



AGENIX LIMITED
爱健克斯有限公司
(ASX: AGX)

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23 March 2016

CCP Holdings Pty Limited Update

Agenix Limited (ASX:AGX) ("the Company") advises that further to the announcement on 18 March 2016, due diligence has now been completed.

In accordance with the Convertible Note Deed dated 2 February 2015 (**Note Deed**) that provided for a total facility of \$500,000 of which \$250,000 has already been advanced, CCP Holdings Pty Limited now has the ability to request to draw down a further \$250,000 in monthly instalments in accordance with the terms of the Deed.

The Company is pleased to announce that it has accepted the offer from CCP Holdings Pty Limited and entered into a conditional Share Sale Agreement dated 23 March 2016 to purchase all the issued capital of CCP Holdings Pty Limited and its related entities ("CCP").

The Share Sale Agreement is conditional upon obtaining Shareholder, ASX and other regulatory approvals.

Under the terms of the Share Sale Agreement and Note Deed the Company has the right to convert the amount outstanding under the Note Deed to equity in CCP Holdings Pty Limited. It is proposed that subject to obtaining all necessary approvals the Company will exercise its rights which would result in it holding approximately 9.09% of the equity of CCP Holdings Pty Limited prior to completion assuming that no further funds are drawn down under the facility. The exact amount of equity is dependent upon the amount drawn down under the Note Facility and the amount exercised pursuant to the rights of the Company which is not known at this time.

Share Sale Agreement

The principal terms of the Share Sale Agreement (**Agreement**) are as follows:

1. The Agreement is subject to various conditions including;
 - Obtainment of shareholder approval;
 - The Company holding not less than \$1,250,000 in cash in addition to the \$500,000 provisioned for in the Note Deed at completion;
 - Obtainment of all regulatory approvals, including and obtaining ASX approval pursuant to the Listing Rules;
 - CCP and all of the shareholders of CCP extinguishing out all related party loans by way of forgiveness and the entry into any and all documentation necessary to effect the forgiveness and release CCP Holdings from all Claims in respect of the related party loans; and
 - The Company being satisfied in its sole discretion that all necessary documentation including assignment deeds and licences have been executed to transfer or otherwise vest the legal and beneficial title to all Intellectual Property in Cold Chain Partners free from any encumbrance and to allow the use of those rights by CCP Holdings and CCP Asia.

2. The Company will acquire all of the 1,102,455 ordinary shares in CCP Holdings Pty limited not held by the Company on completion;
3. The Company will also acquire all of the 1,047,488 ordinary shares in Cold Chain Partners Pty Limited (**Cold Chain**) being 100% of the issued capital of that entity on completion;
4. The Company will hold a minimum of \$1,750,000 in the form of cash or convertible notes advanced to CCP Holdings Pty Limited at completion and as such will require the Company to undertake a capital raising to satisfy this requirement;
5. Both acquisitions will be completed by the issue of ordinary shares in the Company with an initial consideration being paid on completion (**Initial Consideration Shares**) which will result in the CCP Shareholders and the Cold Chain Shareholders, being issued Agenix shares in aggregate, being that number of shares calculated as:

$$N = 66\% \times (A + B)$$

Where:

N is the number of Initial Consideration Shares to be issued;

A is the number of AGX Shares on issue as at the date of this agreement;

B is the number of AGX Shares that will be issued by the Buyer to result in the Buyer having cash equal to \$1.75m less the amount which has been advanced under the Note Deed.

6. The quantum of shares to be allotted in satisfaction of the acquisition is dependent upon whether or not the Company is successful in obtaining a waiver of Listing Rule 11.1.3;
7. On completion the expansion of the current AGX board from 3 members to 5 members with the appointment of Mr Michael White and Mr Anthony Rowley as Directors who will take up full time executive positions upon completion.
8. In addition to the above the CCP Holdings Pty Limited Shareholders will be entitled to the grant of performance shares provided they meet future revenue targets in the short and medium terms. Details appear in the following schedule.

Milestone	Milestone Event	Milestone Date	Number of Milestone Shares
1.	\$200,000 in revenue generated from the sale or license of the CCP Solution	The Date being six months after the Completion Date	15,000,000 AGX Shares
2.	\$750,000 in revenue generated from the sale or license of the CCP Solution	The Date being twelve months after the Completion Date	15,000,000 AGX Shares
3.	\$2,000,000 in revenue generated from the sale or license of the CCP Solution	The Date being eighteen months after the Completion Date	15,000,000 AGX Shares

9. A Bonus issue of 5,000,000 AGX shares will be allotted for each Milestone Event that is achieved in half the allotted time under the Milestone Dates set out above.
10. The shares to be issued to CCP shareholders under the Agreement will be subject to any escrow that may be imposed by ASX pursuant to and in accordance with Chapter 9 of the Listing Rules.

About CCP

CCP was established in 2012 to create a world-leading Internet of Things (IoT) solution for Critical Control Point management and monitoring and has been developed over three years and was commercialised with revenue commencing in December 2015.

CCP has developed and now manufactures and sells a smart tag critical control point technology network which captures, interprets and moves data through any connected device such as a smart phone, tablet, PC, telematics device or wireless hotspot. The CCP wireless network deploys low-cost plug & play tags to deliver information about almost anything directly to connected devices via Bluetooth or Wi-Fi.

A 'Critical Control Point' is defined as the point where failure of standard operating procedure could cause harm to people and/or to the business, or even loss of the business itself.

Continuous, systematic monitoring and management of critical control points is required to protect the business from operational loss, liability, compliance and regulatory issues.

Standard critical control points and management issues include but are not limited to:

1. **Temperature** – health, safety, reduced wastage and regulatory compliance for biological materials, perishable food, medicines, vaccines and bio-specimens;
2. **Energy** – usage, continuity of supply, identification of appliances;
3. **Environment** – air and water quality, pH, chemicals, noise, acoustics and gases; and
4. **Movement** – location monitoring including goods and mobile assets to underpin spatial information systems, security and usage.

About the proposed Executive Directors

Mr Michael White

Michael has 25 years of entrepreneurial and managerial experience as an executive director and shareholder of several privately held agriculture and technology companies. He has undertaken business start-ups through the planning, resourcing and execution stages, and has developed and implemented successful strategies to build the value of these enterprises. He holds a Bachelor Degree in Agricultural Science and a Masters Degree in Environmental Science.

Mr Anthony Rowley

Anthony is an executive consultant with more than 25 years' experience in private and public-sector organisations, including eBusiness, IT and business advisory roles. This includes political experience with executive positions on the staff of two Australian Prime Ministers (Hawke and Keating), account

management, marketing, business mentoring, procurement, bid management and senior project management roles.

Strategic Fit

The Company's current intellectual property portfolio includes Thromboview and DiagnostiQ.

Thromboview is a proprietary humanised antibody which requires storage at all times to be within constant parameters whilst either in store or in transit.

DiagnostiQ is a device that can be used across all fields of plant, animal and humans. The Company holds the rights to develop this for human applications.

The CCP Solution is a combination of a device and associated software that can monitor critical control points. It can be utilised across a range of applications including plants, animals and human biologicals. Critical temperature control is not unique to one industry and is common place in health and food practices.

Agenix has a long history and management capability in working with hospitals throughout the world for the development of its technologies. CCP has commenced deployment of its solution into hospitals.

The Company considers the opportunity to acquire CCP meets its stated objective of acquiring a business that will increase shareholder value and provide near term revenues.

ASX

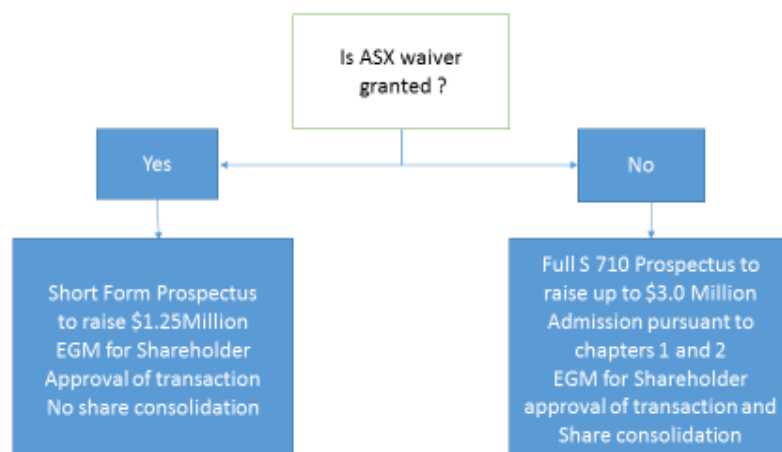
Agenix considers that the proposed acquisition of CCP provides a strategic fit with the current nature of its operations. The company recognises that the scale of the proposed CCP acquisition is such that it falls within the ambit of Listing Rule 11.1. The Company will as soon as practicable, lodge an application with ASX pursuant to Listing Rule 11.1 which deals with a major change in the scale of the Company's undertaking and to seek a waiver under Listing Rule 11.1.3.

In the event that the ASX does not grant a waiver pursuant to Listing Rule 11.1.3 the Company will be required to meet the requirements of Chapters 1 and 2 of the Listing Rules as if it was applying for admission.

In addition to Listing Rule 11, the Company will ensure that all requirements set out by ASX in terms of guidance notes, listing rules as they are pertinent to the proposed transaction are complied with.

Transaction Completion

Following the outcome of the ASX determination, the Company will be in a position to fully outline the proposed transaction.



The table set out below provides an illustrative example of the Company's issued capital post completion. It is important to note this is an example only and may change depending upon, amongst other things the ability of the Company to raise the necessary funds on terms acceptable to the Company:

	Minimum		Maximum ¹	
	Number	%	Number	%
Existing Shareholders	157,275,803		157,275,803	
New Securities – Capital Raising	83,333,333		200,000,000	
Sub Total	240,609,136	34	357,275,803	43
CCP Shareholders	468,554,634	66	468,554,634	57
Capital on Completion ²	709,163,770	100	825,830,437	100

Notes:

1. The amount of capital to be raised to complete the transaction is dependent upon whether or not ASX requires the Company to comply with Chapters 1 and 2 of the Listing Rules.
2. The Company may need to undertake a consolidation of securities in order to meet ASX requirements. For the purpose of the example it is assumed no security consolidation.



The Company will immediately inform shareholders once it has obtained the determination of ASX in respect of its application in relation to Chapter 11. This determination will enable the Company to have a clear path to completion.

For more information please contact:

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