
AGREEMENT TO ACQUIRE AGED CARE TECHNOLOGY COMPANY

HIGHLIGHTS

- *Antilles has an exclusive option to acquire aged care technology company HomeStay*
 - *HomeStay has developed an Internet of Things platform providing technology enabled care to the aged care industry*
 - *HomeStay's Intelligent Home integrates artificial intelligence and wearables through the HomeStay Hub*
 - *Intelligent Home pilots are currently underway for up to 750 homes between Australia and Singapore, including both government and private enterprise*
 - *HomeStay is party to a number of binding agreements*
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Antilles Oil and Gas NL (**Antilles** or the **Company**) is pleased to advise that it has executed a binding terms sheet whereby it has been granted an exclusive option to acquire 100% of the issued capital of HomeStay Care Pty Ltd (ACN 612 594 475) and its subsidiary companies (**HomeStay**) (**Acquisition**).

The Company considers that the Acquisition represents an exciting opportunity for shareholders, with the recently released Federal Budget including funding to support Australians who wish to receive care at home through the Government providing \$1.6 billion to support 14,000 additional high level home care packages by 2021–22. This adds to the 6,000 places the Government has provided since the last Federal Budget.

The Acquisition is conditional upon completion of due diligence and obtaining shareholder approvals (among other things). The key terms of the Acquisition are set out in Schedule 1 of this announcement.

On completion, the Acquisition will amount to a significant change in the nature and scale of the Company's current activities and as such, the Company will be required to obtain approval from its shareholders and to re-comply with Chapters 1 and 2 of the ASX Listing Rules. As part of the Acquisition, the Company proposes to complete a capital raising of at least \$2,500,000.

OVERVIEW OF HOMESTAY

The HomeStay group provides technology enabled care to the aged care industry. Through its proprietary Internet of Things (IOT) platform (**HomeStay IoT Platform**), Homestay assists seniors and the elderly to remain living independently in their homes for longer. The HomeStay IoT Platform is a unified technology care platform offering on demand care services, healthcare data management and lifestyle monitoring via its “**Intelligent Homes**”. The platform is driven by artificial intelligence, machine learning and predictive analytics that provide real time alerts and preventative interventions that allow senior adults to stay in their homes longer.

HomeStay was founded in 2016 after identifying a need for the provision of better, smarter, more efficient and consistent care to senior adults to enable them to stay in their homes longer through the use of technology. In addition, HomeStay provides families peace of mind through participation, communication and transparency to ensure that their loved ones are being looked after.

HomeStay's IoT Platform is operated via an app available on both tablet and mobile on Android and iOS. The HomeStay App currently incorporates many features including the three core offerings:

- (a) **Aged Care On Demand Services (HomeStay ODS)** – a market place for aged care services utilising the HomeStay booking system via the HomeStay App, enabling clients, family and vendors the ability to search, book, schedule and pay for services, and which provides flexibility and convenience for individuals wanting to stay at home longer.
- (b) **HealthCare Data Management** – provides a range of secure digital healthcare services, including HD video calls, secure medical data collection, health and vital sign monitoring and connectivity to wireless medical devices. The Healthcare Platform supplements the data that HomeStay collects from Intelligent Home. The health data collected is used to develop artificial intelligence (AI) alerts to families via the HomeStay App. Revenue is derived from the subscription / purchase of the Intelligent Home and monthly monitoring / alert fee.
- (c) **HomeStay Intelligent Home (“Intelligent Home”)** – integrating various in-home AI sensors, including movement/activity monitoring, bed sensor, door/window sensors, hot water sensor, incontinence device and wearable smart watches. All this data is collected wirelessly through a “hub” which is central to Intelligent Home technology. The main outcome is to provide preventative interventions and care to the elderly by utilising advanced AI and predictive analytics to alert family, friends and caregivers to a potential incident via an alert system, so the situation can be immediately attended to. Actions include calling an ambulance in the case of an emergency, or a caregiver to attend the next day if the situation is not so immediate. These transactions can be completed seamlessly via the HomeStay App.

All service providers made available through the HomeStay App have been police and reference checked, and each client is able to provide their own feedback and rate the service they have received, which ensures that HomeStay is able to exercise a level of quality control in relation to service providers engaged through the HomeStay IoT Platform. In addition, the HealthCare Data Management and the Intelligent Home provide secure data management of health and monitoring services via the integrated HomeStay Hub.

The HomeStay IoT Platform collects all the data across the HealthCare Data Management and the Intelligent Homes using artificial intelligence, machine learning and predictive analytics to provide alerts to family, friends and caregivers who are then able to triage the situation depending on the severity of the alert.



ASX ANNOUNCEMENT

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This type of unique solution is a significant advance on how care is delivered today. In most cases, triage is only delivered after an incident. Through its Intelligent Home and IoT devices, HomeStay aims to accurately predict an incident before an incident occurs, based on the data collected over time on the individual. The technology can also be applied to the disability sector and HomeStay anticipates extending its offering later in 2018.

The Company will be suspended from trading following the release of this announcement and is currently in the process of preparing a more fulsome announcement to permit the suspension from trading to be lifted. This announcement will be released as soon as possible following ASX confirming that the announcement is in suitable form for release. Once released, the Company's shares will continue to trade until shareholders approve the Acquisition.

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SCHEDULE 1 – KEY TERMS OF BINDING TERMS SHEET

The key terms of the binding terms sheet to effect the Acquisition (**Agreement**) are as follows:

1. **Exclusivity:** Upon execution of the Agreement, the Company paid an exclusivity fee of \$100,000 to HomeStay, which will be refundable in the event that any of the conditions precedent are not satisfied within the period required due to the acts or omissions of HomeStay, HomeStay breaches the Agreement or HomeStay undertakes an alternative transaction to the Acquisition;
2. **Option:** Upon execution of the Agreement, HomeStay has granted the Company an option to undertake due diligence, and to procure that HomeStay compels its shareholders to undertake the Acquisition (procurement of which shall occur prior to completion) (**Option**). The Option is exercisable by the Company on or before 14 May 2018 by the Company making a loan of \$300,000 (**Loan**) to HomeStay on the following terms:
 - (a) the Loan is interest free and unsecured;
 - (b) the Loan is repayable upon the earlier of 28 November 2018 or that date that is three months following any of the following occurring:
 - (i) *a change of control occurs in respect of HomeStay;*
 - (ii) *HomeStay applies for admission to listing on a stock exchange;*
 - (iii) *HomeStay completes a capital raising of an amount equal to or greater than 150% of the outstanding amount of the Loan; or*
 - (iv) *HomeStay disposes or agrees to dispose of a material part of its business.*
3. **Conditions Precedent:** Completion of the Acquisition is subject to and conditional upon a number of conditions precedent, including:
 - (a) satisfaction of all necessary due diligence investigations by the parties by 14 May 2018;
 - (a) Antilles and HomeStay obtaining all necessary regulatory, shareholder and third party approvals required to complete the transactions contemplated by the Agreement, including, without limitation, ASX approval of the terms and conditions of the Performance Shares;
 - (b) Antilles receiving conditional approval by ASX to reinstate its securities to trading on the ASX (after the Company re-complies with Chapters 1 and 2 of the Listing Rules) and those conditions being to the reasonable satisfaction of Antilles and HomeStay;
 - (c) Antilles undertaking a capital raising to raise at least \$2,500,000 through an issue of Shares at \$0.02 per Share, issued (on a post-Consolidation basis) (**Public Offer**);
 - (d) all HomeStay shareholders agreeing to transfer their HomeStay Shares to the Company and entering into any restriction agreements required under the ASX Listing Rules in relation to the Consideration Shares and Performance Shares to be issued as consideration for the Acquisition; and

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- (e) there being no material adverse change in the circumstances of HomeStay or the Company prior to completion,
- (together, the **Conditions Precedent**).
4. **Consolidation:** The Company will undertake a consolidation of its securities on a ratio which results in the Company's current Shares on issue being consolidated to 135,000,000 Shares (**Consolidation**).
 5. **Consideration:** In consideration for the Acquisition, the Company will issue:
 - (a) 300,000,000 Shares (on a post-Consolidation basis) (**Consideration Shares**) to the HomeStay Shareholders (or their nominees) in proportion to their existing interest in HomeStay; and
 - (b) 200,000,000 Performance Shares (being, 50,000,000 Class A Performance Shares, 50,000,000 Class B Performance Shares and 50,000,000 Class C Performance Shares and 50,000,000 Class D Performance Shares) to the existing HomeStay Shareholders;
 - (c) Antilles will also issue (on a post-Consolidation basis) 70,00,000 Transaction Options to 708 Capital or its nominee in consideration for lead manager services, 10,000,000 Shares for the introduction and facilitation of the Acquisition, and 10,000,000 Transaction Options, being 2,000,000 Transaction Options to each of the New Directors and the existing Directors.
 6. **Board composition:** On completion of the Acquisition, Antilles will appoint Ms Shannon Robinson and Ms Sara Kelly as directors of the Company. Current Directors Messrs Ranko Matic and David Wheeler will resign.
 7. **Change of name:** Following successful completion of the Acquisition, Antilles proposes to change its name to "HomeStay Care Limited".

The agreement otherwise contains terms and conditions which are typical for an agreement of its nature.