



2 February 2016

Proposed Acquisition of a Leading Israeli Facial Recognition Security Company, Anyvision Group

- **Anyvision provides the most advanced facial recognition engine in the world in particular for homeland & security uses.**
- **Cutting-edge facial recognition technology that can predict field of view, interaction, predict changes in loss or gain weight, and detect disguises such as beards, glasses, hats etc.**
- **Search for a target/identity can be made on millions of different identities.**
- **Unique human tracking over video in crowded places.**
- **Insights about targets using state of the art open source intelligent system.**
- **Now entering commercial sales phase with pipeline of opportunities being pursued with several governments, financial institutions as well as some major homeland players.**
- **Technology also has broader application in many areas including pathology, agriculture and home devices.**
- **Highly experienced team with a mix of Defence and Technology skills who will continue to lead Anyvision and join the Board of TND upon Transaction completion.**
- **Attractive acquisition terms - all scrip based with majority of new shares issues based on performance**

Top End Minerals Limited [ASX:TND] (the **Company** or **TND**) is pleased to announce that it has entered into a Term Sheet, subject to certain terms and conditions, to acquire 100% of the issued share capital of the Anyvision Group, a leading Israeli facial recognition business which has the world's FIRST scale facial recognition engine that works on millions of different identities without loss of performance (**Transaction**). This Transaction, if approved and completed, will form the basis of the Company changing its operations from mining and resources to technology.

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About Anyvision

Headquartered in Tel Aviv, Israel, Anyvision has developed its cutting-edge facial recognition technologies. The business is headed by a highly experienced and well credentialed team with skills and deep networks in the Israeli Defence and Technology sectors.

Anyvision's mission statement is to provide security and safety to the human race. It has developed the most advanced facial recognition technology engine in the world that works on millions of different identities without loss of performance.

Anyvision analyses face recognition results with Open Source Intelligence (OSINT) Dashboard based on social networks' database and reveal contacts, collaborators and insights about the given target. Government and Non-Government agencies around the world seek to identify human targets in any scenario, in any place at any time. Anyvision technology can get an accurate result while searching millions of different identities, thus providing essential security through all facets of the community.

Anyvision is currently pursuing a number of near-term sales opportunities for its technology based on a simple revenue model. The business will earn revenue from one-off system purchase and installations, and future revenue from ongoing support and any updates. The business has experienced a significant level of inquiry for its technology.

Whilst Homeland Security presents the most immediate opportunity for the business, the Anyvision technology also has applications to financial services, gaming, pathology, agriculture, and the control of home devices. Further details about Anyvision and their highly experienced leadership team can be found at www.anyvision.co or in the presentation accompanying this ASX release. A video explaining Anyvision's technology is also available at <https://youtu.be/qmmLnOeD2Yg>

Transaction Overview

The Company will acquire all of the issued capital of Anyvision from the Anyvision equity holders for approximately \$6 million, consideration comprised of:

- \$100,000 paid to Anyvision for working capital on the execution of the Term Sheet);
- \$100,000 per month during the course of the Transaction to Anyvision for working capital purposes (capped at 3 months);
- Shares in the Company to the value of \$2 million (less any payments made above), to be issued at a price of \$0.05 per share;
- A Class Performance Rights to a value of \$2 million to be issued at a price of \$0.05 per performance right, 18 months after completion. These performance rights will be subject to relevant hurdles; and
- B Class Performance Rights to a value of \$2 million to be issued at a price of \$0.05 per performance right, 24 months after completion. These performance rights will be subject to relevant hurdles.
- The Performance Rights will be subject to hurdles and vest when conditions are met. If the Performance Rights vest, they are convertible into fully paid ordinary shares on a one for one basis.
- Post completion representatives of Anyvision will join TND Board and Top End will be renamed to reflect its new operating business
- The Company will seek to raise a minimum of \$3 million to finance working capital for the expansion of Anyvision post completion of the Transaction.

- Between now and the anticipated completion of the Anyvision transaction and investment in 1H'2016, the existing investors will continue to finance the Company.

The shareholder of Anyvision has entered into the Terms Sheet to confirm their agreement to the Transaction.

Conditions

The Transaction is conditional on a number of conditions precedent:

- completion of a satisfactory due diligence investigations;
- execution of a legally binding share sale agreement;
- TND obtaining all necessary shareholder and regulatory approvals; and
- TND satisfying all of the conditions imposed on the Transaction by ASX.

The Transaction is also conditional on TND raising not less than \$3 million which will be conducted under a prospectus. The funds will be used to fund the growth operations of Anyvision group and for working capital.

Should the transaction not proceed, any amounts paid by TND to Anyvision will be converted into convertible notes in Anyvision Group on terms to be agreed.

It is also the intention of the Company that if the transaction proceeds, the mineral interests of the Company will be transferred into a separate company and existing shareholders will hold shares in the new company pro-rata to their holdings of the Company at the time.

Recompliance with Chapters 1 & 2 of ASX Listing Rules

The Company anticipates that the Transaction with Anyvision will constitute a significant change in the nature and scale of the Company's activities. The Company therefore intends to seek approval for the Transaction from shareholder under ASX Listing Rule 11.1.2. The Company will also consult with ASX regarding the structure of the proposed transaction to enable trading in the Company's securities on ASX as soon as possible after completion of the Transaction.

Anticipated Timeline

The Terms Sheet contemplates that the transaction will proceed in accordance with the following indicative timeline, however the parties have agreed to act reasonably to extend the dates below to accommodate delays in implementing the Transaction.

Event	Indicative date for satisfaction
Due Diligence period	23 January 2016 to 23 February 2016
Execution of share sale agreement	23 February 2016
TND obtaining all necessary shareholder, regulatory and third party consents	1 April 2016
Prospectus period	8 April 2016 to 29 April 2016

Completion of the capital raising and Transaction	30 May 2016
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Indicative Capital Structure

The indicative capital structure of the Company, assuming the capital raising proceeds at an offer price of \$0.05 per share is set out below:

Shareholder	Shares at Completion	Shares including Deferred Consideration
Existing	163,840,144 (64%)	163,840,144 (48.8%)
Vendor consideration shares*	32,000,000 (12.5%)	112,000,000 (33.3%)
Capital raising (\$3 million)	60,000,000 (23.5%)	60,000,000 (17.9%)
Total	255,840,144 (100%)	335,840,144 (100%)

*Based on the issue of shares AFTER four (4) payments of AUD\$100,000 made during the transaction phase as set out in the terms above.

The indicative capital structure of the Company, assuming the capital raising proceeds at an offer price of \$0.10 per share is set out below:

Shareholder	Shares at Completion	Shares including Deferred Consideration
Existing	163,840,144 (64%)	163,840,144 (53.5%)
Vendor consideration shares*	32,000,000 (12.5%)	112,000,000 (36.6%)
Capital raising (\$3 million)	30,000,000 (23.5%)	30,000,000 (9.9%)
Total	225,840,144 (100%)	305,840,144 (100%)

*Based on the issue of shares AFTER four (4) payments of AUD\$100,000 made during the transaction phase as set out in the terms above.

The Transaction will have a material effect on the Company's total assets and total equity interests. Information about the likely effect of the transaction on the total assets and total equity interests of the Company will be set out in documentation provided to the shareholders in connection with seeking approvals necessary to implement the Transaction.

Further updates

The Company will update the shareholders as the Transaction progresses.

For further information please contact:

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



anyvision.



Primary Mission Statement

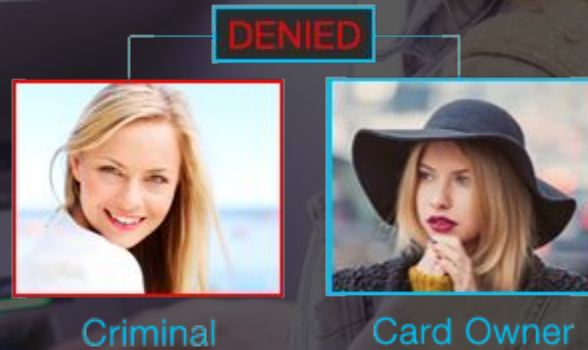
To provide security & safety to the human race using the most advanced face recognition technologies.



Any scenario, at Any time, in Any place

Secondary Mission Statement

To make daily life activities seamlessly & protected.

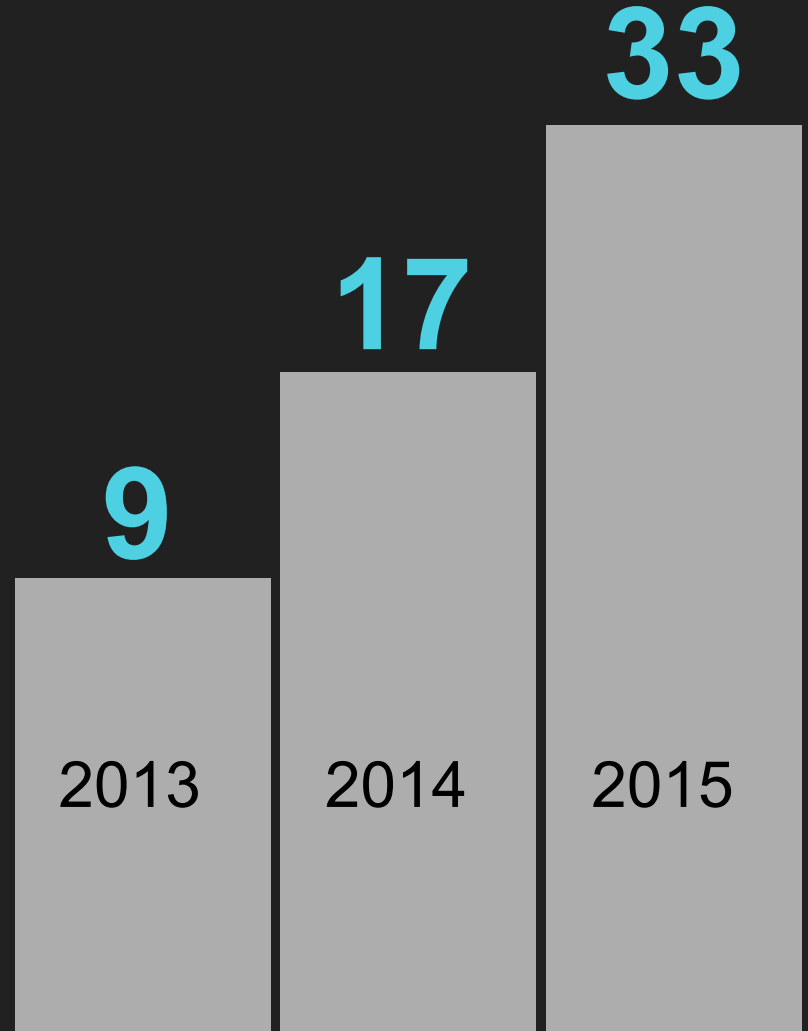


Your face, Your password

The problem for the security & enterprise

Governmental and non-governmental agencies around the world seek to identify human targets in any scenario, in any place, and at any time. AnyVision can get accurate results while searching millions of different identities, thus preventing the next attack.

Chart: NUMBER OF COUNTRIES THAT EXPERIENCED SEVERE LOSSES FROM TERRORISM 2013-2015

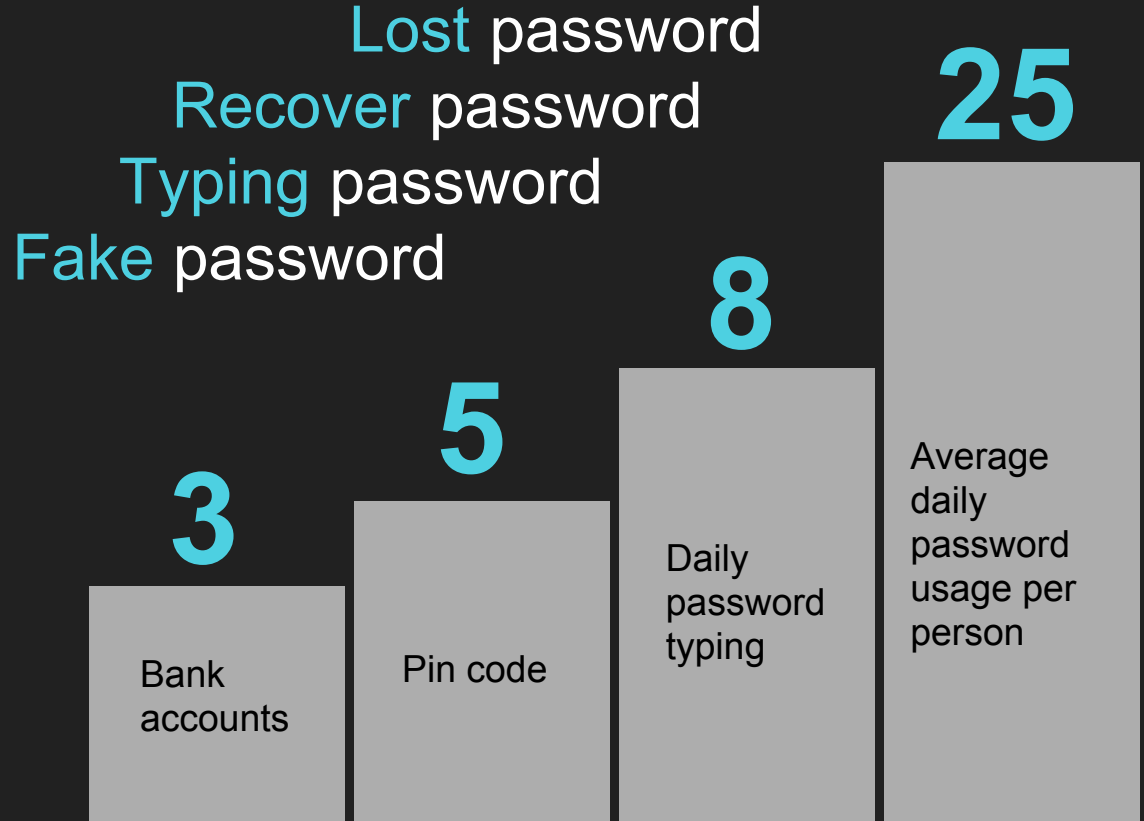


The problem for the consumers

Recent research made by Microsoft has found that the average user has 25 accounts that require passwords daily and even types an average of 8 passwords per day. This information "overloads the system" and leads to frequent password changes and security breaches.

Chart: average type & amount of password consumers use daily.

PCWorld. Retrieved January 11, 2016 from http://www.pcworld.com/article/150874/password_brain_power.html



The Technology

The deepest neural network engine known today

Face recognition technologies with excellence in:

- Multi-face detection over video
- Prediction of human changes
- XXL databases (More than 2 million identities)
- Almost real-time answers (1-2 sec wide)
- Receive angle of 60 degrees

How it works

Detect

Detect

Detection is made on multiple faces in crowded places.

AnyVision predict the target's field of view and intended interaction with people in the vicinity.

Recognize

Recognize

Deep artificial intelligence engine with a unique clustering method.

Search can be made on millions of different identities without losing performance.

Predict costumes, beards, glasses, and weight loss or gain.

Seamless

Seamless

The technology is fluid and feels natural, giving a sense of continuity to daily activities without being interrupted or stopped.

No need to change the speed of walking or artificial transmission of the face.

Why the security & enterprise need it now

The growth of global terrorism, bank frauds, and illegal activities has created a need for new and better technologies to secure citizens, customers, and facilities as well as to find human targets on the spot.

Why the consumer need it now

The average person has to remember a lot of passwords to get through the day. Our face can be all the passwords in one place - no more password recovery, no more regenerating password, and no more fakes.

Our Products

Homeland Security

- Track and eliminate domestic and foreign targets on the spot.
- Secure cities and find targets such as terrorists, criminals, or a missing person
- Search for target within the city, live or belatedly.



Access Control

- Secure sensitive facilities
- Identify unauthorized personality
- Alert unapproved faces



FaceKey

- Seamless car door opening
- Seamless car ignition
- Seamless access to web sites and apps
- Seamless door opening for houses

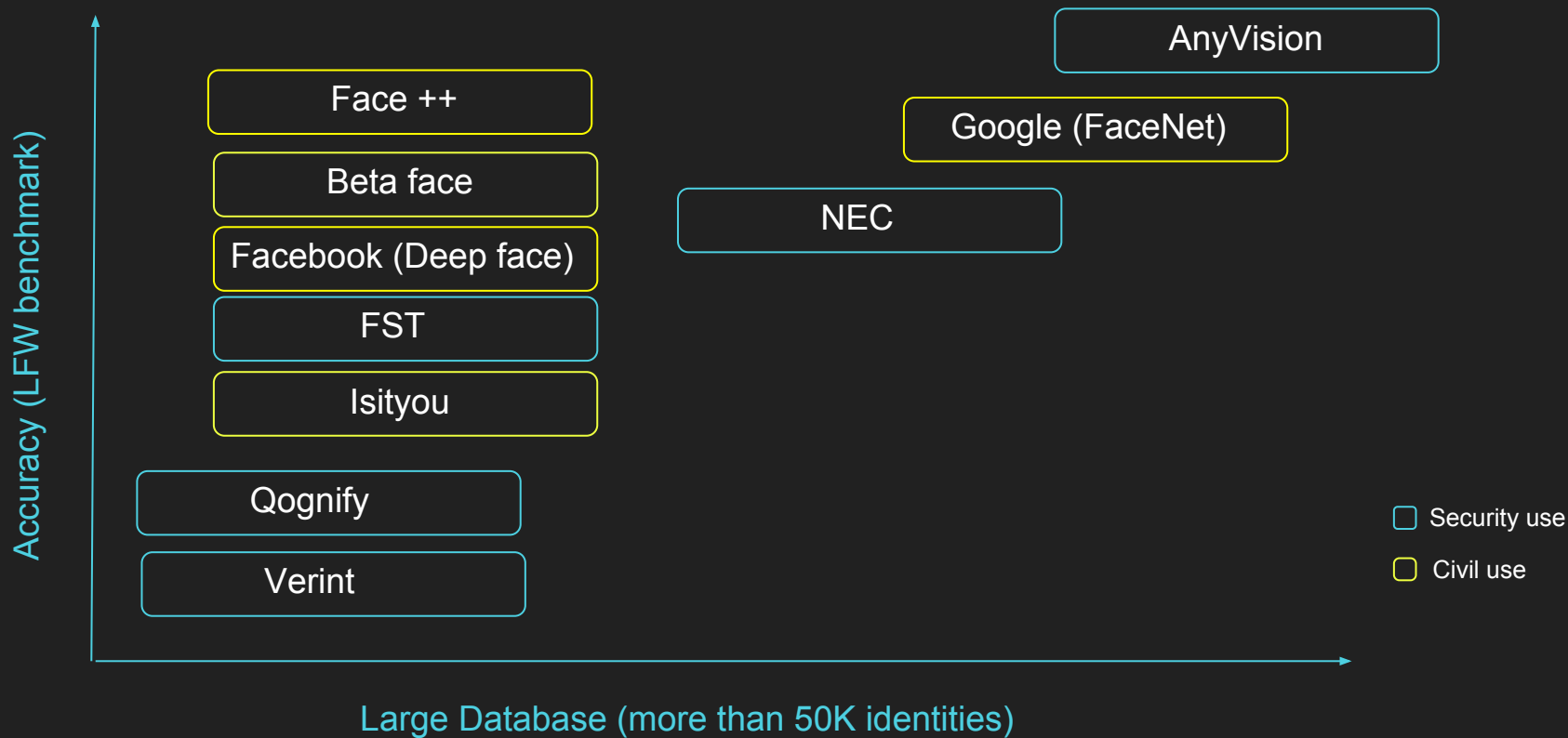


Bank Fraud

- Prevent illegal cash withdrawals
- Prevent account opening under false name
- Validate a person's identity



Competitive Analysis

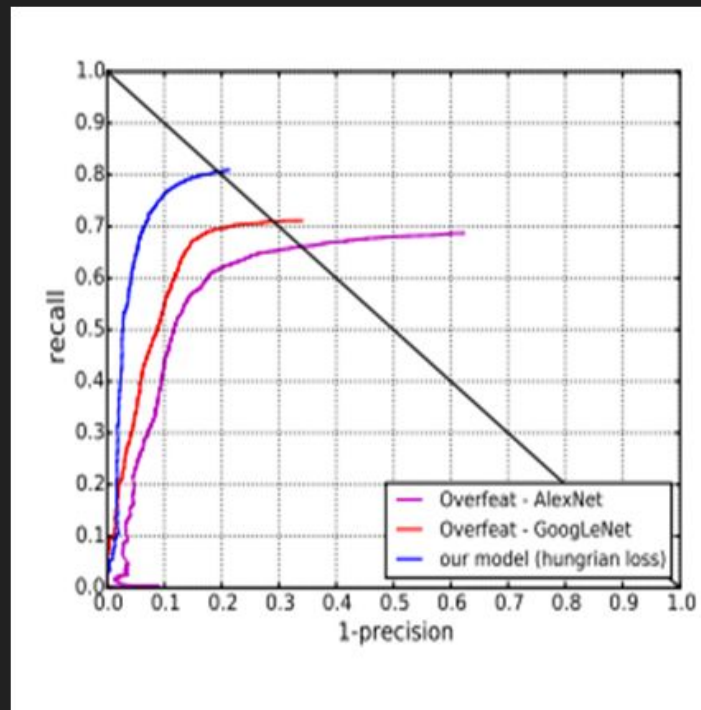


Tech Analysis

We report the 1-precision, which measures how many of the detected faces are actually faces, with 0 being all of them and 1 being none vs. recall which signifies how many of the faces we actually detect.

Ideally, we would increase recall to detect most faces, however the trade-off is precision as false positives also increase.

Compared to other state-of-the-art detectors like Google, we have significantly higher precision at high recall rates. This is a significant advantage as we reduce processing false positives while at the same time detect most of the faces.

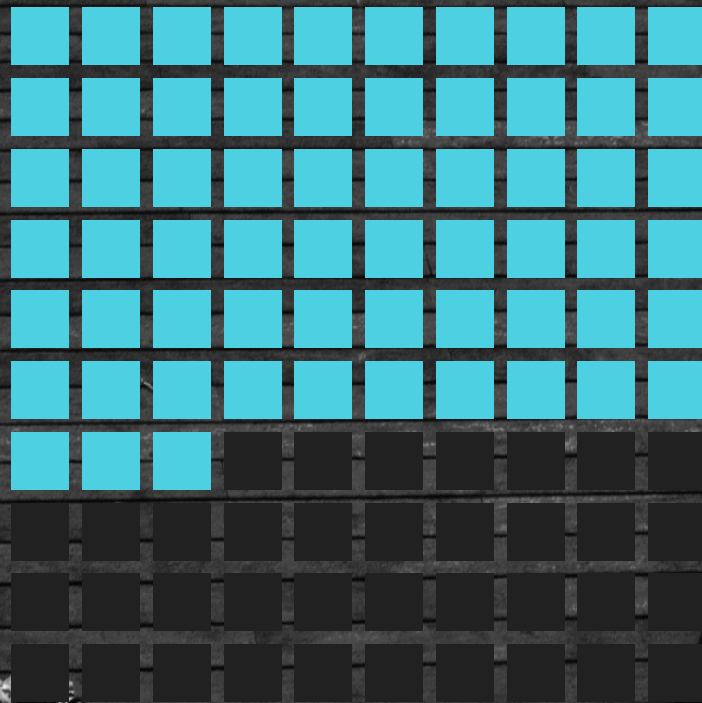


The consumers market size

According to a new market research report “Home Security Solutions global forecast to 2020”, the total market is expected to reach **\$47,542.52 Million by 2020**, at a CAGR of 8.7%.

Our millstone is to achieve 5% of the global market by 2020.

<http://www.marketsandmarkets.com/PressReleases/home-security.asp>



Revenue model

Estimated contract value per segment

Enterprise - (\$15K to \$25 Million per contract)

“£2million to £4million for Facial recognition system to keep offensive and anti-social behaviour out of Scottish football grounds.” (1)

Homeland - (\$3 Million to \$70 Million per contract)

“US department of Homeland have budget of \$65.8 Million to replace the legacy Automated Biometric Identification system.” (2)

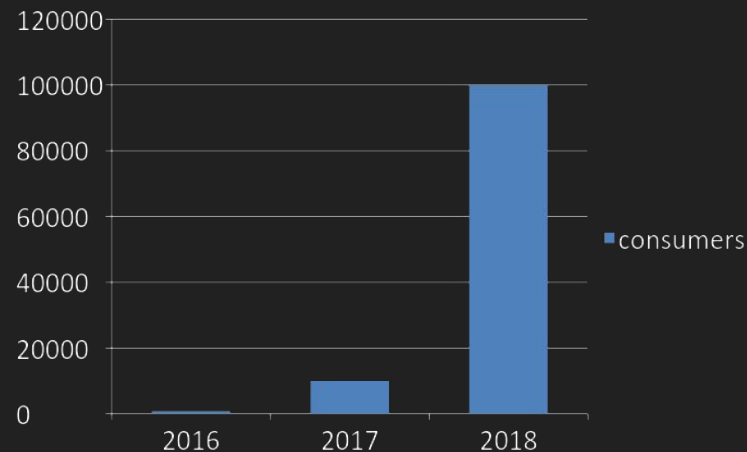
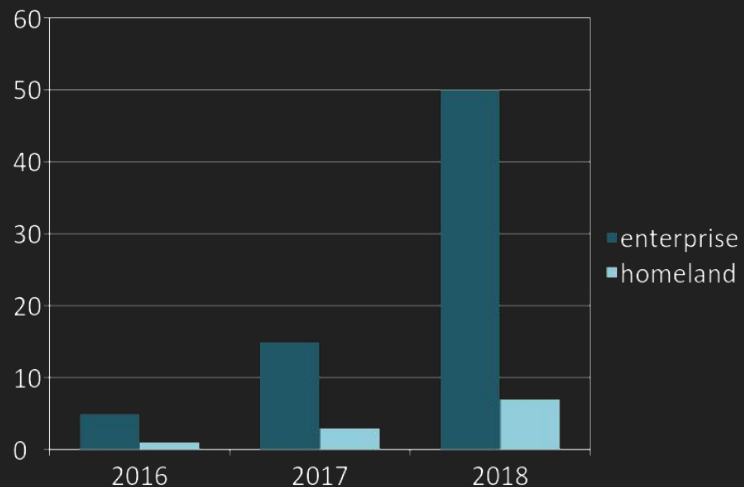
Consumers - (\$300 to \$3500 per consumer)

(3)

Reference:

- (1) <http://www.dailymail.co.uk/sport/football/article-3412953/Alloa-chairman-Mike-Mulraney-answers-key-questions-surrounding-plans-facial-recognition-cameras-Scottish-football.html>
- (2) http://www.dhs.gov/sites/default/files/publications/FY_2016_DHS_Budget_in_Brief.pdf
- (3) <http://www.homeadvisor.com/cost/safety-and-security/install-a-surveillance-camera/>

Estimated amount of contracts



Management Team



Eylon Etshtein
CEO & Co-founder

Serial Internet entrepreneur, exited his first company at the age of 24, eats and breathes technology, ex-commando recon unit at the IDF.



Prof. Shlomo Benartzi,
Chairman

Chief Behavioral Economist of Allianz Global Investors, UCLA Professor, Angel Investors (ClickTale and others).



Prof. Neil Robertson,
CTO

World leader in the computer vision field, more than 40 published research articles, head of Vision-lab at Heriot-Watt University.



Dr. Rick Feynman,
Head of Research

Global researcher in the field of face recognition, leading partner in dozens of studies. Previously creating infrastructure for the smart cameras in the city of London.



Dr. Steven Lu,
Head of Engine

More than ten years of strong experience in complicated system in security, video/picture process algorithm, and video conference.

Advisory Board



Roy Oron,
CEO at SOSA inter'

Former combat pilot at the IDF, made the most successful acquisition done by AOL in a long time (5min Media now AOL On).



Adi Pundak Mintz,
Canaan Partners Israel

Considered an expert in B2B software companies, with LowTouch and SaaS business models. A Principal at Neurone Venture Capital prior to joining Gemini & Canaan Funds.



Dr. Barak Mevorak
Industry expert

Value investor, healthcare consultant, formed the largest Med Review Panel of Fortune 500 Clients, web efficiency pioneer.



Danny Kalish
CTO at Idomoo

Ex-captain in the famous 8200 surveillance unit at the IDF, one of the most respected persons in the Israeli startup industry, having built more than five companies in the past.



Nimrod May
CEO at RDSeed

With many years of experience as former VP of Marketing at GetTaxi, VP Marketing at Perion (NASDAQ: Peri), and Head of Marketing at Disney/Jetix.

The Total Vision

AIRPORT GATE C23



A facial recognition interface overlay. It features two small portrait photos of a man with grey hair and a beard. Below the photos is a dark green rectangular area containing white text: "TORONTO", "15/02/68", "65", "LAST SEEN", "03/25/15", and "PERIT". At the bottom of the interface is a circular progress indicator showing "100%" with a green arc.

Homeland Security

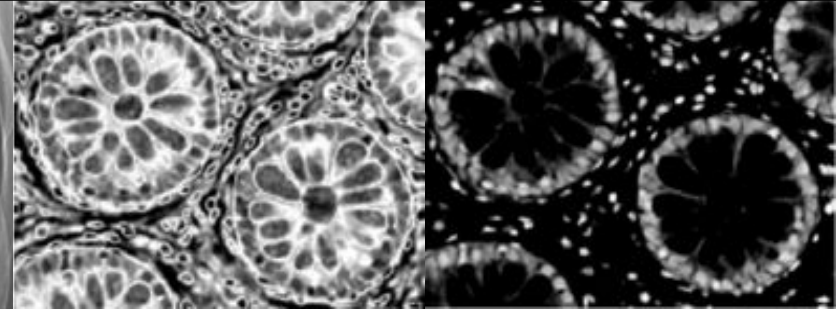
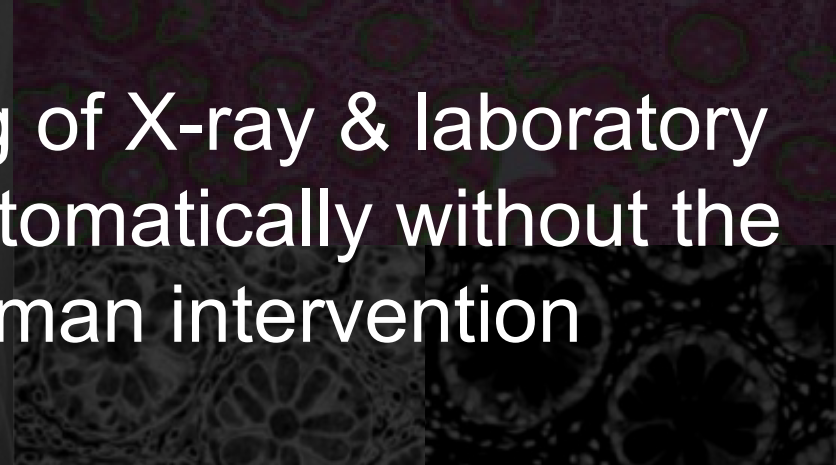
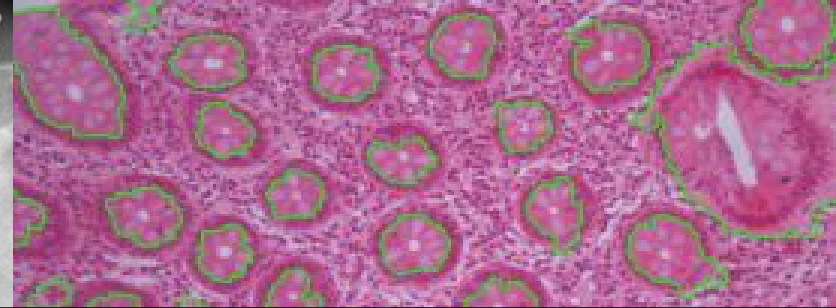
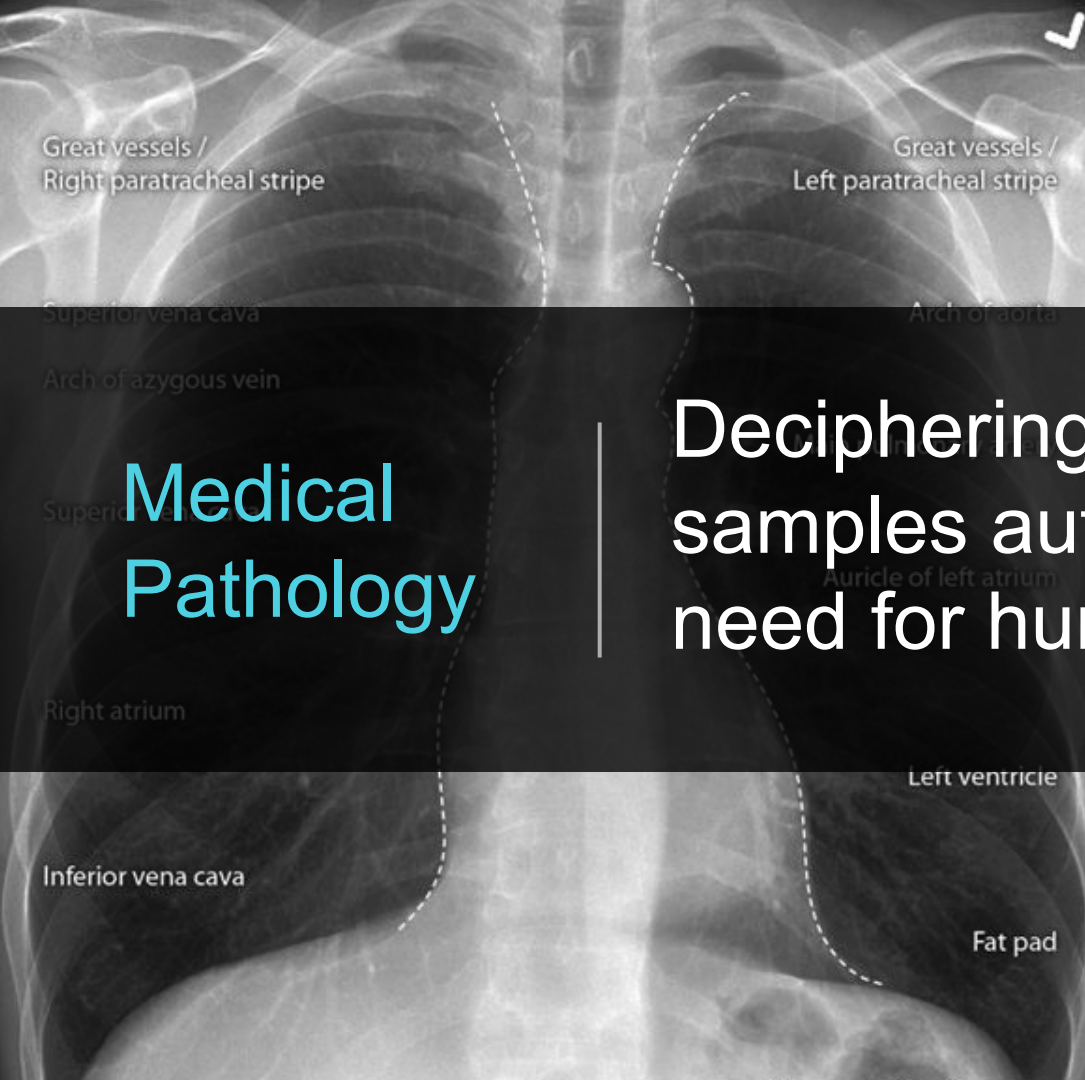
Secure cities, airports, border controls, seaports, jails, public places, casinos, educational institutions, and more...

00:01:48:18 TCR CAM1



Bank Face
Verification

Fraud prevention, opening
accounts under false identity,
illegal withdrawal of money



Medical Pathology

Deciphering of X-ray & laboratory samples automatically without the need for human intervention

A photograph of a vast agricultural field, likely a rice paddy, with golden-brown stalks in the foreground and a green combine harvester visible in the distance under a cloudy sky. A dark horizontal band is overlaid across the middle of the image, containing text.

Agriculture

Automated fermentation/drying processes, identify state & maturity of crops using histogram samples



Face Key

Using human face as an opener for car door/ignition, place of living, place of work, hotel rooms, and more...



IOT

Making daily smart devices even smarter using personal preferences such as TV channel, refrigerator food suggesting, home lighting, stereo music, and more...



Photo Search

Text searches are accurate,
photo searches are not!

Revolutionize the way people perform a photo search, for example: “Find photo of Jay with Bob holding drinks on the sea from 2014.”