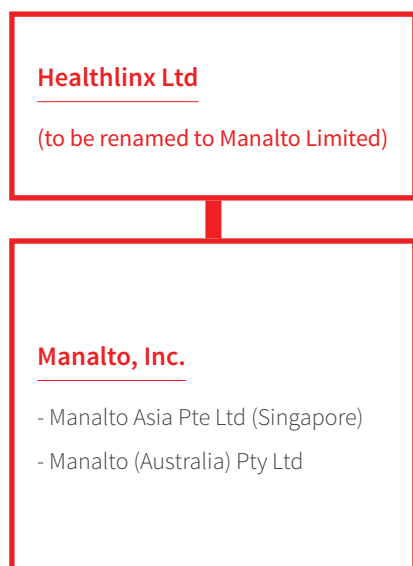
Promote and protect your brand consistently across all of your social media communities, by managing all of your social media accounts under one roof. Manalto's built in hierarchical structure, media library and user management features enables delivers capability to alignment brand management to your organizational structure. Delivering brand consistency and brand control.

4.3 Corporate Structure

The diagram below provides an overview of the Company corporate structure following completion of the Transaction:

Manalto Inc. is the principal trading entity of the Manalto business. Manalto Asia Pte Ltd, a Singapore entity, currently has no activities and the activities of Manalto (Australia) Pty Ltd are limited to invoicing an Australian based customer of Manalto Inc.

The Company also has a dormant UK subsidiary, Healthlinx Ltd, which it intends to deregister following completion of the Transaction.



4.4 Software Overview

Manalto has designed and implemented enterprise social media management software delivered on an SaaS basis. The software provides organisations with the necessary controls to deliver improved brand and risk management while offering improvements in the efficiencies of operating and managing social media at scale.

Manalto currently supports three major social media platforms (Facebook, Twitter and LinkedIn) with plans to expand this suite following the Transaction. The Manalto software is essentially an interface between an organisation and the supported social media platforms.

It consolidates all data received into a central user screen (or dashboard) and provides the infrastructure for an organisation to integrate and centralise the management of the social media assets across multiple outlets (for example, multiple franchisee stores).

This centralised control allows for the alignment of users and content to the operational structure of the organisation. By aligning the management of social media with its existing structures, an organisation is better positioned to conduct coordinated and consistent marketing activity across a wide social media presence that would otherwise be fragmented, unwieldy and difficult to control. In short, the software enables an organisation to execute top down strategic social media marketing campaigns with greater coordination at scale across multiple outlets without compromising local engagement.

Specifically, Manalto's software allows organisations to:

- ▶ Integrate the management of all its social media assets across multiple platforms into a single centralised, simple interface.
- ▶ Implement centralised controls to achieve consistency of brand and content across a range of social media assets and platforms.
- ▶ Control access and permissions to all social media outlets managed by Manalto's software.
- ▶ Obtain a single view of aggregated community and user activity on all social media outlets managed with Manalto's software.

4.5 Software Applications and Features

Manalto's software provides the controls for an organisation to efficiently manage the user permissions, content and brand identity for multiple social media assets across a number of outlets. A social media asset, in this context, refers to a single social media presence – a Facebook page, for example. Franchise, multi-outlet and multi-brand organisations typically have a variety of social media assets established by various entities within the organisation (for example, employees, branch offices, or franchisees) who may represent a wide range of locations, brands and products.

This often results in organisations such as these having a large total number of social media assets across several different platforms. One of Manalto's key differentiating features is its scalability. Whereas other market players focus primarily on managing smaller numbers of social media assets, Manalto's enterprise software solution is able to manage a social media presence with outlet numbers ranging to the thousands.

Manalto currently enables organisations to centrally customise Facebook pages and apps, and manage their social media activity across Facebook, Twitter and LinkedIn. It plans to develop its software to expand its suite of platforms supported following the Transaction.

The core benefits for a multi-unit, multi-brand or franchise organisation using Manalto

Manalto

Improved social media risk management through built in system controls

Efficient management of social media assets, at scale

Improved brand management across social media, at scale

The key management features of Manalto's software can be classified into the three main categories outlined.

4.5.1 Efficient Management of Social Media Outlets

The built-in mechanisms of Manalto's software enable an organisation to efficiently manage its social media presence across multiple social platforms operated by multiple outlets of the organisation. Content can be published through selected or all social media assets and to selected or all of the organisation's outlets at the same time. This eliminates the need to log into each social media asset for each outlet of the organisation and eliminates the duplication of tasks – a significant time saving for an organisation with a large number of social media asset and outlets.

Some specific features to support the efficient management of social media outlets include:

- ▶ **Multi-app management** enables content to be published and updated on apps across multiple Facebook pages at the same time.
- ▶ **Multi-community management** allows posts and comments to be published simultaneously or scheduled ahead of time across multiple platforms.
- ▶ **Aggregated social impact reporting** provides analytics and insights of aggregated activity in a single central interface. Manalto draws in the analytics offered by all platforms supported.
- ▶ **Customised filtering** enables flexible tagging and selection by organisation specific filters to deliver maximum targeting capability for engagement. This can include things like location, brand, product or a particular marketing campaign.

4.5.2 Social Media Risk Management

Organisations can use Manalto's user controls to improve their social media risk management by efficiently coordinating, viewing and tracking user specific social media activity. This mitigates the risks associated with unauthorised user access.

An organisation is then able to view post feeds across multiple social media assets and platforms operated by multiple outlets of the organisation in a single view to help ensure timely responsive action if required.

Specific features designed to support risk mitigation include:

- ▶ **Customised user permission groups** can be defined to reflect the requirements of an organisation and be varied to increase or decrease permissions and access of users or outlets.
- ▶ **User activity logging** is recorded to highlight updates and changes made by each user.
- ▶ **Content approval mechanisms** allow content to be shared for approval prior to publishing.
- ▶ **Hierarchical user management structures** can be defined so that permissions align to the operational structure of an organisation at a regional, company, divisional, outlet and individual level.

4.5.3 Social Media Brand Management

Manalto's software enables an organisation to improve brand consistency of its social media assets across the supported platforms. Broadcast updates to profile and cover images can be made across multiple social media assets at all, or selected, outlets of the organisation simultaneously.

Specific features designed to support brand management include:

- ▶ **A shared media library** for the efficient storage and sharing of corporate branding assets and documents for use across social media assets.
- ▶ **Broadcast updates** to profile and cover images can be made across numerous social media assets and platforms at the same time.
- ▶ **An easy to use editor tool** to customise Facebook apps in line with corporate branding allows organisations to create engaging and consistent content to be displayed on Facebook pages.

4.6 Software Development

Manalto intends to continue developing its core software offering in line with market trends, customer requirements and with consideration to the competitive landscape. To remain competitive, Manalto regularly monitors and reviews its development roadmap to re-validate and adjust it according to the demands of the market in which Manalto operates.

Following the Transaction, Manalto will look to continue developing its software to offer more diverse product functionality to a wider market. It will also work to ensure the product maintains its ability to scale successfully in line with growth. In short, following the Transaction Manalto intends to continue developing its software to adapt with a constantly changing social media industry.

Some specific aspects of software development that Manalto will look to pursue include:

- ▶ **Further development of scalability and security** to enhance the Manalto software.
- ▶ **Integration of additional social platforms** in line with market trends and consumer demand, including potential visual platforms such as Pinterest, Tumblr and Instagram. Manalto will also consider third party vendors who can add value to the target market such as local listings or video providers.
- ▶ **Expansion of core management functionality** to deliver additional features and enhance current capabilities. Planned features include extending Facebook app management, content publishing, social reviews, advertisement management, reporting and analytics, among others.

4.7 Competition

The social media industry continues to be a field of emerging innovative technologies and capabilities. As the field has grown, so have the opportunities to provide solutions to give organisations the ability to capitalise on the benefits of social media.

The emergence of competitors is a function of the growth of the industry and demonstrates the demand for these solutions. However, Manalto's competition is not uniform and an opportunity exists due to some key differentiating features in Manalto's software. Manalto's core product functionality, in particular its focus on management and its ability to operate at scale, distinguishes Manalto from the majority of providers in the area.

There are a number of players offering SaaS solutions to support the social media industry. Many of the larger providers tend to focus on helping organisations execute marketing plans and monitor and analyse social media content and discussion. Meanwhile many of the current offerings of smaller providers lack the ability to operate at the scale required by larger enterprise clients. Manalto's scalability works to distinguish it from the current offerings of other players in the market. Manalto is able to support a large number of social media assets ranging into the thousands.

Manalto's software is differentiated by the value it offers to decentralised businesses with a large number of outlets each with their own social media assets, enabling

them to efficiently integrate a social media plan into a complex business structure. An organisation that has its social media management aligned with its operational structure is better positioned to expand its marketing activities and customer engagement over social media with greater efficiency and cohesion. The result is more effective marketing.

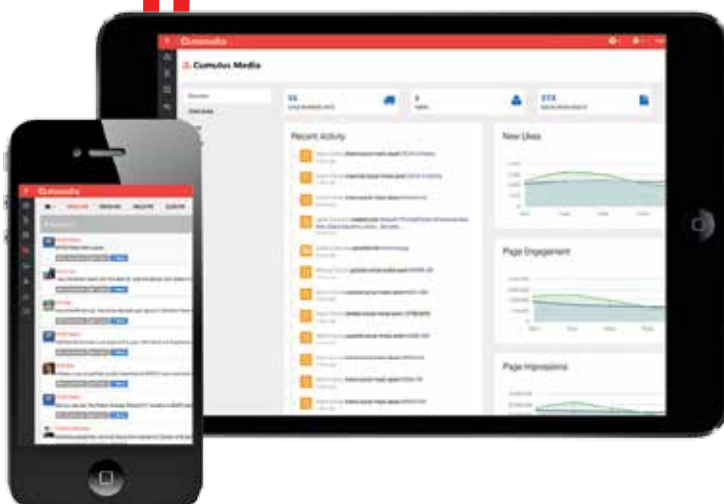
Manalto recognises it must continue to evolve its solution to address market demands to best place itself for potential future growth. However, there is not just a need to develop the product, but also to continue to put in place targeted and aggressive marketing plans.

While competition exists in the field, the scalability and management focus of Manalto provides a point of differentiation within the market. Following the Transaction, Manalto intends to ramp up its marketing activity to seek to establish its place in this growing market.

4.8 Business Model

There are applications for this software for all sized businesses, but organisations with a decentralised structure, such as franchise groups, multi-brand and multi-outlet organisations are considered the primary target market. Such businesses are the focus for direct channels of marketing and distribution.

The software also has applications for SMBs. SMBs will be the focus of indirect marketing and distribution channels which Manalto will look to develop further following the Transaction.



OPTIMISED FOR ALL DEVICES

Manalto is optimized for all devices with a responsive design to ensure your users can login, update and engage via desktop, tablet and mobile.

Manalto currently offers its software primarily in an account-managed capacity, targeting customers with 50 or more outlets, offering these customers direct support. Self-managed accounts are also available with online support accessible, which will be marketed to smaller customers.

The account-managed software option is actively promoted through Manalto's direct sales and marketing activities.

Organisations of any size are able to sign up on the corporate website and use the software as a self-managed customer. Following the Transaction, Manalto intends to ramp up its sales and marketing activities for SMBs, primarily through a third party, indirect distribution channel.

Manalto's software is delivered as a Software as a Service (SaaS), through a cloud based, online platform. This eliminates costs associated with infrastructure management, in particular the management of servers, storage and network devices.

4.9 Distribution and Marketing Model

Manalto has developed a ready for market product and has recently commenced the commercialisation and growth phase of its business. Manalto has achieved initial sales of the Manalto software within Australia and the USA. While revenue from existing customers is not yet material, Manalto is generating an increasing participation in its product trial program. Cumulus Inc., a radio network in USA, has subscribed for a license of the Manalto software for in excess of 370 outlets and, although there can be no certainty, it is anticipated that Cumulus Inc., will continue to increase its number of licenses to span its network, which exceeds 500 outlets across the USA.

As indicated, Manalto also has a number of active trials of its software running in the USA with organisations including, but not limited to, a large public financial services company and a national aged care services provider. While there can be no guarantee that these active trials will result in contracted sales, initial feedback and negotiations with trial participants have been encouraging. Manalto is developing and maintains a solid pipeline of active sales leads and has initiated discussions with a number of candidates for potential product trials in the USA and Australia within its target market of large multi-outlet/multi-brand and franchise groups.

Manalto currently only distributes its software directly, but has plans to launch the product through indirect third party distribution channels following the Transaction.

Manalto's own sales division is currently the primary channel for distribution of its software. This channel is focusing on sales to multi-outlet, multi-brand organisations and to the franchise sector. It is planned that a significant portion of funds raised from the Equity Offer will be allocated to expand these direct sales and marketing activities.

This will mainly be through increasing the number of staff and supporting them with enhanced resources. In addition, funds will be allocated to expand the customer management and support activities. The allocation of funds to these functions is designed to ensure that Manalto will have the capacity necessary to meet the set-up and establishment of future customers (including any trial participants who convert to paying customers) and to meet the ongoing support requirements of larger account-managed customers.

Increased sales and marketing funding will enable Manalto to actively and aggressively pursue existing and future sales leads and continue to directly market the Manalto product. A comprehensive and targeted marketing program of activities is planned which will span digital, social media and core engagement activities including, but not limited to, participation at key leading industry events and conferences.

As part of its marketing strategy, Manalto is an active member of the International Franchise Association (IFA), which is a leading body for the franchise industry, globally. Manalto is represented on both the Marketing and Technology Committees of the IFA, and the IFA FranTech Task Force. Both committees are integral in advancing the case for digital marketing, social media, mobile and technology to the IFA and educating IFA members on issues and best practices in these areas.

Manalto will continue to look for opportunities to participate and present at major and key industry events. By way of example, Manalto was recently invited to attend and present at a social media roundtable during the 2014 Franchise Consumer Marketing Conference and will lead panel discussions during the IFA Annual Convention 2015 relating to digital marketing and technology.

In addition to the direct sales and marketing initiatives described above, marketing and distribution through distribution partners and resellers will be a priority post transaction. Manalto has already integrated into the Parallels marketplace and will actively target hosting companies. This indirect model is a key channel for reaching SMBs following the transaction.

4.10 Pricing Model

Manalto offers a free trial period of its software for 30 days with a transition to a price-per-unit model thereafter.

This pricing structure is a key differentiator within the marketplace. Current pricing models of competitors in the market vary from high to low entry levels with additional costs depending on the number of users, outlets and the level of functionality. Manalto's software, however, is available on an all-inclusive flat price fee structure based on a license per outlet model. Each outlet can have a number of authorised users at no additional fee. For example, a franchise outlet might have a manager and certain employees as authorised users.

Customers also have access to upgrades and all functionality without extra cost. Account managed customers are provided with direct support and self-managed customers have access to online support.

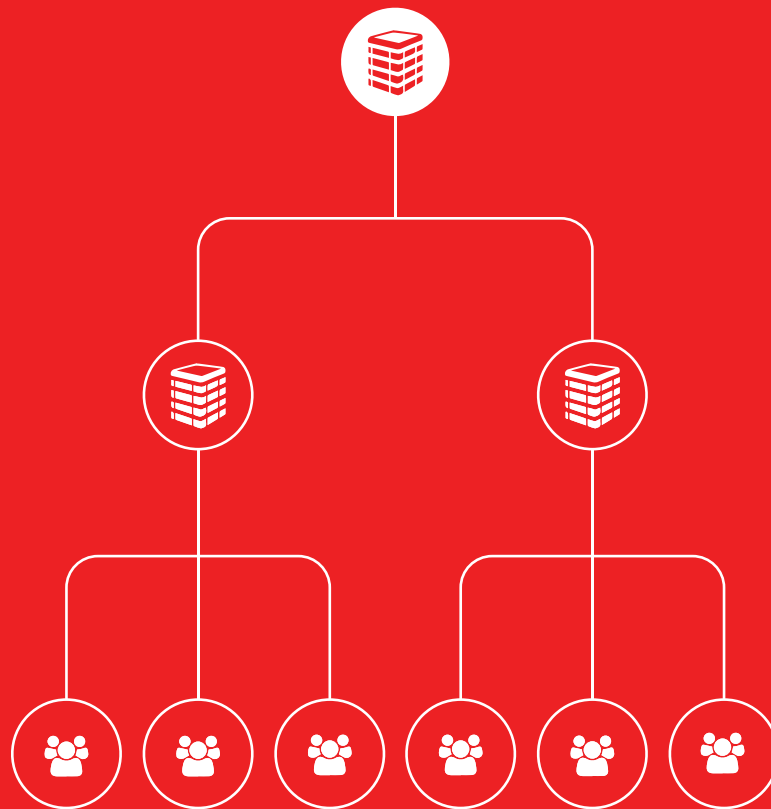
4.11 Intellectual Property

Manalto wholly owns all intellectual property developed in relation to the Manalto social media management software with the exception of third party open source bundles. Manalto has lodged a provisional patent application on the Manalto management software however a full patent application is yet to be filed and, once filed, there can be no assurance that it will be accepted without variation, or at all (refer to Section 7.2.5 for further details regarding intellectual property risks).

Manalto does use intellectual property by third party providers under a licence for some elements, specifically the build and to complete the base functionality of the product. In addition to progressing the provisional patent application, Manalto's intends to focus on executing a first to market strategy.

Engineered for **Enterprise.**

Manage your social media content with greater efficiency and alignment to your operations and core marketing



Risk Management

Broadcast Updates

Brand Consistency

Custom Tabs

Global Campaigns

User Control



BUILT FOR THE CLOUD

5.1 Financial Information

The Independent Limited Assurance Report on Pro Forma Forecast Financial Information contained in Section 6 of this Prospectus sets out:

- ▶ the audited Statement of Financial Position of the Company as at 30 June 2014;
- ▶ the unaudited Statement of Financial Position of the Company as at 30 September 2014;
- ▶ the audit reviewed Statement of Financial Position of Manalto as at 30 September 2014; and
- ▶ the unaudited pro-forma Statement Financial Position of Company (after completion of the Transaction) as at 28 February 2015.

Investors are urged to read the Independent Limited Assurance Report on Pro Forma Forecast Financial Information in full.

The full audited financial statements for the Company for its financial years ended 2012, 2013 and 2014, which include the notes to the financial statements, can be found at the Company's ASX announcements platform on www.asx.com.au.

Manalto commenced operations in November 2013 and has a financial year end date of 31 December. For the period from incorporation up to the year end (effectively a six week period) Manalto's operations were largely limited to establishing its office and minimal other activity occurred. Manalto's financial performance over this period is not considered by the Company to be material.

For the period commencing 1 January 2014 to the present Manalto initiated its business in the USA and commenced marketing and sales activities for the Manalto software. Manalto's marketing activities to date have focussed on identifying organisations that it perceives would benefit from its social media management software and implementing free trials of the software. This strategy has been successful in that several trials are now underway and some trials have been converted to commercial licensing arrangements. As Manalto's focus to date has been on facilitating trials of its software it has yet to generate material revenue. As such Manalto's audit reviewed balance sheet as at 30 September 2014 shows that it has sustained losses of the US dollar equivalent of approximately \$1.2 million.

These losses have been funded by equity subscriptions provided by the Manalto Vendors. While Manalto is now generating revenue from the licensing of its software and it is intended to further increase revenue, it is anticipated that Manalto will continue to incur losses for some time.

5.2 Forecast Financial Information

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings beyond the expected listing date on the basis that the operations of the Company and Manalto are inherently uncertain. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

5.3 Dividend Policy

It is anticipated that following completion of the Transaction, the Company will focus on the marketing commercialisation and ongoing development and upgrading of the Manalto software. The Company does not expect to declare any dividends during this period.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.





6 January 2015

The Directors
HealthLinx Limited
Suite 1, Level 6, 50 Queen Street
MELBOURNE VIC 3000

Dear Sirs

INDEPENDENT LIMITED ASSURANCE REPORT ON PRO FORMA FORECAST FINANCIAL INFORMATION

1. Introduction

We have been engaged by HealthLinx Limited (**HTX** or **the Company**) to prepare an Independent Limited Assurance Report (**Report**) on the pro forma forecast financial information of HTX for inclusion in a Prospectus dated on or about 6 January 2015 in respect of a proposed issue of between 15 million and 30 million shares in HTX at a price of \$0.20 per share to raise between \$3 million and up to \$6 million (**Capital Raising**).

The purpose of the Capital Raising is to provide working capital to fund the on-going operations of the HTX business following the proposed acquisition of Manalto, Inc, a US based social media management company ("Manalto").

Expressions and terms defined in the Prospectus have the same meaning in this Report. References to HTX in this Report include the Directors, or appointed committees or management under delegation as appropriate, of HTX.

The nature of this Report is such that it can only be issued by an entity that holds an Australian Financial Services License under the Financial Services Reform Act 2001. Nexia Melbourne Pty Ltd (**Nexia**) holds the appropriate Australian Financial Services Licence. Nexia's Financial Services Guide is attached as Appendix B to this Report.

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Independent member of Nexia International



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HealthLinx Limited
Independent Limited Assurance Report
6 January 2015

2. Scope

Nexia has been requested to review the Pro-Forma Statement of Forecast Financial Position and notes thereto as at 28 February 2015, as set out in Appendix A of this Report (**Financial Information**), in order to state whether, on the basis of the procedures described, anything comes to our attention that would cause us to believe that the Financial Information is not prepared, in all material respects, by the Directors on the basis of the Stated Basis of Preparation as described in Notes 1 and 2 of Appendix A.

The Financial information is based on the best-estimate assumptions outlined in Note 1 of Appendix A.

The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports.

3. Directors' Responsibility

The Directors of the Company are responsible for the preparation of the Financial Information, including the best-estimate assumptions, as set out in Note 1 of Appendix A, underlying the Financial Information. This includes responsibility for such internal control as the directors determine are necessary to enable the preparation of Financial Information that is free from material misstatement, whether due to fraud or error.

4. Our Responsibility

Our responsibility is to express limited assurance conclusions on the Financial Information, the best-estimate assumptions underlying the Financial Information, and the reasonableness of the Financial Information, based on our review. We have conducted our engagement in accordance with Australian Auditing and Assurance Standards applicable to assurance engagements¹.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures we considered necessary to adequately evaluate whether the best estimate assumptions provide a reasonable basis for the Financial Information. A limited assurance engagement is substantially less in scope than an audit in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Conclusions on Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention which causes us to believe that:

- (a) the directors' best estimate assumptions used in the preparation of the Financial Information do not provide reasonable grounds for the preparation of the Financial Information;
- (b) in all material aspects, the Financial Information;
 - (i) has not been prepared using best-estimate assumptions described in Note 1 in Appendix A; and

¹ ASAE 3450 Assurance Engagements involving Corporate Fundraising and/or Prospective Financial Information

- (ii) is not presented fairly in accordance with the accounting policies to be adopted by the Company, as set out in Note 2 of Appendix A;
- (c) the Financial Information is unreasonable.

The Financial Information has been prepared and adopted by the directors of the Company in order to provide investors with a guide to the Company's potential future financial position as at 28 February 2015. There is subjective judgment involved in preparing the Financial Information since it includes events and transactions that have not yet occurred and may not occur. Actual results are likely to be different from the Financial Information since anticipated events or transactions frequently do not occur as expected and the variation may be material.

The Directors' best-estimate assumptions on which the Financial Information is based relate to future events and/or transactions that the Directors expect to occur and actions that the Directors expect to take and are also subject to uncertainties and contingencies, which are often outside the control of the Directors. Evidence may be available to support the Directors' best-estimate assumptions on which the Financial Information is based however such evidence is generally future-oriented and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best-estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the Directors' best-estimate assumptions. The limited assurance conclusion expressed in this Report has been formed on the above basis.

Investors should be aware of the material risks and uncertainties in relation to an investment in the Company, which are detailed in the Prospectus, and the inherent uncertainty relating to the Financial Information. Accordingly, investors should have regard to the investment risks as described in Section 7 of the Prospectus. We express no opinion as to whether the Financial Information will be achieved.

The Financial Information has been prepared by the Directors for inclusion in this Report. We disclaim any assumption of responsibility for any reliance on this Report, or the Financial Information to which it relates, for any purposes other than for which it was prepared. We have assumed, and relied on representations from the Directors, that all material information concerning the prospects and proposed operations of the Company and Manalto has been disclosed to us and that the information provided to use for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

5. Restriction on Use

Without modifying our conclusions, we note that the purpose of the Financial Information is for inclusion in the Prospectus to assist investors in assessing the Proposal. As a result, the Financial Information may not be suitable for use for another purpose.

6. Consent

Consent to the inclusion of this Limited Assurance Report in the Prospectus in the form and context in which it appears has been given. At the date of this report, this consent has not been withdrawn.



*HealthLinx Limited
Independent Limited Assurance Report
6 January 2015*

7. Liability

The Company has agreed to indemnify and hold harmless Nexia and its employees from any claims arising out of misstatement or omission in any material or information supplied by the Company to Nexia for the purposes of preparation of this Report and the Prospectus.

8. Declaration of Interest

Neither Nexia nor its partners or employees has any interest in the outcome of the Offer

Nexia will receive from the Company professional fees in respect to the preparation of this Report, in accordance with its normal fee billing arrangements.

Yours faithfully

Nexia Melbourne Pty Ltd

Holder of Australian Financial Services Licence No: 247262

A handwritten signature in black ink, appearing to read "G. Graco".

GARY GRACO

Authorised Representative

APPENDIX A - Financial Information and notes

Healthlinx Limited
Consolidated Statement of Forecast Financial Position
As at 28 February 2015

	Audited	Unaudited	Audit reviewed			Unaudited
	Healthlinx	Healthlinx	Manalto	Subsequent events	Pro forma adjustments	Pro forma
N o t e	30-Jun-14 \$	30-Sep-14 \$	30-Sep-14 \$	\$	\$	28-Feb-15 \$
Current assets						
Cash and cash equivalents	3 174,681	72,220	59,089	270,000	5,015,500	5,416,809
Trade and other receivables	35,193	39,974	7,266	-	-	47,240
Other	-	-	5,804	-	-	5,804
total current assets	209,874	112,194	72,159	270,000	5,015,500	5,469,853
Non-current assets						
Property, plant and equipment	-	-	20,646	-	-	20,646
Intangible assets	100	100	-	-	-	100
Total non-current assets	100	100	20,646	-	-	20,746
Total assets	209,974	112,294	92,806	270,000	5,015,500	5,490,599
Current liabilities						
Trade and other payables	4 435,340	363,646	77,116	(250,000)	-	190,762
Provisions	57,917	57,917	-	-	-	57,917
Total current payables	493,257	421,564	77,116	(250,000)	-	248,680
Non-current payables						
Borrowings	5 -	-	674,274	1,200,000	(1,874,274)	-
Total non-current payables	-	-	674,274	1,200,000	(1,874,274)	-
Total liabilities	493,257	421,564	751,390	950,000	(1,874,274)	248,680
Net assets	(283,283)	(309,270)	(658,584)	(680,000)	6,889,774	5,241,920
Equity						
Contributed equity	7 16,360,833	16,360,833	1,188,000	-	(8,488,459)	9,060,374
Reserves	8 403,204	403,204	-	-	(274,954)	128,250
Accumulated losses	9 (17,047,320)	(17,073,307)	(1,846,584)	(680,000)	15,653,187	(3,946,704)
Total equity	(283,283)	(309,270)	(658,584)	(680,000)	6,889,774	5,241,920

The unaudited consolidated pro forma statement of forecast financial position represents the consolidation of:

- (i) the unaudited statement of financial position of the Company as at 30 September 2014; and
- (ii) audit reviewed statement of financial position of Manalto as at 30 September 2014

adjusted for subsequent events and pro forma transactions outlined in Note 1 of this Appendix. It should be read in conjunction with the notes to the pro forma forecast financial information.

Healthlinx Limited

Notes to the pro forma forecast financial information

1. Introduction

The information set out in this Appendix consists of the Statement of Financial Position of Healthlinx Limited ("**Healthlinx** or the **Company**") as at 30 June 2014 and 30 September 2014 and of Manalto Inc ("**Manalto**") as at 30 September 2014, adjusted for events subsequent & pro forma adjustments between 30 September 2014 to 28 February 2015 as follows:

Adjustments adopted in compiling the pro forma forecast financial information

The pro forma statement of forecast financial position has been prepared by adjusting the unaudited statement of financial positions of Healthlinx and Manalto as at 30 September 2014 to reflect the financial effects of the following subsequent events which have occurred or are likely to occur in the period 30 September to 28 February 2015:

- Sale of intellectual property by Healthlinx to Inex Innovations Exchange Pte Ltd as announced on the ASX on 21 November 2014 for \$60,000;
- Loan of \$250,000 from Manalto to Healthlinx to payout Healthlinx creditors trust liabilities;
- Estimated working capital expenditure of Healthlinx and Manalto for the period of October 2014 to February 2015 estimated to be \$90,000 and \$650,000 respectively;
- The consolidation of Healthlinx's ordinary shares on a ratio of 5:1;
- Convertible notes with a face value of \$1,200,000 issued by Manalto in the period of October to December 2014. The notes accrue no interest if redeemed and convert to issued capital of Manalto prior to the acquisition by Healthlinx of all Manalto's issued capital;

and the following pro forma transactions which are yet to occur, but are proposed to occur following completion of the acquisition of Manalto by Healthlinx and the Capital Raising.

- The outstanding convertible notes of Manalto estimated to have value of \$1,874,274, being converted into Manalto ordinary fully paid shares prior the acquisition of Manalto;
- The acquisition of 100% of Manalto by the issue of 62,500,000 ordinary shares Healthlinx at \$0.20 per share;
- The issue of a minimum of 15,000,000 and maximum of 30,000,000 ordinary shares in Healthlinx at \$0.20 each to raise a minimum of \$3,000,000 or maximum of \$6,000,000;
- The issue of 2,250,000 Advisor Options, exercisable at \$0.25, expiring 3 years from issue date;
- The issue of 8,000,000 Management Options, exercisable at \$0.25, expiring 5 years from issue date with various vesting conditions;
- The payment of cash costs associated with the capital raising and Manalto acquisition. Minimum estimated costs \$800,000 and maximum estimated costs \$984,500.

2. Basis of Preparation

(a) Statement of Compliance

The financial statements have been prepared in accordance with Australian Accounting Standards as outlined in the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the needs of members.

The financial statements, have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. The amounts presented in the financial statements have been rounded to the nearest dollar.

(b) Critical Accounting Estimates & Judgements

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

(c) Currency

Unless otherwise stated, these financial statements have been prepared and are displayed in Australian Dollars.

(d) Going Concern

The pro forma forecast financial information has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

(e) Acquisition accounting

The proposed acquisition of Manalto (the legal subsidiary) by Healthlinx (the legal parent) is deemed to be a reverse acquisition, since the substance of the transaction is such that the existing shareholders of Manalto will obtain substantial control of Healthlinx.

AASB 3 Business combinations (AASB 3) sets out the accounting principles to be followed in a reverse acquisition transaction. However, the Directors have concluded that Healthlinx does not meet the definition of a business as prescribed in AASB 3 and, as such, it has been deemed that the Acquisition cannot be accounted for in accordance with the guidance set out in AASB 3.

Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Company has accounted for the Acquisition in the consolidated financial statements of the legal acquirer (Healthlinx) as a continuation of the financial statements of the legal acquired entity (Manalto), together with a share based payment measured in accordance with AASB 2 Share Based Payments (AASB 2), which represents a deemed issue of shares by the acquired entity (Manalto), equivalent to the current shareholders in Healthlinx post the Acquisition. The excess of the assessed value of the share based payment over the pro forma net assets of Healthlinx as at Acquisition date has been expensed to the income statement as a listing fee.

Further disclosure on the adopted accounting treatment for the Acquisition is set out at Note 5.

(f) Principals of consolidation

The pro forma statement of forecast financial information incorporates the assets and liabilities of all subsidiaries of Healthlink and Manalto as at 28 February 2015.

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statement from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

(ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(g) Income Tax

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense/(income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(h) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instrument, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(i) Property, Plant and Equipment

Plant and equipment

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets, excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the company commencing from the time the asset is held ready for use.

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

Class of Fixed Asset	Depreciation Rate
Office furniture and equipment	4-7 years
Computer Software	2 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised immediately in profit or loss. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

(j) Foreign Currency Transactions and Balances

(i) Functional and presentation currency

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

(ii) *Transactions and balances*

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

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

(k) Employee Benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Any re-measurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

(l) Equity-settled compensation

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(m) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(n) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are reported within short-term borrowings in current liabilities in the statement of financial position.

(o) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. When the inflow of consideration is deferred, it is treated as the provision of financing and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue on product sales is recognized upon invoicing. Provision for estimated losses on uncollectable revenue is made in the period in which such uncollectable revenue is determined. The company bills subscriptions on a monthly basis and recognizes revenue at the time. In times when clients elect to pay annually revenue is recognized each month with the remaining balance recorded as unearned revenue until earned. To date our clients have chosen monthly invoice. We issue invoices on the same day each month and have 7 day payment terms.

(p) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets. Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

(q) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

3. Cash and cash equivalents

The Pro-forma cash and cash equivalents as at 28-Feb-15 comprises

	\$	\$
Cash and Cash Equivalents as at 30-Sept-14		
(i) Healthlinx		72,220
(ii) Manalto		59,089
<i>The following actual and forecast Subsequent events:</i>		
Cash received from the issue of Convertible Notes by Manalto	1,200,000	
Sale of Healthlinx Intellectual Property	60,000	
Payout of Healthlinx creditors trust liabilities	(250,000)	
Estimated working capital expenditure for the October 2014 to February 2015 period of		
(i) Manalto	(650,000)	
(ii) Healthlinx	<u>(90,000)</u>	
		270,000
<i>The Capital Raising and Acquisition completion Pro forma adjustments:</i>		
Fully paid ordinary shares issued at \$0.20 pursuant to the prospectus (based on maximum subscriptions)	6,000,000	
Cash cost associated with the prospectus	<u>(984,500)</u>	5,015,000
Cash and cash equivalents – Pro forma 28-Feb-15		<u><u>5,416,809</u></u>

The Prospectus has provision for subscriptions of between 15,000,000 and 30,000,000 shares to raise between \$3 million and \$6 million wherein the pro forma statement of financial position assumes the maximum \$6 million is raised. Should the minimum \$3 million be raised, the share issue costs would decrease to \$800,000, and the Pro-forma cash and cash equivalents would decrease by \$2,815,500 to \$2,601,309.

4. Trade and other payables

The Pro-forma trade and other payables as at 28-Feb-15 comprises :

	\$
Manalto	
Trade and other payables as at 30-Sept-14	
(i) Healthlinx	363,646
(ii) Manalto	77,116
 <i>The following forecast Subsequent event:</i>	
Payment of Healthlinx Creditors Trust liabilities	(250,000)
 Trade and other payables - Pro forma 28-Feb-15	 <u>190,762</u>

5. Borrowings

The Pro-forma borrowings as at 28-Feb-15 comprises:

	\$
Borrowings as at 30-Sept-14	
(i) Healthlinx	-
(iii) Manalto	674,274
 <i>The following Subsequent events:</i>	
Convertible notes with a face value of \$1,200,000 issued by Manalto.	1,200,000
 <i>The Acquisition Pro forma adjustments:</i>	
Conversion of all outstanding Manalto Convertible Notes into ordinary shares of Manalto prior to acquisition by Healthlinx.	(1,874,274)
 Borrowings – Pro forma 28-Feb-15	 <u>-</u>

6. Reverse acquisition

The proposed acquisition of Manalto by Healthlinx is deemed to be a reverse acquisition as the substance of the transaction is such that the existing shareholders of Manalto will obtain substantial control of Healthlinx. However, Healthlinx is not considered to meet the definition of a business under AASB 3 *Business Combinations* (AASB 3) and, as such, it has been concluded that the Acquisition cannot be accounted for in accordance with the guidance set out in AASB 3. Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Acquisition is accounted for in the consolidated financial statements of the legal acquirer (Healthlinx) as a continuation of the financial statements of the legal acquiree (Manalto), together with a share based payment measured in accordance with AASB 2 *Share Based Payments* (AASB 2), which represents a deemed issue of shares by the legal acquiree (Manalto), equivalent to current shareholders interest in Healthlinx post the acquisition. The excess of the assessed value of the share based payment over the net assets has been expensed to the income statement as a listing fee.

The fair value of 100% of Healthlinx has been assessed at \$1,110,850 based on the 5,554,250 post-consolidation shares on issue, valued at 20 cents per share equivalent to the Capital Raising issue price. The Manalto Vendors will be issued 62,500,000 shares in Healthlinx on completion of the Acquisition transaction.

The assessed fair value of Healthlinx is credited as issued capital and consequently, a listing expense of \$1,450,120 has been expensed on the acquisition, which represents the excess of the deemed fair value of the Healthlinx shares on issue less the pro forma net assets of Healthlinx on completion of the settlement of all transactions, as set out below:

	Unaudited Pro-Forma 28-Feb-15
	\$
Assets	
Cash and cash equivalents	42,220
Trade and other receivables	39,974
Intangible assets	100
Liabilities	
Trade and other payables	(363,646)
Provisions	<u>(57,917)</u>
Net assets (deficiency) of Healthlinx on reverse acquisition	<u><u>(339,270)</u></u>
 <i>Assessed fair value of asset acquired:</i>	
Healthlinx post-consolidation shares on issue	5,554,250
	\$
Price of shares issued under the prospectus	<u>0.20</u>
Deemed fair value of share-based payment, assessed in accordance with AASB 2	<u><u>1,110,850</u></u>
Pro forma listing expense recognised on reverse acquisition	<u><u><u>1,450,120</u></u></u>

7. Contributed Equity

The Pro-forma contributed equity as at 28-Feb-15, accounted for under reverse acquisition principles, comprises

	Number of shares	\$
Issued capital of Manalto as at 30 September 2014	155,873,820	1,188,000
<i>The following forecast Subsequent Events and Acquisition transactions :</i>		
Conversion of Manalto Warrants to ordinary shares of Manalto	12,113,103	-
Conversion of Manalto Convertible Notes to fully paid ordinary shares in Manalto	41,691,503	1,874,274
Elimination of issued share capital of Manalto	(209,678,425)	-
Healthlinx post-consolidation shares on issue	5,554,250	-
Shares issued to Manalto shareholders on reverse acquisition (see note 6 above)	62,500,000	1,110,850
	68,054,250	4,173,124
<i>The Capital Raising and Acquisition Pro forma adjustments:</i>		
Fully paid ordinary shares issued at \$0.20 pursuant to the prospectus	30,000,000	6,000,000
Cash cost associated with the share issue pursuant to this prospectus	-	(984,500)
Issue of 2,250,000 Advisor options on completion of Acquisition and Capital Raising	-	(128,250)
	98,054,250	9,060,374
Issued capital – pro forma 28-Feb-15	98,054,250	9,060,374

The Prospectus has provision for subscriptions of between 15,000,000 and 30,000,000 shares to raise between \$3 million and \$6 million wherein the pro forma statement of financial position assumes the maximum \$6 million is raised. Should the minimum \$3 million be raised, the share issue costs would decrease to \$800,000, and the contributed equity balance would decrease by \$2,815,500 to \$6,244,874. The total number of shares on issue would be 83,054,250.

8. Reserves

The Pro-forma reserves as at 28-Feb-15, accounted for under reverse acquisition principles, comprises	\$
Reserves of Manalto as at 30-Sept-14	-
<i>Pro forma adjustments are summarised as follows:</i>	
Issue of 8,000,000 Management options on completion of acquisition	-
Issue of 2,250,000 Advisor options on completion of Acquisition and Capital Raising	128,250
Reserves – pro forma 28-Feb-15	<u>128,250</u>

As set out in the Prospectus, Advisor & Management options have a strike price of \$0.25. Advisor Options may be exercised at anytime between issue and 3 years post issue date. Management Options may be exercised subject to their vesting conditions being met and have a maximum life of 5 years post grant date. 25% of the Management Options will vest 12 months after issue date. The remaining 75% will vest in 36 equal monthly instalments on the last day of each full calendar month, commencing 12 months from date of issue. The Grant of the Advisor Options has been recognised as an expense on the basis that the Advisor options are a cost of the Acquisition and Capital raising. The Management Options which have a fair value of \$632,000 are considered share based remuneration and will be expensed over the vesting period. The Management and Advisor options have been valued based on the Black-Scholes option pricing model using the following assumptions:

	Advisor Options	Management Options
Stock price	\$0.20	\$0.20
Strike price	\$0.25	\$0.25
Term of option	3 years	5 years
Risk-free rate	2.28%	2.44%
Volatility	50%	50%

9. Accumulated losses

The Pro-forma accumulated losses as at 28-Feb-15, accounted for under reverse acquisition principles, comprises	\$
Manalto accumulated losses as at 30-Sept-14	(1,846,584)
<i>The following forecast Subsequent events</i>	
Estimated net loss of Manalto for the October 2014 to February 2015 period	(650,000)
Listing fee recognised on reverse acquisition	(1,450,120)
Issue of 8,000,000 management options on completion of the acquisition	-
Accumulated losses – pro forma 28-Feb-15	<u>(3,946,704)</u>



HealthLinx Limited
Independent Limited Assurance Report
6 January 2015

APPENDIX B - Nexia Melbourne Pty Ltd Financial Services Guide

**This Financial Services Guide is dated 6 January 2015
and forms part of the Independent Limited Assurance Report.**

Nexia Melbourne Pty Ltd (ABN 25 825 209 842) ("Nexia") holds Australian Financial Services Licence no 247262 authorising it to provide general financial product advice in relation to various financial products such as securities, interests in managed investment schemes, and superannuation to wholesale and retail clients. Nexia has been engaged by HealthLinx Limited ("HTX" or "the Company") to provide a report in the form of an Independent Limited Assurance Report (this "Report") for inclusion with the Prospectus issued by HTX on or about 6 January 2015 to potential investors considering investing in the Company.

The Corporations Act, 2001 requires Nexia to provide this Financial Services Guide ("FSG") in connection with its provision of this Report. Nexia does not accept instructions from retail clients. Nexia provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Nexia does not provide any personal retail financial product advice to retail investors nor does it provide market-related advice to retail investors.

Nexia is only responsible for this Report and this FSG. Nexia is not responsible for any material publicly released by the Company in conjunction with this Report or the Offer. Nexia will not respond in any way that might involve any provision of financial product advice to any retail investor.

This Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs. You should consider your own objectives, financial situation and needs when assessing the suitability of this Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

When providing reports in the form of this Report, Nexia's client is the Company to which it provides the report. Nexia receives its remuneration from the Company. In respect of this Report, Nexia will receive a fee of up to \$7,000 plus reimbursement of out-of-pocket expenses from the Company. Directors or employees of Nexia or other associated entities may receive distributions, salary or wages from Nexia. Nexia and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products.

Nexia has professional indemnity insurance cover for reports of this nature under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of section 912B of the Corporations Act 2001.

Nexia has internal complaints-handling mechanisms. If you have concerns regarding this Report, please contact us in writing to Mr Kevin Mullen, Nexia Australia, Level 18, 530 Collins Street, Melbourne, Vic, 3000. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

RISK FACTORS

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7.1 Introduction

The New Shares and Options offered under this Prospectus are considered highly speculative. An investment in the Company carries risk. The Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares or Options and consult their professional advisers.

This Section identifies circumstances that the Directors regard as the major risks associated with an investment in the Company and which may have a material adverse impact on the financial performance of the Company, and the market price of the Shares, if they were to arise.

The business, assets and operations of Manalto are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future, if the Transaction is successfully completed (Section 7.2). In addition, there are other general investment risks, many of which are largely beyond the control of the Company and difficult to predict or anticipate (Section 7.3).

The Board aims to manage these risks by carefully planning the Company's activities and implementing risk control measures. However, as noted above, some of the risks identified below are highly unpredictable and the Company is limited to the extent to which it can effectively manage them.

The following risk factors are not intended to be an exhaustive list of the risk factors to which the Company is exposed or will, following completion of the Transaction, be exposed. In addition, this Section has been prepared without taking into account an applicants' individual financial objectives, financial situation and particular needs. Applicants should seek professional investment advice if they have any queries in relation to making an investment in the Company.

7.2 Risks in Respect of Manalto's Current Operations

7.2.1 Competition Risk

Both the market for information technology and social media management software subsets are competitive. Manalto faces potential competition from a number of businesses, owned or affiliated with information technology market players who have the capacity to adopt aggressive strategies to capture market share.

Manalto can have little influence or control over the activities or actions of its competitors. The actions by competitors to capture market share may negatively affect future revenue and/or profitability, planned growth and the overall financial condition of Manalto and therefore the Company.

In this competitive environment a key risk for Manalto is that it may not maintain differentiation from its key competitors and an appreciable market share. As the market matures and grows there is also a risk of downward pressure on pricing. Although Manalto seeks to keep its services as a highly scalable cost-effective offering thereby placing it in a defensive position against general price reductions, it is nonetheless vulnerable to an increase in competition which may lead to a sustained and material drop in prices.

7.2.2 Technology Risks

Technology Risk – Industry

Manalto will need to continually develop its social media management software to be compatible with developments in existing social media platforms and to be compatible with new social media platforms which emerge. The rapid growth of social media and in particular the introduction of new social media platforms, creates an environment where unforeseen changes can happen quickly making it difficult for Manalto to adapt its services to cope with such changes.



There is a risk of Manalto's services becoming less effective if it cannot keep up with the dynamic progression of the social media market generally, cannot adapt to accommodate changes in existing social media platforms, or cannot integrate with new social media platforms.

Technology Risk – Security

Manalto could suffer unauthorised infiltration of its system by hackers to obtain data or insert a cyber-virus or bug which disrupts or affects the Manalto software or otherwise affects the systems of outlets using the Manalto software. Such actions could compromise client data and cause a shutdown of services leading to substantial customer dissatisfaction and loss of goodwill. Manalto, and the service providers on which it relies to provide cloud-based infrastructure, employ practices to protect its systems from being compromised. Processes are also in place to reduce the prospects of a cyber-virus or bug being introduced to Manalto's services and these processes are regularly reviewed to improve these systems. Manalto works with its cloud-based hosting service to ensure daily backups are made of client data which ensures a capability to retrieve lost client data within a 1 to 2 day period if required.

Technology Risk – Third Party Reliance

Manalto relies to some extent on third parties for key aspects of the operation and delivery of its software. There is a risk of a third party either no longer being capable of providing services or refusing to provide services without increased licence fees or other payments. Manalto's strategy is to avoid the risk of dependence on a single proprietary third party technology by, where possible, using standardised open source or royalty free tools and libraries. Furthermore, Manalto intends to evolve its platform so that the loss of a third party service provider would not create a significant impact or alternatively it would be in a position to use an alternative service provider.

7.2.3 Personnel

Manalto depends on the talent and expertise of its personnel. The loss of key personnel, or a number of general personnel, could have an adverse effect on operations. There is also a risk that, where there is a turnover of development staff who have knowledge of the technology and business, that knowledge will be lost on their departure. This involves the risk that those staff who leave may have information in respect of Manalto's intellectual property or business which has a commercial value to Manalto as well as the cost of replacing those who leave and training the new staff.

Manalto seeks to mitigate these risks by maintaining remuneration arrangements and good relationships generally with its key personnel. In addition, employment contracts used by Manalto contain provisions with respect to ownership of intellectual property and confidentiality to limit any potential losses resulting from a loss of key personnel. Further, although the Manalto software will continue to be developed, the initial substantive development work has been completed and, accordingly, the loss of key development staff would have less impact than if Manalto were in the early-phases of software development.

7.2.4 Market Risk

The social media management sector in which Manalto operates is relatively undeveloped as a market. As such it is difficult to ascertain or gauge the level of knowledge and confidence in the market or its size and growth potential. A lack of knowledge or information availability may impede or even prevent the uptake by businesses of social media management technology. Conversely large centrally controlled businesses who are aware of the need and options for managing a growing social media presence tend to adopt an internally developed capacity where all decisions and actions are made at head office. Manalto primarily targets multi location and/or multi brand organisations, such as franchise businesses, who have a fragmented social media presence and a desire for a level of local participation in decision making.

In a fast growing and dynamic market there is a risk that Manalto may not be able to establish a meaningful market share or position prior to its competitors. Just as it is important for Manalto to provide an efficient technical solution is the need to effectively market that solution to an emerging customer base before competitors take that ground. Manalto needs to employ effective direct and indirect marketing strategies to avoid the risk of having a potentially successful product which was beaten to the market by more successful marketing by its competitors.

7.2.5 Intellectual Property Risks

Although Manalto has applied for a provisional patent in respect of its social media management software a full patent application is yet to be filed and, once filed, there can be no assurance that it will be accepted without variation, or at all. Furthermore, the granting of intellectual property protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not seek to claim an interest in the intellectual property with a view to seeking a commercial benefit from Manalto. There is also a risk of competition in obtaining and sustaining protection of intellectual property, which given its complex nature, can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. Even if Manalto obtains protection of intellectual property through patents there is no certainty it would be notified of an infringement or that it would be in a financial position to pursue the necessary remedial action in the event of such a breach.

There can also be no assurance that employees, consultants or third parties will not breach confidentiality, infringe or misappropriate Manalto's intellectual property. Manalto seeks to mitigate the risk of unauthorised use of its intellectual property by limiting disclosure of sensitive material to particular employees, consultants, and others on a need to know basis. Where appropriate parties having potential access to such sensitive material will be required to provide written commitments as to confidentiality and ownership of intellectual property.

7.2.6 Funding Risks

In the event that the Company does not successfully raise the maximum subscription (\$6 million) under the Prospectus, the Company may not be able to execute all of the proposed expansion and operation plans for Manalto. In particular, the Company may need to significantly reduce planned expenditure on marketing and research and development of the Manalto social media management software. This may significantly impact the Company's ability to achieve its goals and may in turn impede the financial condition and rate of growth of the Company. Refer to Section 10.4 for details on the proposed use of funds raised under this Prospectus.

7.2.7 Currency Risk

The Company is raising funds under the Equity Offer in Australian dollars. In the short to medium term at least, it is expected that the primary customer market for Manalto software will be the USA. Therefore Manalto's expenditure and revenue will predominantly be received and made in US dollars. As a result, the Company may be adversely affected by fluctuations in the US dollar and Australian dollar exchange rates including risks on conversion of the proceeds of the Equity Offer to US dollars.

7.3 General Risks

7.3.1 Additional Requirements for Capital

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate revenue from its operations, the Company may require further financing in addition to amounts raised under the Equity Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

7.3.2 Litigation Risks

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. Neither the Company or Manalto is currently engaged in any litigation (refer Section 12.2).

7.3.3 Risk of High Volume of Sale of Securities in Company

If the Transaction is successfully completed, the Company will have issued a significant number of New Shares to various parties. Some of the Manalto Vendors and others that apply for New Shares as a result of the Transaction may not intend to continue to hold those Shares and may wish to sell them on ASX (subject to any applicable escrow period). There is a risk that an increase in the amount of people wanting to sell Shares may adversely impact on the market price of the Company's securities. There can be no assurance that there will be, or continue to be, an active market for Shares or that the price of Shares will increase.

7.3.4 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities. Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- ▶ general economic outlook;
- ▶ interest rates and inflation rates;
- ▶ currency fluctuations;
- ▶ changes in investor sentiment toward particular market sectors;
- ▶ the demand for, and supply of, capital; and
- ▶ terrorism or other hostilities.

7.3.5 Taxation

There may be tax implications arising from Applications for New Shares, the receipt of dividends both franked and unfranked (if any) from the Company, participation in any on-market buy-back and on the future disposal of Shares.

7.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or the Manalto business, or by investors in the Company. The above risk factors, and others not specifically referred to above, may materially affect the future financial performance of Company and the value of the securities offered under this Prospectus.

Therefore, the New Shares to be issued pursuant to this Prospectus, and any Shares issued on exercise of the Options, carry no guarantee with respect to the payment of dividends, returns of capital or market value. The Company does not expect to declare any dividends during the first two years following completion of the Transaction (see further Section 5.3).

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply New Shares or Options pursuant to this Prospectus.

KEY PEOPLE, INTERESTS AND BENEFITS

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8.1 Directors and Proposed Directors

Upon successful completion of the Transaction, the Board will be reconstituted.

The existing Directors of the Company, other than Trent Telford and Michael Quinert, are to resign. Resolutions for the election of the following nominees of Manalto (the Proposed Directors) are to be voted upon by Shareholders at the General Meeting:

- ▶ Anthony Owen;
- ▶ Joseph Miller;
- ▶ David Fletcher; and
- ▶ Kristian Blaszczynski.

The resolutions are subject to and take effect upon successful completion of the Transaction. The profiles of each of the Proposed Directors are provided below:

David Fletcher

Independent Director, Non-Executive Director (Proposed Chairman)

David has over 30 years' experience in finance, business development, improving operational efficiencies and commercial performance, as well as providing strategic direction in major Australian and international companies in the retail, fast-moving-consumer-goods and finance sectors. These companies include Coca-Cola Amatil, Westpac and Woolworths, as well as a number of smaller specialist retailers. David's commercial roles have included a number of CFO and Company Secretary roles in listed companies, as well as CFO roles in unlisted companies. He is currently a Director of StyleFocus, a specialist retail advisory practice. David is a qualified Chartered Accountant (CA), as well as a Graduate of the Australian Institute of Company Directors (GAICD).

Anthony Owen

*Executive Director
(Chief Executive Officer –Manalto)*

Anthony is the president and founder of Manalto and has over 20 years' experience in sales management across leading digital start-ups and media organisations, including OzEmail, Sensis, Groupon, Vividas and Softbank. Anthony has extensive experience across the media agency environment, direct-to-market sales, client management, social media platforms and e-commerce.

Joseph Miller

Non-Executive Director

Since 2003, Joseph has been a Managing Director at Europlay Capital Advisors, LLC and its subsidiaries (ECA). ECA is a Los Angeles-based boutique merchant bank and financial advisory firm that provides services and invests in companies in the technology, media, telecom, life sciences and consumer sectors. ECA's clients and investments include such notable companies as Skype, Rdio, KaZaa, Multigig, and Unicorn Media.

Joseph currently serves on the Boards of several companies including Unicorn Media, Covata Limited [ASX:CVT] and Noveda Technologies Inc. In the past, Joseph has served on the boards of Talon International, Multigig and has served on the Compensation and Audit Committees of Skype Global. Joseph holds a Bachelor's degree in Economics/Business from UCLA.

Kristian Blaszczynski

Non-Executive Director

Kristian is a Director and co-founder of Raven Capital Pty Ltd [AFSL: 426 369] (Raven). Kristian has over a decade of funds management, venture capital and corporate experience, acting as portfolio manager for a number of wholesale funds, charitable foundations and high net wealth individuals and families. He currently oversees the Raven's fund management business and has been instrumental in building the venture capital business with a primary focus on internet, media and telecommunication. Kristian is responsible for the origination, evaluation, and negotiation and due diligence of Raven's investment opportunities across the venture capital space. Kristian is a board member of a number of the firm's portfolio companies, including Noveda Technologies Inc. (New Jersey).

The profiles of the existing Directors who will remain on the Company's Board following completion of the Transaction are provided below:

Trent Telford

Non-Executive Director

Trent is a founder and director of several Australian based technology companies, including Covata Limited [ASX:CVT], a company he founded in Australia in 2007 that is now headquartered in the USA. Mr Telford brings over 15 years of experience in cross border capital raising and technology commercialisation. Mr Telford was also a Director of Manalto Inc. between December 2013 and October 2014.

Michael Quinert

Non-Executive Director

Michael graduated with degrees in economics and law from Monash University and has over 28 years' experience as a commercial lawyer, including three years with the ASX and over 20 years as a partner in a Melbourne law firm. He has extensive experience in assisting and advising public companies on capital raising and market compliance issues and has regularly advised publicly listed mining companies. Mr Quinert is also a principal of Halcyon Corporate Pty Ltd [AFSL : 416980] a boutique investment bank based in Melbourne and Chairman of West Wits Mining Limited [ASX:WWI].

8.2

Senior Management Team

Following successful completion of the Transaction, it is proposed that Anthony Owen will continue to act as Chief Executive Officer of Manalto.

Justyn Stedwell, is to be appointed as Company Secretary upon completion of the Transaction. Patrick Fong and Megan Owen are, and will remain respectively, as Chief Technical Officer and Chief Marketing Officer, of Manalto.

Mr Anthony Owen

Chief Executive Officer

Refer to section 8.1 above.

Mr Patrick Fong

Chief Technical Officer

Patrick has extensive experience in software development, with a focus on SaaS based products. Prior to joining Manalto Patrick was founder and Chief Technical Officer of SMS marketing start-up Concept Engine and Product Manager and Technical Lead at Global Data Company, a provider of online identity verification software. Patrick holds a Bachelor of Computing from the University of Tasmania with Honours.

Patrick is accountable for the strategic development of Manalto's software, products and services and the management of the technology, technical resource and software including the management of the Company's third-party technology suppliers.

Megan Owen

Chief Marketing Officer

Megan Owen has 20 years' experience in senior marketing and communication roles, spanning financial services, professional services and advertising with expertise in traditional and digital marketing, public relations, transformational change management and social media. Megan has worked with leading corporates both within Australia and across Asia Pacific, including ANZ, NAB, Deutsche Bank, AGL, AMP, Phillips Fox Lawyers and Ernst and Young. Megan holds a Masters Degree in Communication Management from the University of Technology, Sydney.

Justyn Stedwell

Proposed Company Secretary

Justyn Stedwell is a professional Company Secretary with eight years' experience as a Company Secretary of ASX listed companies within various industries including bio-technology, information technology, telecommunications, agriculture and mining and exploration. He has completed a Bachelor of Business & Commerce at Monash University, a Graduate Diploma of Accounting at Deakin University and a Graduate Diploma in Applied Corporate Governance at Chartered Secretaries Australia. Justyn is an employee of The CFO Solution who will be engaged to provide company secretarial services to the Company (refer to Section 12.1.3 for further details).

8.3

Interests of Advisers

The Company and Manalto have engaged the following advisers in relation to the Offers and/or the Transaction:

- ▶ Bell Potter Securities Limited ABN 25 006 390 772 [AFSL 243 480] (Bell Potter) and Gleneagle Securities (Aust.) Pty Ltd [AFSL 337 985] (Gleneagle Securities) have agreed to act as Joint Lead Managers to the Offer. The Company has agreed to pay Bell Potter and Gleneagle Securities capital raising and management fees in aggregate equal to 6% of funds raised by them under the Equity Offer (exclusive of any disbursements and GST). During the 24 months preceding lodgement of this Prospectus with ASIC, neither Bell Potter or Gleneagle Securities have received any fees from the Company for their services. Gleneagle Securities is to receive an issue of 750,000 Advisor Options in lieu of cash fees payable in respect of capital raising services provided to Manalto prior to the date of this Prospectus (refer Section 10.1.3). Gleneagle Securities will also receive corporate advisory and success fees payable in connection with the introduction, structuring and completion of the Transaction, totalling \$87,500 (excluding GST).
- ▶ LSAF Holdings Pty Ltd [ACN 124 123 271] (LSAF) will receive an issue of 750,000 Advisor Options in lieu of cash fees payable in respect of services provided to Manalto prior to the date of this Prospectus.
- ▶ Halcyon Corporate Pty Ltd [AFSL 416 980] (Halcyon Corporate) will receive an issue of 250,000 Advisor Options in lieu of cash fees payable in respect of capital raising services provided to Manalto prior to the date of this Prospectus (refer Section 10.1.3). Halcyon Corporate will also receive corporate advisory and success fees payable in connection with the introduction, structuring and completion of the Transaction, totalling \$87,500 (excluding GST). During the 24 months preceding lodgement of this Prospectus with ASIC, Halcyon Corporate has not received any fees from the Company for their services. Michael Quinert and Timothy Chapman, Directors of the Company, are each principals of Halcyon however neither, either individually or together, control Halcyon.

KEY PEOPLE, INTERESTS AND BENEFITS

- Nexia Melbourne Pty Ltd [ACN 386 983 833] (Nexia Melbourne) have acted as investigating accountant to the Company and has prepared the Independent Limited Assurance Report on Pro Forma Forecast Financial Information which is included in Section 6 of this Prospectus. The Company estimates it will pay Nexia Melbourne between \$12,000 to \$14,500 (excluding GST) for these services. It is also anticipated that Nexia Melbourne will be paid a further \$15,000 to \$17,500 (excluding GST) in relation to other services provided in relation to the Transaction (being work carried out to prepare the independent expert's report to be contained in the Company's notice of meeting through which approval of the Acquisition Resolutions will be sought). During the 24 months preceding lodgement of this Prospectus with ASIC, Nexia Melbourne has received fees from the Company totalling \$16,000 (excluding GST) for services including the preparation of the independent expert's report included in the Company's notice of general meeting dated 10 December 2013.
- Quinert Rodda and Associates Pty Ltd has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Quinert Rodda and Associates Pty Ltd \$100,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, Quinert Rodda and Associates Pty Ltd has received fees of approximately \$145,000 (excluding GST) from the Company for legal services. Michael Quinert, a Director of the Company, is a partner of Quinert Rodda & Associates Pty Ltd.

8.4 Directors' Interests and Remuneration

8.4.1 Directors' Interests in the Company

Immediately prior to completion of the Transaction, the existing Directors are expected to have direct and indirect interests in Shares and Options as set out in the table below (on a post-Consolidation basis):

Existing Directors Relevant Interests – Pre-Transaction

Name	Shares		% Interest	Options
	Direct	Indirect		
Michael Quinert	Nil	140,000	2.52%	Nil
Trent Telford	Nil	501,340	9.02%	Nil
Tim Chapman	Nil	140,000	2.52%	Nil
Richard Revelins	Nil	233,340	4.20%	Nil

*None of the Proposed Directors have a current relevant interest in Shares.



Following the successful completion of the Transaction, the existing Directors and Proposed Directors will have direct and indirect interests in Shares and options as set out in the table below:

Existing Directors Interests – Post Transaction					
Name	Shares		% Interest		Options (direct and indirect)
	Direct	Indirect	\$3 million Capital Raising	\$6 million Capital Raising	
Michael Quinert	Nil	140,000	0.16%	0.14%	250,000*
Trent Telford [^]	Nil	2,618,191	3.15%	2.67%	Nil
Tim Chapman	Nil	140,000	0.16%	0.14%	250,000*
Richard Revelins	Nil	233,340	0.28%	0.23%	Nil

Proposed Directors Interests – Post Transaction					
Anthony Owen*	5,905,193	864,347	8.15%	6.90%	4,550,000
David Fletcher	Nil	508,901	0.61%	0.52%	Nil
Joseph Miller	Nil	12,412,841 [#]	14.95%	12.66%	Nil
Kristian Blaszczyński	Nil	685,499	0.82%	0.70%	Nil

Key Management Relevant – Post Transaction					
Patrick Fong (Chief Technical Officer)	373,909	Nil	0.45%	0.38%	1,000,000
Justyn Stedwell (Company Secretary)	Nil	Nil	0%	0%	Nil
Megan Owen* (Chief Marketing Officer)	864,347	5,905,193	8.15%	6.90%	4,550,000

[^] Trent Telford, a Director of the Company, is also a Manalto Vendor, and will receive an issue of 2,116,851 New Shares as consideration for the transfer of his equity interests in Manalto. Mr Telford currently holds 501,340 (post-consolidation) Shares.

* Anthony Owen's holdings above include relevant interest in New Shares and Management Options to be held by Megan Owen, and vice versa.

[#] Joseph Miller holds an indirect interest in shares held by ECA Ventures LLC, as a result of a share interest, but does not control ECA Ventures LLC.

** Michael Quinert and Timothy Chapman are each principals of Halcyon Corporate Pty Ltd, which acts as an advisor to the Company and will receive fees in connection with the Transaction (refer to Section 8.4). Halcyon Corporate Pty Ltd is to receive an issue of 250,000 Advisor Options under the Advisor Option Offer (refer Section 10.1.3). Neither Michael nor Timothy, individually or together, control Halcyon Corporate Pty Ltd.

+ The existing Directors will each seek shareholder approval at General Meeting to participate in the Equity Offer for up to \$40,000 (200,000 New Shares) in the case of Michael Quinert, Trent Telford and Richard Revelins and \$20,000 (100,000 New Shares) in the case of Timothy Chapman. The existing Directors interests in the Company will increase if, and to the extent, that they participate in the Equity Offer (subject to approval being obtained).

8.4.2 Directors' Remuneration

On completion of the Transaction, Anthony Owen will continue to act as Chief Executive Officer of Manalto and be appointed as an Executive Director of the Company. Anthony will receive a salary of US\$190,000 per annum. Manalto has agreed to make a one-off payment of \$250,000 to Anthony as remuneration and reimbursement of expenses incurred in connection with the relocation of Anthony and his family to the USA in late-2013. This obligation will be assumed by the Company as part of the Transaction and payment of this sum will be made from funds raised under this Prospectus.

The Company's Constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by resolution passed by shareholders at a general meeting. The aggregate annual remuneration for Non-Executive Directors is no more than \$240,000. On completion of the Transaction it is proposed that each Non-Executive Director will receive remuneration of \$15,000 per annum.

The only existing Director who has received any remuneration in the past two financial years is Trent Telford who has received the aggregate sum of \$36,249.

As noted in the Company's 2014 Annual Report, the current Directors deferred their claims to accrued and unpaid fees until the Transaction completes. Upon completion of the Transaction the current Directors have agreed to accept the aggregate sum of \$100,000 in full and final satisfaction of their claims to accrued and unpaid directors' fees.

9.1 ASX Corporate Governance Council Principles and Recommendations

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity commensurate with Company's needs.

The Board seeks, where appropriate, to provide accountability levels that meet or exceed the ASX Corporate Governance Council's Principles and Recommendations. Section 9.2 contains a table setting out information in respect of the Company's compliance with The Corporate Governance Principles and Recommendations (3rd Edition) as published by ASX Corporate Governance Council on 27 March 2014 (Recommendations). The Recommendations replace and update the prior version of the corporate governance recommendations published by the ASX Corporate Governance Council. The Company anticipates that its corporate governance policies will be reviewed and amended following completion of the Transaction to take into account changes to the Company's activities and Board structure. Its corporate governance policies would also be reviewed and where necessary updated and amended to address the revised Recommendations at the same time.

Details on the Company's corporate governance procedures, policies and practices can be obtained from the Company website at www.htx.net.au.

Board of Directors

The Board is responsible for corporate governance of the Company. The Board is responsible for the following matters:

- ▶ ensuring the Company's conduct and activities are ethical and carried out for the benefit of its stakeholders;
- ▶ development of corporate strategy, implementation of business plans and performance objectives;
- ▶ reviewing, ratifying and monitoring systems of risk management, codes of conduct, internal control systems and legal and regulatory compliance;
- ▶ the appointment of the Company's Corporate Manager, Chief Executive Officer (or equivalent), Chief Financial Officer, Company Secretary and other senior executives;
- ▶ monitoring senior executives' performance and implementation of strategy;
- ▶ determining appropriate remuneration policies;
- ▶ allocating resources and ensuring appropriate resources are available to management;
- ▶ approving and monitoring the budgets, progress of major capital expenditure, capital management and acquisitions and divestitures; and
- ▶ approving and monitoring financial and other reporting.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

Composition of the Board

Election of Board members is substantially the province of the shareholders in a general meeting. However, subject thereto, the Company is committed to the following principles:

- ▶ the Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business; and
- ▶ the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

The Company believes it is not of a size to justify having a nomination committee. If any vacancies arise on the Board, all Directors will be involved in the search and recruitment of a replacement. The Board believes corporate performance is enhanced when it has an appropriate mix of skills and experience. Any director appointed during the year to fill a casual vacancy or as an addition to the current Board, holds office until the next annual general meeting and is then eligible for re-election by the shareholders.



Identification and Management of Risk

The Company believes it is not of a size to justify having a separate audit and risk management committee. Upon completion of the Transaction, the entire Board (being the Proposed Directors together with Mr Michael Quinert and Mr Trent Telford) will take over the role of the corporate manager and be responsible for the design, implementation and progress of the risk management policies and internal control systems.

Ethical Standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

Independent Professional Advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

Remuneration Arrangements

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director.

The aggregate remuneration for Non-Executive Directors is set at \$240,000 per annum.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Trading Policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel. The policy generally provides that written notification to the Company Secretary must be obtained prior to trading.

External Audit

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

Audit Committee

The Company believes it is not of a size to justify having a separate audit and risk management committee. All Directors share responsibility for ensuring the integrity of the Company's financial reporting and appropriate Board processes must be implemented to perform the following audit functions:

- ▶ reviewing the overall conduct of the external audit process, including the independence of all parties to the process;
- ▶ reviewing the performance of external auditors;
- ▶ considering the reappointment and proposed fees of the external auditor;
- ▶ where appropriate, seeking tenders for the audit and where a change of external auditor is recommended, arrange submissions to the shareholders for shareholder approval;
- ▶ reviewing the quality and accuracy of all published reports; and
- ▶ reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures.

Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

9.2 Departures from Recommendations

Following re-admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report. The Company's corporate governance statement is set out below.

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the chair and management; and includes a description of those matters expressly reserved to the Board and those delegated to management.</p>	Yes	<p>The Company has adopted a Corporate Governance Charter.</p> <p>The Corporate Governance Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Director's access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Corporate Governance Charter is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> ▶ undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and ▶ provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Yes	<p>The Company's Corporate Governance Charter has detailed guidelines for the appointment and selection of the Board which requires the undertaking of appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director.</p> <p>Whilst at this stage it is not practical for the Company to establish a Nomination Committee (due to the nature of the Company's current and proposed business structure, financial capacity and objectives) all Directors will be involved in the search and recruitment for new or replacement members of the Board. This process would include undertaking appropriate checks before appointing a person, or putting forward to security holders a person for election, as a Director.</p> <p>All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which resolutions to elect or re-elect a Director will be voted on.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>All Directors and senior executives have written agreements with the Company which set out the terms of that Director's appointment.</p> <p>Please see Recommendation 1.2 in relation to the establishment of a Nomination Committee.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>	Yes	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.5 A listed entity should:</p> <ul style="list-style-type: none"> ▶ have a diversity policy which includes requirements for the Board: <ul style="list-style-type: none"> i] to set measurable objectives for achieving gender diversity; and ii] to assess annually both the objectives and the entity's progress in achieving them; ▶ disclose that policy or a summary of it; and ▶ disclose as at the end of each reporting period: <ul style="list-style-type: none"> i] the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and ii] either: <ul style="list-style-type: none"> a] the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or b] the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012. 	Partially	<p>The Company has adopted policies on diversity which are contained in the Corporate Governance Charter.</p> <p>Whilst the Company's policies on diversity provide a framework for the Company to achieve a list of measurable objectives that encompass gender equality, it does not propose to establish measurable gender diversity objectives in the foreseeable future as:</p> <ul style="list-style-type: none"> ▶ the Company's senior management team are experienced and stable and we do not intend to make changes in the near future; and ▶ the Company is strongly committed to making all selection decisions on the basis of merit and the setting of specific objectives for the quantum of males/females at any level would potentially influence decision making to the detriment of the business. <p>The Company's diversity policies provide for the monitoring and evaluation of the scope and currency of the diversity policies.</p> <p>The Company's policies on diversity are contained in the Corporate Governance Charter which is available on the company website.</p> <p>The Company does not propose to establish measurable gender diversity objectives at this stage. See above.</p>
<p>Recommendation 1.6 A listed entity should:</p> <ul style="list-style-type: none"> ▶ have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and ▶ disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>The Chairman and/or Corporate Manager are responsible for evaluating the performance of the Board, its committees and individual directors on an annual basis. They may do so with the aid of an independent advisor. Please see explanation at Recommendation 1.2 in relation to the convening of a Nomination Committee.</p> <p>Details of the performance evaluations conducted will be provided in the Company's Annual Reports.</p>
<p>Recommendation 1.7 A listed entity should:</p> <ul style="list-style-type: none"> ▶ have and disclose a process for periodically evaluating the performance of its senior executives; and ▶ disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Yes	<p>At this stage, it is not practical for the Company to establish a Remuneration Committee due to the nature of the Company's current and proposed business structure, financial capacity and objectives.</p> <p>A statement as to whether a performance evaluation was conducted in the relevant reporting period will be disclosed annually in the Company's Annual Report.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 2: Structure the Board to add value		
<p>Recommendation 2.1 The Board of a listed entity should:</p> <ul style="list-style-type: none"> ▶ have a nomination committee which: <ul style="list-style-type: none"> i] has at least three members, a majority of whom are Independent Directors; and ii] is chaired by an Independent Director, and disclose: <ul style="list-style-type: none"> iii] the charter of the committee; iv] the members of the committee; and v] as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or ▶ if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively. 	Partially	<p>The Company does not currently have a Nomination Committee, see Recommendation 1.2 for further details in relation to the Nomination Committee.</p> <p>If a Nomination Committee is established in the future a nomination charter will be adopted as part of the Company's Corporate Governance Policies. Should a committee be established, details of the members of each Committee will be provided in the Annual Report.</p>
<p>Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	Yes	Full details as to each director and senior executive's relevant skills and experience are set out in this Prospectus and will be published in the Annual Report.
<p>Recommendation 2.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> ▶ the names of the directors considered by the Board to be Independent Directors; ▶ if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and ▶ the length of service of each director. 	Yes	<p>The Corporate Governance Charter provides for the disclosure of the names of Directors considered by the Board to be independent. Upon completion of the Transaction, the Chair of the Company, David Fletcher, will be the only independent director.</p> <p>The Corporate Governance Charter requires Directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the Board in light of the interests disclosed by Directors. Details of the Directors interests, positions associations and relationships is provided in this Prospectus and in future Annual Reports.</p> <p>The length of service of each Director will be provided in future annual reports.</p>
<p>Recommendation 2.4 A majority of the Board of a listed entity should be Independent Directors.</p>	No	Upon completion of the Transaction, David Fletcher will be considered independent. The Company will reconsider its position in relation to the new appointments in the future and make any appointment it deems necessary.
<p>Recommendation 2.5 The chair of the Board of a listed entity should be an Independent Director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	The Corporate Governance Charter provides that where practical, the Chairman of the Board will be an independent Non-Executive Director. Upon completion of the Transaction, the Chairman will be David Fletcher, who is independent.
<p>Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	Partially	The Company is committed to procuring appropriate professional development opportunities for Directors so that they may develop and maintain the skills and knowledge needed to perform their role as Directors effectively, whether this be by way of informal program or otherwise. The Company intends to amend its Corporate Governance Charter to explicitly reflect this commitment.

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 3: Act ethically and responsibly		
<p>Recommendation 3.1 A listed entity should:</p> <ul style="list-style-type: none"> ▶ have a code of conduct for its directors, senior executives and employees; and ▶ disclose that code or a summary of it. 	Yes	The Corporate Code of Conduct applies to the Company's directors, senior executives and employees. The Company's Corporate Code of Conduct is available on the Company's website and forms part of the Corporate Governance Charter.
Principle 4: Safeguard integrity in corporate reporting		
<p>Recommendation 4.1 The Board of a listed entity should:</p> <ul style="list-style-type: none"> ▶ have an audit committee which: <ul style="list-style-type: none"> i] has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and ii] is chaired by an Independent Director, who is not the chair of the Board, and disclose: <ul style="list-style-type: none"> iii] the Charter of the Committee; iv] the relevant qualifications and experience of the members of the committee; and v] in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or ▶ if it does not have an Audit Committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. 	Partially	<p>At this stage, it is not practical for the Company to establish an Audit and Risk Committee due to the nature of the Company's current and proposed business structure, financial capacity and objectives.</p> <p>Whilst the Company doesn't have an audit committee, it will follow the Audit and Risk Management policies set out in the Corporate Governance Charter where possible and is confident that this will independently verify and safeguard the integrity of its financial reporting.</p> <p>The Company's Audit and Risk Management policies form part of the Corporate Governance Charter which is available on the Company website.</p> <p>Details of the qualifications and experience of Directors will be provided in the Company's Annual Reports. Should an Audit and Risk Committee be established, details of the meetings will be provided in the Company's Annual Report.</p>
<p>Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Partially	<p>Before the Board approves the entity's financial statements for a financial period, the CEO and CFO (or such appropriate person) shall declare that in their opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity.</p> <p>See explanation of Recommendation 4.1 in relation to the Audit and Risk Committee.</p>
<p>Recommendation 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	The Company will make arrangements for its external auditor to attend its AGM (as required by the Corporations Act) to answer questions from security holders relevant to the audit.
Principle 5: Make timely and balanced disclosure		
<p>Recommendation 5.1 A listed entity should:</p> <ul style="list-style-type: none"> ▶ have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and ▶ disclose that policy or a summary of it. 	Yes	The Corporate Governance Charter provides details of the Company's disclosure policy. The Corporate Governance Charter incorporating the Company's disclosure policy is available on the Company's website.

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 6: Respect the rights of security holders		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	Information about the Company and its governance is available in the Corporate Governance Charter which can be found on the Company's website.
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	The Company has adopted shareholder communications policies which are set out in its Corporate Governance Charter which aim to promote and facilitate effective two-way communication with investors. The policies outlines a range of ways in which information is communicated to shareholders.
<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Yes	<p>The shareholder communication policies which are set out in the Corporate Governance Charter state that as a part of the Company's developing investor relations program, Shareholders are to be provided with information updates upon request by email. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders are encouraged to participate at all EGMs and AGMs of the Company. The Company's Corporate Governance Charter requires to Board to, where possible, seek to improve shareholder participation through the design and content of its notices and the conduct of meetings.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>Following completion of the Transaction security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX.</p> <p>Shareholders queries should be referred to the Company Secretary at first instance.</p>
Principle 7: Recognise and manage risk		
<p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> ▶ have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> i] has at least three members, a majority of whom are independent directors; and ii] is chaired by an independent director, and disclose: <ul style="list-style-type: none"> iii] the charter of the committee; iv] the members of the committee; and v] as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or ▶ if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework. 	Partially	<p>The Board is charged with the responsibility of determining the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies.</p> <p>Whilst the Company doesn't have an audit committee, it will follow the audit and risk policies where possible and is confident that this will independently verify and safeguard the integrity of its financial reports. A copy of the audit and risk policies forms part of the Company's Corporate Governance Charter is available on the Company's website.</p>
<p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> ▶ review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the Board; and ▶ disclose in relation to each reporting period, whether such a review has taken place. 	Yes	<p>The Company process for risk management and internal compliance includes a requirement to identify and measure risk, formulate risk management strategies and monitor the performance of risk management systems. The Corporate Governance Charter details the Company's disclosure requirements with respect to the risk management review procedure and internal compliance and controls.</p> <p>Details of any meetings of the audit and risk committee (should one be established) or the Board will be provided in the Company's Annual Reports.</p>

Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 7: Recognise and manage risk		
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> ▶ if it has an internal audit function, how the function is structured and what role it performs; or ▶ if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	Yes	<p>The audit and risk management policies provides for the internal audit function of the Company. The Corporate Governance Charter outlines the monitoring, review and assessment of a range of internal audit functions and procedures.</p> <p>As the Company does not have an audit and risk committee at this stage, it does not have an internal audit function. Whilst the Company does not have an Audit and Risk Committee, it will follow the audit and risk management policies set out in its Corporate Governance Charter and is confident that this will independently verify and safeguard the integrity of its financial reports.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether, it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The audit and risk management policies set out in the Corporate Governance Charter detail the Company's risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate). Review of the Company's risk management framework is conducted at least annually.</p>
Principle 8: Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <ul style="list-style-type: none"> ▶ have a remuneration committee which: <ul style="list-style-type: none"> i] has at least three members, a majority of whom are independent directors; and ii] is chaired by an independent director, and disclose: <ul style="list-style-type: none"> iii] the charter of the committee; iv] the members of the committee; and v] as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or ▶ if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	Partially	<p>See Recommendation 1.7 in relation to the Remuneration Committee.</p> <p>The Company will reconsider its position in relation to the new appointments in the future and make any appointment it deems necessary.</p> <p>Whilst the Company doesn't have a remuneration committee, it will follow the remuneration policies set out in its Corporate Governance Charter where possible and is confident that this process will ensure that the remuneration for Directors and senior executives is not excessive.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of executive directors and other senior executives and ensure that the different roles and responsibilities of Non-Executive Directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.</p>	Yes	<p>See Recommendation 1.7 in relation to the Remuneration Committee.</p> <p>The remuneration policies set out in the Corporate Governance Charter disclose the Company's policies and practices regarding the remuneration of non-executive, executive and other senior executives.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> ▶ have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and ▶ disclose that policy or a summary of it. 	Yes	<p>The Corporate Governance Charter includes a policy on whether participants in the scheme are permitted to enter into transactions which limit the economic risk of participating in the scheme. A copy of the policy will be set out on the Company's website.</p>

DETAILS OF THE OFFER

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10.1 The Offers

10.1.1 Equity Offer

This Prospectus invites investors to apply for up to 30,000,000 New Shares at an issue price of \$0.20 per New Share to raise \$6,000,000 with a minimum subscription of \$3,000,000 (a minimum of 15,000,000 New Shares). The Equity Offer of New Shares to investors under this Prospectus consists of:

- ▶ the Priority Offer exclusively to eligible Healthlinx shareholders (being persons who are shareholders of Healthlinx Limited at midnight before the lodgement of this Prospectus, and who are in Australia or otherwise capable of accepting the Equity Offer);
- ▶ the Broker Firm Offer to retail investors who have received a firm allocation of New Shares from their broker and who are eligible to participate in the Equity Offer; and
- ▶ a General Offer, which is available to all eligible investors.

Details of how to apply for New Shares under the Equity Offer are set out in Section 11.

10.1.2 Vendor Offer

The Prospectus contains an offer of 62,500,000 New Shares to the Manalto Vendors, which are to be issued in consideration of the Company's acquisition of all of the equity interest of Manalto. No funds will be raised through the Vendor Offer.

10.1.3 Advisor Option Offer

This Prospectus contains an offer of 2,250,000 Advisor Options to advisors of Manalto in the following proportions:

- ▶ 750,000 Advisor Options to Gleneagle Securities to be issued in lieu of capital raising fees payable in respect of funds raised on behalf of Manalto in, or about, November 2014;
- ▶ 750,000 Advisor Options to LSAF Holdings Pty Ltd to be issued in lieu of services provided to Manalto in, or about, November 2014;
- ▶ 500,000 Advisor Options to Chris Adams to be issued in lieu of fees payable in connection with advisory services to be provided in connection with the Capital Raising; and

- ▶ 250,000 Advisor Options to be issued to Halcyon Corporate in lieu of capital raising fees payable in respect of funds raised on behalf of Manalto in, or about, November 2014.

No funds will be raised through the Advisor Option Offer. Details of the interest of advisors to the Company, including Gleneagle Securities, LSAF Holdings Pty Ltd and Halcyon Corporate Pty Ltd, are set out in Section 8.4. The terms of the Advisor Options are set out in Section 12.4.1 of this Prospectus.

10.1.4 Management Option Offer

This Prospectus contains an offer 8,000,000 Management Options to key employees and management of Manalto as an equity based incentive for their past and ongoing service to Manalto. The Management Options will be issued as follows:

Person	Number of Management Options
Anthony Owen <i>CEO</i>	3,100,000
Patrick Fong <i>CTO</i>	1,000,000
Megan Owen <i>CMO</i>	1,450,000
Michael Pritchard <i>Lead Engineer</i>	1,000,000
Jack Monson <i>Head of Strategic Accounts</i>	1,000,000
Michael Bolyard <i>Director of Sales</i>	450,000
Total	8,000,000

No funds will be raised through the Management Option Offer. The terms of the Management Options are set out in Section 12.4.2 of this Prospectus.

10.1.5 New Shares

All New Shares issued pursuant to this Prospectus will be issued as fully paid ordinary shares and will rank equally in all respects with the ordinary shares already on issue. The rights attaching to the shares are outlined in the Company's constitution and summarised in Section 12.3 of this Prospectus.



10.2 Conditions of the Offers

Completion of the Offers is conditional upon:

- ▶ Shareholder approval of all Acquisition Resolutions (other than the resolutions relating to the change of the Company's name and existing Director participation in the Equity Offer) at the General Meeting (see Section 2.2);
- ▶ the Equity Offer raising at least the minimum subscription of \$3,000,000;
- ▶ the Company completing its acquisition of all of the issued share capital of Manalto from the Manalto Vendors; and
- ▶ ASX confirming that it will re-admit the Company to the Official List and terminate the suspension from Official Quotation of Shares, subject to such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules.

In the event that the conditions above are not satisfied, the Offers will not proceed and no New Shares, Advisor Options or Management Options will be issued pursuant to this Prospectus. If this occurs, applicants will be reimbursed their application monies (without interest).

10.3 Purpose of this Prospectus and the Offers

This Prospectus has been issued to:

- ▶ assist the Company to meet the re-admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules (e.g. Shareholder spread) and to qualify the New Shares issued to the Manalto Vendors under the Vendor Offer for secondary trading (subject to any escrow arrangements imposed by ASX); and
- ▶ to remove the need for an additional disclosure document to be issued upon the sale or exercise of the Advisor Options or the Management Options (including Shares that may be issued on exercise of the Advisor Options or the Management Options) issued under this Prospectus.

The purpose of the Equity Offer under this Prospectus is to enable the Company to raise funds for the expansion of its business operations by employing additional personnel and acceleration of its distribution and marketing efforts.

Funds will also be allocated to the ongoing development of Manalto's social media management software. The Company is intending to apply the funds raised under the Equity Offer in the manner detailed in the Section 10.4 below. The Board believes that the funds raised from the Equity Offer, will provide the Company with sufficient working capital at anticipated expenditure levels to achieve the objectives as shown in the table in that Section.

10.4 Use of Proceeds

The Company intends to apply funds raised from the Equity Offer, in the next two years following re-admission to the Official List of the ASX as follows:

Maximum Subscription \$6 Million Raised			
	Year 1	Year 2	Total
Costs of Offer (as per section 12.8)	\$734,500	Nil	\$734,500
Research and Development Staff (including Customer Support Staff)	\$720,000	\$720,000	\$1,440,000
Sales and Marketing Staff (including fees of CEO)	\$1,267,750	\$1,267,750	\$2,535,500
General and Administration (see table below for breakdown)	\$804,000	\$486,000	\$1,290,000
Total	\$3,526,250	\$2,473,750	\$6,000,000

In the event that the Company does not successfully raise the maximum subscription (\$6 million) under the Prospectus, the Company may not be able to execute all of the proposed expansion and operation plans for Manalto. In particular, the Company may need to significantly reduce planned expenditure on marketing and research and development of the Manalto social media management software, as shown above (refer section 7.2.6). The intended application of funds from the Equity Offer if only the minimum subscription of \$3 million is received is set out below:

Minimum Subscription \$3 Million Raised			
	Year 1	Year 2	Total
Costs of Offer (as per section 12.8)	\$550,000	Nil	\$550,000
Research and Development Staff (including Customer Support Staff)	\$250,000	\$250,000	\$500,000
Sales and Marketing Staff (including fees of CEO)	\$330,000	\$330,000	\$660,000
General and Administration (see table below for breakdown)	\$804,000	\$486,000	\$1,290,000
Total	\$1,934,000	\$1,066,000	\$3,000,000

The estimate of expenditure set out in the tables above based on budgets provided by Manalto. The actual level and break-up of expenditure may change on an ongoing basis depending on factors which may include changes in market conditions, the development of new or existing opportunities and other factors (including the risk factors set out in Section 7).

As noted in Section 5.2, the Directors believe that they do not have a reasonable basis to forecast future earnings or revenue. As such, the estimates of expenditure above do not include any forecasts for revenue. Any revenue achieved by the Company will be applied to enhance the operating and staffing needs of the Company with a particular focus, in the first instance, on expanding the sales and marketing staff of Manalto.

DETAILS OF THE OFFER

The tables above are a statement of current intentions as of the date of lodgement of this Prospectus with ASIC. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Breakdown of Budgeted General and Administration Costs			
	Year 1	Year 2	Total
Non-Executive Directors fees	\$175,000	\$75,000	\$250,000
Provision for relocation costs of Anthony Owen (refer Section 8.4.2)	\$250,000	Nil	\$250,000
Legal, accounting, secretarial and audit fees	\$125,000	\$125,000	\$250,000
Office rental	\$60,000	\$65,000	\$125,000
Licence fees	\$35,000	\$39,000	\$74,000
Insurance and provision for regulatory fees and costs	\$120,000	\$130,000	\$250,000
General and miscellaneous administration and operating costs	\$39,000	\$52,000	\$91,000
Total	\$804,000	\$486,000	\$1,290,000

10.5 Capital Structure

As at the date of this Prospectus, the Company has 27,771,254 Shares on issue (on a pre-Consolidation basis). As part of the Transaction, the Company will undertake a consolidation of capital on the basis that every 5 existing Shares will be consolidated to 1 Share (with fractional entitlements rounded up). The expected capital structure of the Company following completion of the Offers, is summarised below (the capital structure is presented on a post-Consolidation basis).

Shares	\$3 million	\$6 million
Existing HTX Shares (post-Consolidation)	5,554,250 (6.69%)	5,554,250 (5.67%)
New Shares issued to Manalto Vendors under Vendor Offer	62,500,000 (75.25%)	62,500,000 (63.74%)
New Shares issued to investors under Equity Offer	15,000,000 (18.06%)	30,000,000 (30.59%)
Total Shares following Transaction	83,054,250	98,054,250

Options		
	Number	Terms
Existing HTX Options	15,357	Various [^]
Advisor Options	2,250,000	Exercisable at \$0.25, expiring 3 years from the issue date (further details regarding the terms of the Advisor Options are set out in Section 12.4.1).
Management Options	8,000,000	Exercisable at \$0.25, expiring 5 years from the issue date (further details regarding the terms of the Management Options are set out in Section 12.4.2).
Total options following Transaction	10,265,357	

[^] The Company has 15,357 unlisted options on issue all of which, given their various exercises prices ranging between \$7.50 and \$148.25, are not expected to be exercised and therefore not expected to have a material impact on the capital structure of the Company All but 10,000 of these options will expire on, or before, 12 June 2015.

10.6 Minimum Subscription – Equity Offer

The minimum subscription for the Equity Offer of New Shares to investors is \$3,000,000. No New Shares will be issued pursuant to the Equity Offer made under this Prospectus until the minimum subscription is reached. Should the minimum subscription not be reached, all application monies will be dealt with in accordance with the Corporations Act.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

10.7 Proceeds of the Equity Offer

After costs of the Equity Offer, the net proceeds are estimated to be \$2,450,000 upon raising the minimum subscription of \$3,000,000 and \$5,265,500 upon raising the maximum subscription of \$6,000,000. Full details of the costs of the Offers are set out in Section 12.8.

HOW TO APPLY FOR NEW SHARES

11

11.1 Applying under the Equity Offer

Applications for New Shares under the Equity Offer must be made either:

- ▶ by accepting the Priority Offer by returning the personalised Priority Offer Acceptance Form which will be sent to eligible Healthlinx shareholders with a copy of this Prospectus together with payment of the application amount prior to the close of the Equity Offer. The personalised Priority Offer Acceptance Form can also be used to apply for additional New Shares;
- ▶ pursuant to the Broker Firm Offer if you have received a firm allocation of New Shares from your broker and you are eligible to participate in the Equity Offer; or
- ▶ in respect of the General Offer, by returning a General Application Form to the Company's Share Registry together with payment of the application amount prior to the close of the Equity Offer.

Further details in respect of each method of applying for New Shares under the Equity Offer are set out below.

Applications for New Shares under the Equity Offer must be for a minimum of 10,000 New Shares (\$2,000) and thereafter in multiples of 2,500 New Shares. Payment for New Shares must be made in full at the issue price of \$0.20 per Share:

- ▶ when accepting the Priority Offer or applying for New Shares under the General Offer; or
- ▶ in accordance with your broker's instructions in the case of the Broker Firm Offer.

The allocation of New Shares between the Broker Firm Offer and General Offer will be determined by the Company at its discretion in consultation with the Joint Lead Managers.

11.1.1 Priority Offer – Eligible Healthlinx Shareholders

Under the Priority Offer, eligible Healthlinx shareholders will be guaranteed an allocation of 10,000 New Shares if they submit a valid Application with payment of the application amount for 10,000 New Shares. Eligible Healthlinx shareholders may also apply and pay for additional

New Shares above the Priority Offer of 10,000 New Shares, but will not be guaranteed an allocation of the additional New Shares. Acceptance for fewer than 10,000 New Shares, and applications for additional New Shares above 10,000 New Shares will be treated as applications under the General Offer and may be allocated under the General Offer at the discretion of the Directors in consultation with the Joint Lead Managers.

Applications for New Shares by Healthlinx shareholders who wish to apply for New Shares under the Priority Offer will only be accepted on the personalised Priority Offer Acceptance Form which will accompany a copy of this Prospectus.

Completed personalised Priority Offer Acceptance Forms and payment of the application amount should be sent to:

*Computershare
Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001*

In the event that a Healthlinx shareholder applies for New Shares under the Priority Offer and is ineligible to participate, such application will be treated as if made under the General Offer.

11.1.2 Broker Firm Offer

If you have received a firm allocation of New Shares from your broker, you will be treated as a Broker Firm Offer Applicant in respect of that allocation if you apply using a personalised Broker Firm Offer Application Form.

You should contact your broker to determine whether you can receive an allocation of New Shares from them under the Broker Firm Offer.

If you have received an allocation of New Shares from your broker under the Broker Firm Offer and wish to apply for those New Shares, you should contact your broker for information about how to submit your Broker Firm Offer Application Form and for payment instructions.

Applicants under the Broker Firm Offer must lodge their personalised Broker Firm Offer Application Form and application monies with the relevant broker in accordance with the relevant broker's directions in order to receive their firm allocation.



If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Broker Firm Offer Application Form with the broker from whom you received your firm allocation. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your broker and the instructions set out on the reverse of the Broker Firm Offer Application Form.

Applicants under the Broker Firm Offer must not send their Broker Firm Offer Application Forms or payment to the Share Registry.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your broker in connection with your application.

The Company in consultation with the Joint Lead Managers reserve the right to reject any application which is submitted by a person who they believe is ineligible to participate in the Broker Firm Offer.

Payment Methods

Applicants under the Broker Firm Offer must pay the application amount for the New Shares applied for under the Broker Firm Offer to their broker in accordance with instructions provided by that broker.

Allocation Policy under the Broker Firm Offer

New Shares that have been allocated to brokers for allocation to their Australian resident retail clients will be issued to the applicants nominated by those brokers. It will be a matter for each broker as to how they allocate firm New Shares among their retail clients, and they (and not the Company or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant New Shares.

11.1.3 Equity Offer – General Offer

Applications under the Equity Offer (other than by eligible Healthlinx Shareholders using the personalised Priority Offer Acceptance Form) may be made, and will only be accepted, in one of the following forms:

- on the General Application Form attached to or accompanying this Prospectus; or

- on a paper copy of the relevant electronic General Application Form which accompanied an electronic version of this Prospectus, which can be found at and downloaded from www.htx.net.au.

Instructions for completing and lodging General Application Forms and paying the application amount are set out in the General Application Form. Unless you have made arrangements with your broker or a Joint Lead Manager, the completed General Application Form and payment should be sent to:

*Computershare
Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001*

Payments are to be made in Australian currency by a cheque drawn on an Australian branch of an Australian bank. Do not send cash.

11.1.4 Acceptance of the Equity Offer generally

It is your responsibility to ensure that application and acceptance forms and payment are mailed in time to allow for delivery before the Closing Date. It is also your responsibility to ensure sufficient funds are available upon presentation of cheques and/or for DvP settlement, as applicable. If returning your acceptance or application to your broker please allow sufficient time for your broker to receive and process your acceptance, application or bid. The Company, the Joint Lead Managers and the share registry take no responsibility for lost or delayed mail, or misprocessed acceptances and payments, or errors or delays by brokers. The Company, in consultation with the Joint Lead Managers may, but is not obliged to, accept late applications and acceptances.

To the extent permitted by law, an acceptance or application under the Equity Offer is irrevocable. If the amount received as application amount is less than the amount payable for the New Shares accepted or applied for, the Company may (but is not obliged to) treat the acceptance or application as being for the number of New Shares represented by the amount received and issue fewer New Shares than were applied for. The Company, in consultation with the Joint Lead Managers, may correct or fill in any application or acceptance form and/or treat as valid and give effect

to an application or acceptance form notwithstanding any error or that any information is incomplete.

The Company, in consultation with the Joint Lead Managers, may reject or not accept an application in part or in whole or to allocate fewer New Shares than applied for. If acceptances and applications in excess of the maximum subscription amount of \$6 million are received, the Board reserves the right not to accept (in whole or in part) or to scale back applications at its discretion in consultation with the Joint Lead Managers. However valid Priority Offer acceptances will not be rejected or scaled back (provided that applications for New Shares in addition to the priority entitlement may be rejected in part or in whole, or scaled back). If an application is rejected or not accepted in whole or in part or is scaled back, the relevant amount will be refunded to the applicant as soon as practicable after completion of the Equity Offer without interest.

11.2 Applying under the Vendor Offer

The Vendor Offer of New Shares is made solely to and only capable of acceptance by the Manalto Vendors. Applications will be deemed to have been made by the Manalto Vendors under the Vendor Offer under acquisition agreements which are expected to be executed between the Company and each Manalto Vendor before the Closing Date.

11.3 Applications under the Management Option Offer and Advisor Option Offer

The Advisor Option Offer is made solely to the advisors named in Section 10.1.3 and is capable of acceptance only by those advisors through the submission of a personalised option application form which will be provided by the Company to the advisors with a copy of this Prospectus after the date of this Prospectus.

The Management Option Offer is made solely to the employees and management of Manalto named in Section 10.1.4 and is capable of acceptance only by those persons through the submission of a personalised option application form which will be provided by the Company to the relevant employees and management of Manalto with a copy of this Prospectus after the date of this Prospectus.

11.4 ASX Listing

Application for Official Quotation by ASX of the New Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any as an indication of the merits of the Company or the New Shares offered under this Prospectus.

The Advisor Options and Management Options will not be quoted.

11.5 Issue

Subject to the conditions described in Section 10.2 being satisfied and the Offers not being withdrawn allotment of the New Shares offered under this Prospectus will take place as soon as practicable after the Closing Date. The Company reserves the right not to proceed with all or part of the Offers at any time before the issue of New Shares to applicants. If the Equity Offer does not proceed, all application amounts will be refunded to the applicant without interest.

11.6 Not Underwritten

The Offer is not underwritten.

11.7 Commissions Payable

The Company will pay an aggregate fee to the Joint Lead Managers of 6% (ex GST) of the total amount raised by them under this Prospectus.

11.8 CHESS

The Company participates in the Clearing House Electronic Sub-register System (CHESS). ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, operates CHESS. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with holding statements (similar to a bank account statement) that set out the number of New Shares issued to them under this Prospectus. The holding statements will also advise holders of their Holder Identification Number (if the holder is broker sponsored) or Security Holder Reference Number (if the holder is issuer sponsored) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of shares or options can be transferred without having to rely upon paper documentation. Further, monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month. Securityholders may request a holding statement at any other time, however a charge may be made for such additional statements.

11.9 Applicants Outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

No action has been taken to register or qualify the New Shares or otherwise permit a public offering of the New Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisors as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the Company to allot and issue the New Shares to you pursuant to this Prospectus. The return of a completed application or acceptance form will be taken by the Company to constitute a representation and warranty by you that you are a person whom the Company's securities can be offered and issued lawfully, that all relevant laws have been complied with and that all relevant approvals have been obtained.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The New Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of New Shares other than to:

- ▶ persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- ▶ persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the Shares before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for New Shares in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this Prospectus.

12.1 Material Contracts

12.1.1 Terms Sheet

On 1 October 2014, the Company entered into a binding agreement with Manalto setting out the framework for implementation of the Transaction (Terms Sheet). The Terms Sheet provided for the binding terms upon which the Transaction has been, and will be, pursued including the agreement as to the sum of consideration to be issued to the Manalto Vendors for the acquisition of Manalto (being the issue of the New Shares the subject of the Vendor Offer). The Terms Sheet also provided for the undertaking of due diligence, the nomination by Manalto of directors to the board of the Company (being the proposed Directors set out in Section 8.1), the appointment of various advisors to the Transaction, undertaking a pre-Transaction interim capital raising by Manalto (part of which was used to fund an advance from Manalto to the Company) – all of which have now been completed.

The remaining actions for implementation under the Terms Sheet include:

- ▶ the Company obtaining all necessary shareholder and regulatory approvals required to complete the Transaction, which will be sought at the General Meeting;
- ▶ the Company raising the minimum amount sought pursuant to the Equity Offer; and
- ▶ Manalto procuring the Manalto Vendors to transfer to the Company their respective equity interests in Manalto.

12.1.2. Joint Lead Managers Mandate

On 13 January 2015 the Company entered into a Joint Mandate Agreement with the Joint Lead Managers pursuant to which the Joint Lead Managers will act as managers to the Company in respect of the Equity Offer. The role of the Joint Lead Managers does not extend to underwriting.

In consideration for the Joint Lead Managers services, the Company will pay the Joint Lead Managers:

- ▶ an offer management fee equal to 1% of the gross amount raised by them under the Equity Offer; and
- ▶ a capital raising fee equal to 5% of the gross amount raised by then under the Equity Offer.

The Joint Lead Managers may at any time by written notice to the Company immediately and without any cost or liability, terminate the Joint Mandate Agreement on occurrence of specified events: including in relation to the Prospectus, ASX approval; ASIC action; the S&P/ASX 200 Index closing 10% or more below the level of that index on the trading day immediately prior to the date of the Joint Mandate Agreement; an insolvency event; defects in information; any material adverse change occurs affecting the Company; a new circumstance occurs that would have been required to be included in this Prospectus; a material contract is breached or terminated; any significant change in the law; any warranties, representations, or material terms of the Joint Mandate Agreement are not met; significant changes to the Company's business, capital structure or constitution; adverse market or economic events; hostilities or terrorism; action is taken against the Company or its Directors, officers or executive; or the timetable in the Prospectus is delayed by more than 10 business days.

The Company indemnifies the Joint Lead Managers (and its related bodies corporate and respective directors, officers, employees and advisors) from and against all liabilities that those parties may sustain or incur in connection with Joint Mandate Agreement.



12.1.3 Material Employment Agreements

Anthony Owen

Manalto Chief Executive Officer

Anthony is engaged by Manalto as its full-time Chief Executive Officer pursuant to a written agreement entered into in December 2013. Anthony receives an annual salary of US\$190,000. Anthony's employment with Manalto may be terminated by Manalto on written notice however, if Manalto terminates Anthony on or prior to 4 December 2015 (other than where Anthony is terminated for cause) it is required to make a severance payment to Anthony equal to 12 months' base salary. During the course of Anthony's employment with Manalto he must not engage in any other gainful employment, business or activity without the written consent of Manalto. In connection with his employment, Anthony has signed an Employee Confidentiality and Inventions Agreement pursuant to which he acknowledges that all proprietary information and intellectual property rights concerning Manalto or its business which he has or acquires are assigned to and owned by Manalto.

Patrick Fong

Manalto Chief Technical Officer

Patrick is engaged by Manalto as its full-time Chief Technology Officer pursuant to a written agreement entered into in January 2014. Patrick receives an annual salary of US\$220,000. Patrick's employment with Manalto may be terminated by Manalto on written notice however, if Manalto terminates Patrick on or prior to 24 February 2016 (other than where Patrick is terminated for cause) it is required to make a severance payment to Patrick equal to 6 months' base salary. During the course of Patrick's employment with Manalto he must not engage in any other gainful employment, business or activity without the written consent of Manalto. In connection with his employment, Patrick has signed an Employee Confidentiality and Inventions Agreement pursuant to which he acknowledges that all proprietary information and intellectual property rights concerning Manalto or its business which he has or acquires are assigned to and owned by Manalto.

Megan Owen

Manalto Chief Marketing Officer

Megan is engaged by Manalto as its full-time Chief Marketing Officer pursuant to a written agreement entered into in November 2013. Megan receives an annual salary of US\$96,000. Megan's employment with Manalto may be terminated by Manalto on written notice however, if Manalto terminates Megan on or prior to 6 January 2016 (other than where Megan is terminated for cause) it is required to make a severance payment to Megan equal to 6 months' base salary. During the course of Megan's employment with Manalto she must not engage in any other gainful employment, business or activity without the written consent of Manalto. In connection with her employment, Megan has signed an Employee Confidentiality and Inventions Agreement pursuant to which she acknowledges that all proprietary information and intellectual property rights concerning Manalto or its business which she has or acquires are assigned to and owned by Manalto.

12.1.4 Halcyon and Gleneagle Mandate

On 13 January 2015 the Company entered into a Joint Corporate Advisory Engagement agreement (the Engagement Agreement) with Halcyon Corporate Pty Ltd and Gleneagle Securities as joint corporate advisors to the Company. The Joint Mandate Agreement between the Company and the Joint Lead Managers operates separately from the Engagement Agreement.

Under the Engagement Agreement the joint corporate advisors are to provide services to the Company which include assisting with negotiations, structuring and documentation required in connection with the Equity Offer and Transaction.

The joint corporate advisers will receive a success fee of \$175,000.00 (plus GST if applicable), split equally between them, if the Transaction completes. The joint corporate advisors are also entitled to reimbursement of reasonable out of pocket costs and expenses.

The Engagement Agreement terminates upon conclusion of the Equity Offer and Transaction, and can be terminated by either party without cause by one month's notice after an initial period of three months. The Engagement Agreement may also be terminated for material or persistent breach of the agreement if not remedied within 14 days, or if force majeure delays continue for more than 14 days.

The Company indemnifies each of the joint corporate advisors and their respective employees, officers, directors and advisors ("Indemnified Persons") against any and all losses in respect of third party claims arising from or connected with a breach by the Company of its obligations, the Corporations Act or the Australian Securities and Investments Commission Act 2001, or the negligence, wilful acts or omissions, acts of bad faith, wilful conduct or fraud of the Company or its agents and representatives. The Indemnified Persons also are indemnified and released from liability to the Company where they act in reliance upon false, misleading or incomplete information provided by the Company or its agents and representatives.

12.1.5 CFO Agreement

The Company has entered into an agreement with The CFO Solution HQ Pty Ltd (CFO Solution) for the provision of administrative and reporting services (CFO Service Agreement). The CFO Service Agreement is for a minimum term of 12 months commencing on 4 December 2014 and thereafter may be terminated by either party on 3 months' notice. Under the CFO Service Agreement the CFO Solution agree to provide company secretarial and ASX compliance services including: submission of annual and half yearly reports; submission of company announcements; maintenance of statutory and share registers; preparation and attendance at Board meetings; preparation of notice of annual general meeting; and general company secretarial compliance.

The Company has agreed to pay the CFO Solution the sum of \$3,000 (excluding GST) per month in consideration of the provision of those services which fees are based on an estimated total of 30 full days' work per year. If work outside the scope of the services is required, or the CFO Solution agrees to provide work outside the scope of the agreed services, such additional work will be charged at standard commercial rates. In addition to the fees above, the CFO Solution will be entitled to recover reasonable out-of-pocket expenses plus an administrative mark-up of 10%.

The CFO Agreement may be terminated by either party upon written notice in the event that the other party becomes insolvent, commits a material breach of the CFO Agreement which is not capable of remedy or commits a breach which is not remedied within 14 days of notice.

The Company indemnifies the CFO Solution from and against all actions, claims and liabilities that the CFO Solution may sustain or incur in connection with the CFO Agreement. The CFO Agreement also contains various provisions relating to: confidentiality and ownership of intellectual property; the requirement of the Company to provide access to information and documents; warranties in relation to the accuracy of information provided by the Company.

12.2 Litigation

As at the date of this Prospectus, neither the Company nor Manalto is currently engaged in any litigation and neither the existing Directors nor the Proposed Directors are aware of any legal proceedings pending or threatened against the Company or Manalto.

The Company is aware that a predecessor entity of Manalto, which has since been deregistered, was threatened approximately 12 months ago with a potential action for recovery of fees claimed in connection with the alleged breach of exclusivity provisions of a mandate agreement. The threatened claim did not involve Manalto, was disputed by the predecessor entity and no further action has been taken.

12.3 Rights and liabilities attaching to Healthlinx Shares (including New Shares)

The New Shares offered under this Prospectus will be fully paid ordinary shares in the issued capital of the Company and will, upon issue, rank equally with all other New Shares then on issue.

The rights and liabilities attaching to New Shares are regulated by Healthlinx's Constitution, the Corporations Act, the ASX Listing Rules, the ASX Settlement Rules and common law. The following is a summary of the more significant rights and obligations attaching to the New Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders. To obtain such a statement, persons should seek independent legal advice.

Further details of the rights attaching to New Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

12.3.1 General meetings

Shareholders are entitled to attend and vote at general meetings of the Company, in person, or by proxy, attorney or representative.

For so long as the Company remains a listed entity, Shareholders will be entitled to receive at least 28 days' prior written notice of any proposed general meeting.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution.

12.3.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of Shareholders or a class of Shareholders:

- ▶ on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

- ▶ on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

12.3.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any Shares created or raised under any special arrangement as to dividend, the Board may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

No dividend shall carry interest as against the Company. The Board may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Board, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Board by resolution passed at a general meeting, implement a dividend reinvestment plan which provides for any dividend which the Board may declare from time to time, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares to be issued to the relevant Shareholder.

12.3.4 Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

12.3.5 Shareholder liability

As the New Shares offered the Prospectus are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

12.3.6 Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

12.3.7 Variation of rights

The rights attaching to Shares may only be varied or cancelled by the sanction of a special resolution passed at a meeting of Shareholders or with the written consent of holders of three quarters of all Shares on issue. A special resolution is passed only where approved by at least 75% of all votes cast (and entitled to be cast) on the resolution at the meeting.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the authorisation by a special resolution passed at a separate meeting of the holders of the shares of that class.

12.3.8 Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting.

12.4 Terms of Options

12.4.1 Summary of Terms of Advisor Options

The Advisor Options will have the following terms:

- ▶ Each Advisor Option entitles the holder, upon exercise, to one ordinary fully paid Share.
- ▶ Each Advisor Option shall each have an exercise price of \$0.25 per option which must be paid in full on exercise.
- ▶ The Advisor Options are exercisable at any time prior to 5.00pm Melbourne Time on the date which is 3 years from the date of their issue (Expiry Date) by providing written notice together with the payment for the number of Shares in respect of which the Advisor Options are exercised to the registered office of the Company. Any Advisor Option that has not been exercised prior to the Expiry Date automatically lapses.
- ▶ Subject to the Corporations Act, the Listing Rules and the Constitution of the Company, the Advisor Options are freely transferable.
- ▶ The Company will not apply for Official Quotation by ASX of the Advisor Options.
- ▶ All ordinary fully paid Shares issued upon exercise of Advisor Options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of Advisor Options, subject to any restriction obligations imposed by ASX.
- ▶ The Advisor Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant options.
- ▶ The Company shall not effect any exercise of an Advisor Option, if to do so would breach the ASX Listing Rules, the Corporations Act or any other law.

▶ There are no participation rights or entitlements inherent in the Advisor Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Advisor Options. The Company will ensure that holders of the Advisor Options will be allowed at least the number of days' notice required by the Listing Rules of ASX to allow for the conversion of Advisor Options prior to the record date in relation to any offer of securities made to shareholders.

▶ In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Advisor Options or the exercise price of the Advisor Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

12.4.2 Summary of Terms of Management Options

The Management Options will have the following terms:

- ▶ Each Management Option is issued subject to the terms of the Healthlinx Employee Share Option Plan (subject to its adoption at the General Meeting) (ESOP). In the event of inconsistency between these terms and the terms of the ESOP, the terms of the ESOP shall prevail.
- ▶ Each Management Option entitles the holder, upon exercise, to one ordinary fully paid Share.
- ▶ The Management Options shall vest as follows:
 - a] 25% of total number of Management Options issued to each recipient shall vest on the date which is one year from the issue date ("Vesting Commencement Date"); and
 - b] the remaining 75% of the total number of Management Options issued to each recipient shall vest in 36 equally monthly instalments on the last day of each full calendar month after the Vesting Commencement Date.

- ▶ Each Management Option shall have an exercise price of \$0.25 per option which must be paid in full on exercise.
- ▶ Subject to the terms of the ESOP, the Management Options are exercisable at any time prior to 5.00pm (Melbourne Time) on the date which is 5 years from the date of their issue (Expiry Date) by providing written notice together with the payment for the number of Shares in respect of which the Management Options are exercised to the registered office of the Company. Any Management Option that has not been exercised prior to the Expiry Date automatically lapses.
- ▶ The Company will not apply for Official Quotation by ASX of the Management Options.
- ▶ All ordinary fully paid Shares issued upon exercise of Management Options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of Management Options, subject to any restriction obligations imposed by ASX.
- ▶ The Management Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant options.
- ▶ The Company shall not effect any exercise of an Management Option, if to do so would breach the ASX Listing Rules, the Corporations Act or any other law.
- ▶ There are no participation rights or entitlements inherent in the Management Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Management Options. The Company will ensure that holders of the Management Options will be allowed at least the number of days' notice required by the Listing Rules of ASX to allow for the conversion of Management Options prior to the record date in relation to any offer of securities made to shareholders.
- ▶ In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Management Options or the exercise price of the Management Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

12.5 **Summary of Option Plan**

At the General Meeting, the Company intends to seek approval of Shareholders to adopt an Employee Share Option Plan (Employee Plan).

Selected employees, consultants and officers of the Company will be eligible to participate in the Employee Plan at the absolute discretion of the Company's Board. Any issue of shares or options to a Director under the Employee Plan will require a specific approval under the ASX Listing Rules.

The aggregate number of shares and options which may be issued shall not at any time exceed 5% of the issued capital of the Company from time to time (on a post consolidation basis). Notwithstanding this limit, The Employee Plan provides that Directors may issue options under the Employee Plan up to 15% of issued capital of the Company, provided that the issue is made in accordance with Chapter 6D of the Corporations Act. Shares allotted and issued under the Employee Plan must rank equally in all respects with other shares from the date of allotment and issue, subject to the satisfaction of any applicable disposal restrictions.

The vesting date, expiry date, exercise price and exercise period in relation to an option issued under the Employee Plan are determined by the Board in its absolute discretion, subject to any variation as permitted pursuant to the ASX Listing Rules. Options issued under the Employee Plan will lapse 60 days after the resignation, retirement or termination of the participant (or immediately where the participant has acted fraudulently or dishonestly) or on the date which is 12 months from the date of the death of a participant.

12.6 Major Manalto shareholders

The top 10 shareholders of Manalto (only a fully diluted basis after conversion of the various equity interests in Manalto) are set out in the table below. The table below also sets out their anticipated percentage interest in the Company following completion of the Offer.

Manalto Vendor	% Manalo Interest immediately prior to completion of Transaction	% Interest in Healthlinx on completion of Transaction	
		\$3 million	\$6 million
ECA Ventures, LLC	19.86%	14.94%	12.66%
Anthony Owen	9.44%	7.11%	6.02%
LSAF Holdings Pty Ltd	8.86%	6.67%	5.65%
Vankat Pty Ltd	6.37%	4.80%	4.06%
Raven Ventures Pty Ltd	6.05%	4.55%	3.86%
Jeremy Samuel atf W I John Gault Trust #1	5.07%	3.82%	3.23%
D Road Pty Ltd atf DB Family Trust	3.82%	2.87%	2.43%
Michelle Allison Owen	3.82%	2.87%	2.43%
Jack Burston atf Burston Family Trust	3.75%	2.82%	2.39%
Cope St Pty Ltd atf the Telford Family Trust	3.39%	2.54%	2.16%

12.7 Consents

Other than as set out below, each of the parties referred to in this Section:

- ▶ do not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by the relevant party;
- ▶ to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- ▶ did not authorise or cause the issue of all or any part of this Prospectus.

Quinert Rodda and Associates Pty Ltd has given its written consent to being named as legal advisor of the Company in the Prospectus. Quinert Rodda and Associates Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Grant Thornton Audit Pty Ltd has given its written consent to being named as auditor of the Company in this Prospectus and to the inclusion of the audited financial information of the Company in the Independent Limited Assurance Report on Pro Forma Forecast Financial Information in Section 6 of this Prospectus in the form and context in which the information is included. Grant Thornton Audit Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Nexia Melbourne has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Independent Limited Assurance Report on Pro Forma Forecast Financial Information in Section 6 of this Prospectus in the form and context in which the information and reports are included. Nexia Melbourne has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Bell Potter and Gleneagle Securities have given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as Joint Lead Managers to the Offer in the form and context in which they are named.

Halcyon Corporate Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as an advisor to the Company in the form and context in which they are named.

Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named.

12.8 Cost of the Offer

The total expenses of the Offers (excluding GST) are estimated to be approximately \$550,000 for the minimum \$3.0 million equity raising and \$734,500 for the maximum \$6.0 million equity raising. Details of the expenses are expected to be as follows in the table below:

Item of Expenditure	\$3,000,000 (minimum subscription)	\$6,000,000 (maximum subscription)
ASIC and ASX fees	\$65,500	\$70,000
Capital raising and corporate advisory/success fees	\$355,000	\$535,000
Legal fees	\$100,000	\$100,000
Investigating accountant's fees	\$14,500	\$14,500
Printing, distribution and miscellaneous	\$15,000	\$15,000
Total	\$550,000	\$734,500

12.9 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will continue to be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s shares.

Price sensitive information will be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

12.10 Governing law

The Offer and the contracts formed on return of an application or acceptance form are governed by the laws applicable in Victoria, Australia. Each person who applies for New Shares pursuant to this Prospectus submits to the non exclusive jurisdiction of the courts of Victoria, Australia, and the relevant appellate courts.

12.11 Directors’ Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has consented, and as at the date of this Prospectus has not withdrawn his consent, to the lodgement of this Prospectus with ASIC.

Acquisition Resolutions means those Shareholder resolutions referred to in Section 2.2 of this Prospectus and to be considered at the General Meeting.

Advisor Options means the 2,250,000 options to acquire an ordinary Share issued to advisors pursuant to an offer made under this Prospectus.

Advisor Option Offer means the offer of the Advisor Options made under this Prospectus.

APS means 'application service positioning' and refers to the rental or outsourcing of business software applications from a software applications service provider instead of installing the software internally.

ASX Bookbuild means the automated on-market bookbuild facility operated by ASX.

Broker Firm Offer means the invitation to clients of Brokers who have received a firm allocation of Shares from their Broker as part of the Equity Offer.

Broker Firm Offer Application Form means a personalised form specifying the number of New Shares an eligible client of a Broker is entitled to accept under the Broker Firm Offer.

Company means Healthlinx Limited [ACN 098 640 352].

Closing Date means 27 February 2015.

Corporations Act means the Corporations Act 2001 (Cth), as amended from time to time.

Consolidation means the proposed consolidation of Healthlinx Limited [ACN 098 640 352] issued share capital on a 5:1 basis (i.e. that every 5 existing shares be consolidated to 1 share, with fractional entitlements rounded up), which forms a condition to the Transaction.

Directors means the directors of Healthlinx.

DvP means "delivery versus payment", a method of settlement where payment is made simultaneously with or in anticipation of the delivery of the security.

Equity Offer means the offer of up to 30 million New Shares, which includes the Priority Offer to eligible Healthlinx Shareholders.

General Meeting means the general meeting of the shareholders of Healthlinx at which approval for the Acquisition Resolutions, and other resolutions related to the Transaction, will be sought. It is anticipated that this meeting will be held in February 2015.

General Offer means the invitation to eligible investors to apply for New Shares as part of the Equity Offer (not including the Priority Offer to eligible Healthlinx Shareholders and the Broker Firm Offer).

General Offer Application Form means an application form upon which an application for New Shares can be made under the General Offer (not including a Priority Offer Acceptance Form or Broker Firm Offer Application Form).

General Meeting means the Shareholder meeting at which approval for the resolutions in connection with the implementation of the Transaction (including the Acquisition Resolutions) will be sought, anticipated to be held in February 2015.

HTX or Healthlinx means Healthlinx Limited [ACN 098 640 352].

Joint Lead Managers means Bell Potter Securities Limited ABN 25 006 390 772 [AFSL 243 480] and Gleneagle Securities (Aust) Pty Ltd [AFSL 337 985].

Manalto means Manalto, Inc. a Delaware corporation.

Manalto Vendors means the shareholders of Manalto immediately prior to completion of the Transaction.

Management Options means the 8,000,000 options to acquire ordinary Shares issued to key management and employees of Manalto pursuant to an offer made under this Prospectus.

Management Option Offer means the offer of the Management Options made under this Prospectus.

New Shares means a Share issued, on a post Consolidation basis, pursuant to this Prospectus.

Options means, collectively the Management Options and the Advisor Options.

Offers means, collectively, the Equity Offer, the Vendor Offer, the Management Option Offer and the Advisor Option Offer.

Offer Price means \$0.20 per New Share.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Priority Offer means the invitation to eligible Healthlinx Shareholders to apply for 10,000 New Shares each, as part of the Equity Offer.

Priority Offer Acceptance Form means a personalised form specifying the number of New Shares an eligible Healthlinx Shareholder is entitled to accept under the Priority Offer.

Vendor Offer means the offer of 62,500,000 New Shares to the Manalto Vendors made under this Prospectus.

Proposed Directors means David Fletcher, Anthony Owen, Joseph Miller and Kristian Blaszczynski.

Prospectus means this prospectus.

SAAS means 'software as a service' a model in which software is centrally hosted, and licensed and delivered on a subscription model.

Section means a section of this Prospectus.

Share means an ordinary fully paid share in the issued capital of Healthlinx.

Share Registry means Computershare Investor Services Pty Limited.

Shareholders means the shareholders of Healthlinx Limited [ACN 098 640 352], from time to time.

SMBs means small and medium enterprises or businesses.

Transaction means the Company's acquisition of Manalto as referred to in Section 2.1.

This page has been left blank intentionally.

How to complete this Broker Firm Offer Application Form

A Number of New Shares applied for
Enter the number of New Shares you wish to apply for. The Application must be for a minimum of 10,000 New Shares (A\$2,000). Applications for greater than 10,000 New Shares must be in multiples of 2,500 New Shares (\$500).

B Application Monies
Enter the amount of Application Monies. To calculate the amount, multiply the number of New Shares applied for in Step A by the Issue Price of A\$0.20.

C Applicant Name(s)
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applications may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES
The Company participates in CHES. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G Payment
Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in Section B. If you receive a firm allocation of New Shares from your Broker make your cheque payable to your Broker in accordance with their instructions. Paperclip (do not staple) your cheque(s) to the Application Form. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.

Before completing this Broker Firm Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for New Shares in Healthlinx Limited is upon and subject to the terms of the Prospectus and the Constitution of Healthlinx Limited, agrees to take any number of New Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form. You must return your Application so it is received by your Broker by the deadline set out in their offer to you.

Lodgement of Application

You must return your Application so it is received by your Broker by the deadline set out in their offer to you.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Catapult Group International Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

How to complete this General Offer Application Form

A Number of New Shares applied for
Enter the number of New Shares you wish to apply for. The Application must be for a minimum of 10,000 New Shares (A\$2,000). Applications for greater than 10,000 New Shares must be in multiples of 2,500 New Shares (\$500).

B Application Monies
Enter the amount of Application Monies. To calculate the amount, multiply the number of New Shares applied for in Step A by the Issue Price of A\$0.20.

C Applicant Name(s)
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applications may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES
The Company participates in CHES. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G Payment
Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in Section B. Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to this Application Form. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Before completing this General Offer Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for New Shares in Healthlinx Limited is upon and subject to the terms of the Prospectus and the Constitution of Healthlinx Limited, agrees to take any number of New Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

You must return your Application to:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001
AUSTRALIA

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.


Correct forms of registrable title(s)

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Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

Healthlinx Limited
ACN 098 640 352
(to be renamed Manalto Limited)


For all enquiries:

Phone:
 Bell Potter Securities Ltd: 02 9255 8165
Gleneagle Securities Pty Ltd: 02 8277 6666

Web:
 www.computershare.com.au

┌ 000001 000 HTX
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:

 See overleaf for details of the Offer and how to make your payment

Priority Offer Acceptance Form

 **Your payment must be received by 5.00pm (AEDT) on 27 February 2015**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

You should read the Healthlinx Limited prospectus dated 14 January 2015 and any relevant supplementary prospectus (Prospectus), carefully before completing this Acceptance Form. The Corporations Act prohibits any person from passing on this Acceptance Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus (whether in paper or electronic form). All references to shares in this form are to shares on a post Consolidation basis - see Section 2.2 of the Prospectus. See Section 11.1(a) of the Prospectus for details about the Priority Offer to Healthlinx Limited shareholders.

By making payment you agree to be bound by the Constitution of Healthlinx Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Healthlinx Limited New Shares on the terms of the Priority Offer.

Healthlinx Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the Priority Offer whether generally or in relation to any participant or application.

Any determinations by Healthlinx Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Applications for New Shares must be for a minimum of 10,000 New Shares (\$2,000) and thereafter in multiples of 2,500 New Shares (\$500).

Note: Applications in excess of the minimum will not be guaranteed an allocation and will be treated as applications under the General Offer.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Healthlinx Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Healthlinx Limited Priority Offer Acceptance Form
Payment must be received by 5.00pm (AEDT) on 27 February 2015

© Registered to BPAY Pty Limited ABN 69 079 137 518


Turn over for details of the Offer →

Priority Offer Acceptance Form

X 9999999991

I ND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000


Entitlement No: 12345678

Offer Details: Record date: **7.00pm (AEDT) on 13 January 2015**


Minimum Application available to purchase: **10,000 New Shares (\$2,000)**

Note: Applications in excess of the minimum must be in multiples of 2,500 New Shares (\$500). Applications in excess of the minimum will not be guaranteed an allocation and will be treated as applications under the General Offer. All references to shares in this form are to shares on a post Consolidation basis - see Section 2.2 of the Prospectus.

STEP 2 Make Your Payment

	Bill Code: 999999
	Ref No: 1234 5678 9123 4567 89

Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Healthlinx Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5.00pm (AEDT) on 27 February 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Healthlinx Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5.00pm (AEDT) on 27 February 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor the Healthlinx Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Healthlinx Limited

A\$



Applications for New Shares must be for a minimum of 10,000 New Shares (\$2,000) and thereafter in multiples of 2,500 New Shares (\$500) and payment must be made in full at the issue price of \$0.20 per New Share.

Entitlement No: 12345678

Payment must be received by 5.00pm (AEDT) on 27 February 2015

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-3051+14

Directors

Trent Telford
Non-Executive Chairman

Richard Revelins
Non-Executive Director[^]

Michael Quinert
Non-Executive Director

Timothy Chapman
Non-Executive Director[^]

[^] Retiring upon completion of Transaction

Proposed Directors (Post-Transaction)

David Fletcher
Non-Executive Director, Chairman

Anthony Owen
Executive Director

Joseph Miller
Non-Executive Director

Kristian Blaszczyński
Non-Executive Director

Michael Quinert
Non-Executive Director

Trent Telford
Non-Executive Chairman

Current ASX Code:

HTX

Proposed ASX Code:

MTL

Joint Lead Managers to the Offer

Bell Potter Securities Limited
Level 38, Aurora Place
88 Phillip Street
Sydney NSW 2000

Gleneagle Securities (Aust) Pty Ltd
Level 27, 25 Bligh Street
Sydney NSW 2000

Investigating Accountant

Nexia Melbourne Pty Ltd
Level 18, 530 Collins Street
Melbourne VIC 3000

Registered Office

Suite 1, Level 6
50 Queen Street
Melbourne VIC 3000

Telephone: +61 3 8692 9048
Facsimile: +61 3 8692 9040

Website: www.htx.net.au

Share Registry

Computershare
Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Phone: +61 3 9415 4000

Company's Legal Advisers

Quinert Rodda & Associates Pty Ltd
Suite 1, Level 6, 50 Queen Street
Melbourne VIC 3000

Company's Auditor

Grant Thornton Audit Pty Ltd
Level 30, 525 Collins Street
Melbourne VIC 3000





HEALTHLIX LIMITED
ACN 098 640 352
(to be renamed Manalto Limited)