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ASX RELEASE

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## WILD ACRE TO ACQUIRE NUHEARA - WEARABLE HEARING TECHNOLOGY

- Binding Terms Sheet signed to acquire 100% of Nuheara Pty Ltd ([www.nuheara.com](http://www.nuheara.com)), which intends to be the World's first adaptive augmented Hearable technology company.
- Nuheara is developing proprietary hardware and software to deliver multi-functional audio Wearable technology that augments a users hearing and facilitates cable free connection to smart devices.
- Nuheara positioned to benefit from the high growth consumer Wearables market which is predicted to significantly expand over the next 3 years. By 2018, it is forecast that over 250 million smart wearables will be in use, 14 times more than in 2013.
- Prototype development underway, targeting commercial production by end of 2016.
- Nuheara's audio Wearable device (ear-bud) aims to provide a best-of-breed technology platform for app developers to deliver voice enabled solutions across a range of consumer driven needs and associated smart devices.
- Partnership with Curtin University of Technology in Western Australia to co-develop proprietary technology to be 100% owned by Nuheara.
- World's leading wearables technology incubator, *Wearable World*, to become a shareholder of the Company and is assisting Nuheara's market development program.
- Nuheara management team members include Justin Miller (based in Perth) and David Cannington (based in San Francisco). Justin was Founder and CEO, and David - Global Chief Marketing Officer of successful international industrial hearing technology company, Sensear.
- Dr Michael Ottaviano to join the Board as a Non-Executive Director.
- Wild Acre to undertake 11 for 20 Rights Issue at \$0.008 per share to raise \$500,000.

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Wild Acre Metals Limited ("**Wild Acre**" or the "**Company**") is pleased to advise that it has entered into a conditional binding Terms Sheet (the "**Terms Sheet**") to acquire 100% of Nuheara Pty Ltd ("**Nuheara**"), a developer of a wearable technology that enables users to listen, communicate and connect to their digital world and physical world, hands free with no cables. Operating via a set of wireless ear-buds (**Hearables**) and the Nuheara Smart Phone App, Nuheara will provide users with the ability to augment hearing based on their personal preferences, while simultaneously enabling connectivity to voice enabled smart devices such as televisions and other Internet of Things (IoT) devices.

Nuheara is a Western Australian Company with a base in San Francisco where Nuheara operates from *Wearable World*, the world's leading incubator of wearable technologies. ([www.wearableworld.co](http://www.wearableworld.co)).

## **Wearables Market**

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With the launch of the Apple Watch and other consumer hardware devices, the Wearables market is forecast to substantially increase in the next three years according to International IT research organization CCS Insight, with 250 Million Wearables forecast to be in use by 2018.

As Wearable technology evolves from the wrist to clothing and other parts of the body, the Hearables (Consumer Wearables for the ear) segment has been forecast to grow at a similar rate. In a recent report titled “The Market for Smart Wearable Technology” produced by Nick Hunn, Hearables are predicted to be worth \$5 Billion by 2018. Nuheara will also impact the \$6 Billion p.a. hearing aid market and the \$8 Billion p.a. headphone market.

Further, voice recognition technologies are becoming more mainstream with consumer adoption of personal digital assistants like SIRI, Google Now and thousands of voice-enabled apps. According to Readwrite, a leading Silicon Valley Media company, *“voice features are the ‘it’ trend in consumer technology”*.

## **About Nuheara**

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Nuheara is poised to capitalize on the intersection of these high growth markets aiming to commercialize the world’s first adaptive augmented Hearables (ear buds) technology that allows consumers to control what they want to hear.

Nuheara was founded to change the way consumers listen, communicate and connect to their digital and physical world. The Co-founders have over 50 combined years of experience commercializing hearing technology devices and represent world-class audio technologists and experienced global business executives.

At the heart of its business, Nuheara is building a proprietary hearing technology platform that combines unique speech augmentation software with spatial directionality and placement, Bluetooth connectivity and app software components. Embedded in two stylish Hearables (ear buds), a small convenient charging case and empowered by a smart phone app, Nuheara’s augmented hearing solution represents a new way to listen, communicate and connect.



*Prototype illustrations of the Nuheara Wearable earbud, app and charging case.*

Nuheara's Intellectual property currently consists of trademarks and trade secrets. However, as a result of its ongoing development process, Nuheara is expecting to finalise and lodge any patent applications prior to pilot production runs commencing in mid 2016.

Nuheara is currently in prototype development stage, having produced its first physical prototypes and commenced software development, with full commercial production anticipated to be completed by end of 2016.

According to Justin Miller Co-Founder of Nuheara "We decided to take a fresh approach to consumer hearing technology. We looked at what was happening in the headphone market, the Bluetooth earpiece market and what the hearing aid companies were doing and we concluded that we could build something unique for the exploding Wearable's consumer market".

Utilizing Nuheara's proprietary technology, the consumer experience will be like using an assisted listening device, a Bluetooth earplug and a noise-cancelling headset all in the one product. The real benefit of Nuheara is that it plans to give the consumer the control to orchestrate their hearing experience via the Nuheara app and with the tap touch functionality on the Hearable.

Justin Miller said "With so many demands on our hearing, our goal is to allow consumers to seamlessly listen, communicate and connect to their digital and physical worlds with one smart Hearable device".

Nuheara's early adopters will be the 40+ million consumers (North America and Australia) who experience some hearing issues and who would like a cool looking device that enables them to augment their hearing and allows them to connect to their digital world.

Nuheara will also tap into the massive consumer market of headset and earpiece users who are looking for the latest wireless hearing technology to enhance their connected lifestyle.

## **Nuheara Partnerships**

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Nuheara has established partnerships with leading organizations to support its successful commercialization.

Nuheara has entered into a partnership with **Curtin University of Technology** in Western Australia who have a proven background in research, development and testing of advanced audio digital signal processing technologies.

Curtin is joining a collaborative research and development effort with Nuheara to deliver new processing techniques and intellectual property for augmented hearing with communication capabilities for a range of consumer applications.

The two Curtin University based Co-Founders will be instrumental in maximizing the extraordinary capabilities of Curtin University in building Nuheara's Intellectual Property. Nuheara will retain 100% ownership of any IP developed as a result of its partnership with Curtin.

Nuheara has also partnered with **Wearable World Inc.** ([www.wearableworld.co](http://www.wearableworld.co)), the world's leading Incubator of Wearables technology companies based in San Francisco to assist with its market development program.

Wearable World has been instrumental in incubating over 50 Wearable technology companies over the last two years. Nuheara is already working closely with Wearable World via USA based Co-Founder David Cannington. Nuheara will be exhibiting and presenting at the Wearable World Congress May 19 & 20, 2015.

## The Future

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The voice-enabled world will soon be a reality. Developers around the world are using Artificial Intelligence and Voice Recognition technologies to build innovative applications that will power this voice-enabled world.

Nuheara plans to be the best-of-breed hearing platform that enables this new world. Working closely with the software development community, Nuheara will facilitate the explosion of voice-recognition solutions that aims to improve people's lives.

Utilizing cutting edge proprietary audio technology and world-class industrial design, Nuheara plans to be the leading brand in the Hearables market by enabling consumers "to hear what they want to hear".

## Nuheara Team

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### **Justin Miller** (Co-Founder and Chief Executive Officer)

Mr Miller is a serial entrepreneur who has developed a thorough knowledge of the global technology and innovation marketplace during his 25-year executive career. Throughout the course of his career, Justin has successfully founded and managed the aggressive and profitable growth of technology, manufacturing and service related companies. This includes strategic acquisitions, capital raisings, research & development, product development & onshore/offshore manufacture, significant staff growth and multi-million dollar sales deals involving both direct & channel sales models. Justin founded ASX listed IT Services company Empired and most recently was the Founder and CEO of industrial hearing and communication company, Sensear where he was responsible for growing the global business from the San Francisco bay area.

Mr Miller will be appointed as a director of the Company upon completion of the Acquisition.

### **David Cannington** (Co-Founder and Director of Marketing)

Mr Cannington has over 25 years global sales and marketing experience. He has held senior positions in sales and marketing for companies spanning consumer packaged goods (Cadbury Schweppes), advertising (McCann Erickson) data analytics (Neochange) and hearing technology (Sensear). He has advised many startups on go-to-market and growth strategies and was the founding CEO of ANZA Technology Network, a leading cross-Pacific technology entrepreneurs network. David has been recognized as one of the most influential Australia technology executives in Silicon Valley and brings a global perspective to technology commercialization.

Mr Cannington will be appointed as a director of the Company upon completion of the Acquisition.

### **Professor Sven Nordholm** (Co-Founder)

Prof Nordholm (SM IEEE) received a Ph.D. degree in Signal Processing from Lund University, Sweden in 1992. Since 1999, he has been a full professor at Curtin University, Perth, Australia, and founding member of Hearmore and Sensear. His research activities for 30 years focus on signal processing and communication in acoustic media and speech processing. He is a holder of 7 patents and has contributed more than 200 technical papers. Prof. Nordholm was the technology inventor and co-founder of Sensear 2006. He is a 2012 Eureka finalist and a member of the IEEE SPS Technical Committee on Audio and Acoustic Signal Processing.

Professor Nordholm will form part of the management and development team of the Company upon completion of the Acquisition.

### **Professor Kevin Fynn** (Co-Founder)

Kevin Fynn is Professor and Head of School, School of Electrical Engineering and Computing, Curtin University of Technology. Professor Fynn is a distinguished research engineer, engineering manager, and electrical engineering practitioner. He has been closely associated with industry and engineering research and development for over 25 years, and has an outstanding record of design leadership and of building major research and development facilities. As director of the Western Australian Telecommunications Research

Institute he was responsible for its over-all strategic direction and its corporate performance. At an operational level, he was responsible for commercialisation and management functions. His success in running a commercially focused centre as evidenced by the funding the Institute received including: Cooperative-Research Centres, WA State Government Centres of Excellence in Industry Focused Research, an AusIndustry Technology Diffusion grant, ARC grant funding, and industry consultancies. Kevin has eight patent registrations and over 50 publications in diverse fields in Electrical Engineering. His commercial experience includes providing technology systems and services to the resources industry, establishing strategic relationships with leading ICT corporations, and has been involved in numerous industry projects including international companies such as Boeing (USA). He is the co-founder of Xelor, Sensear Pty Ltd., TheBuzz Corp Pty Ltd. Hearmore Pty Ltd and MobiRoam Pty Ltd.

Professor Fynn will form part of the management and development team of the Company upon completion of the Acquisition.

## Terms Sheet

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Under the Terms Sheet, Wild Acre will acquire 100% of the securities of Nuheara in consideration for Wild Acre issuing the shareholders of Nuheara 130,000,000 shares in Wild Acre (**Consideration Shares**) at a deemed issue price of \$0.008 per share (**Acquisition**). A further 24,802,321 shares will be issued as facilitator shares to Inkling Capital Pty Ltd, a company associated to Dr Michael Ottaviano (in consideration for facilitating the Acquisition) (**Facilitator Shares**). Dr Ottaviano will join the Board as a non-executive director. David Cannington and Justin Miller shall be granted 10,000,000 options each which shall be subject to certain milestones, with an exercise price and expiry date to be agreed between the parties and subject to shareholder approval (**Employee Options**).

Completion of the Acquisition remains subject to a number of conditions including but not limited to:

1. Wild Acre and Nuheara completing due diligence enquiries within a period of 45 days from the date of the Terms Sheet;
2. Wild Acre obtaining all regulatory approvals (as required) in order to undertake the transactions contemplated by the Terms Sheet, including with respect to Chapter 11 of the ASX listing rules;
3. Wild Acre receiving conditional approval from the ASX for the reinstatement of its securities to official quotation following completion of the Acquisition;
4. Wild Acre completing a capital raising to raise such amount as is sufficient to meet ASX Listing Rule 1.3 through the issue of Wild Acre shares at an issue price of not less than \$0.02 per share; and
5. Wild Acre obtaining all necessary shareholder approvals required by the Corporations Act and the Listing Rules in relation to the Acquisition within 90 days of the date of the Terms Sheet (or such other date as the parties may agree in writing).

## Name Change

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As part of the Acquisition, the Company will seek approval of shareholders to change its name to Nuheara Limited.

## Board Changes

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As part of the Acquisition, existing directors of the Company, William Brown and Jeffrey Moore, will step down and Michael Ottaviano, Justin Miller and David Cannington will be appointed as directors on completion of the Acquisition. Grant Mooney will remain as a director.

## Rights Issue

Wild Acre intends to undertake a rights issue (**Rights Issue**) immediately to all shareholders holding ordinary securities on the Record Date, which is intended to be 29 May 2015. Eligible Shareholders will have the right to acquire 11 shares for every 20 shares held at an issue price of \$0.008 per share. Total funds raised from the Rights Issue of approximately \$500,000 will be applied towards funding potential due diligence activities on new projects (including the Acquisition), exploration activities and working capital. The Rights Issue shall not be conditional on completion of the Acquisition as there are a number of conditions precedent that need to be satisfied prior to the Acquisition completing. Further details will be provided in the disclosure document to be dispatched to Shareholders shortly.

## Equity Raising

The quantum of any equity raising to satisfy ASX re-listing requirements will largely depend on Wild Acre realising any funds from the sale of its mineral assets (as described below).

At a minimum, Wild Acre will be required to complete an equity raising of a minimum of \$2.6 million through the issue of 130,000,000 shares at a minimum price of \$0.02 each. Should Wild Acre not secure proceeds from the sale of mineral assets of at least \$500,000, then it will be required to complete an equity raising of a minimum of \$3,000,000 (or such other amount to satisfy ASX re-listing requirements) through the issue of 150,000,000 shares at a minimum price of \$0.02 each. The issue price of any equity raising will be determined at the time, but will not be less than \$0.02 per share in accordance with ASX policy (and subject to the grant of a waiver by ASX).

## Proforma Capital Structure

	Shares	Options
As at execution of Terms Sheet	113,480,834	20,719,445 <sup>(1)</sup>
Rights Issue Shares	62,414,458	-
Capital Raising for Recompliance	130,000,000 <sup>(2)</sup>	-
Facilitator Shares	24,802,321 <sup>(3)</sup>	-
Employee Options		20,000,000 <sup>(4)</sup>
Consideration Shares	130,000,000	-
<b>TOTAL</b>	<b>460,697,613</b>	<b>40,719,445</b>

### Notes:

- Comprised of the following:
  - 2,000,000 unquoted options exercisable at \$0.20 each and expiring 28 October 2016
  - 7,900,000 unquoted options exercisable at \$0.15 each and expiring 31 January 2017
  - 2,000,000 unquoted options exercisable at \$0.10 each and expiring 27 May 2017
  - 8,319,445 unquoted options exercisable at \$0.10 each and expiring 15 September 2017
  - 500,000 unquoted options exercisable at \$0.10 each and expiring 18 November 2017
- Based on an issue price of \$0.02 each.
- This amount will be 7.5% of the total issued share capital of the Purchaser post Acquisition and Rights Issue (and will be subject to a 24 month escrow).
- Proposed Nuheara executive options to be issued subject to completion of acquisition and shareholder approval with key terms including milestone vesting criteria, exercise prices and expiry dates to be determined.

## Timetable for Acquisition

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The anticipated timetable for the Nuheara acquisition is set out below:

Key Task/Event	Indicative Timing
Announcement of Transaction	18 May 2015
Lodgement of Rights Issue Prospectus with ASX	25 May 2015
Lodge Notice of Meeting for approval of Acquisition of Nuheara	26 June 2015
Completion of Due Diligence Review of Nuheara	2 July 2015
Lodge Prospectus for capital raising	28 July 2015
Shares suspended from trading on ASX	28 July 2015
Shareholder meeting to approve transaction	29 July 2015
Capital Raising Prospectus closes	1 September 2015
Company resumes trading on ASX	15 September 2015

*The dates in this timetable are indicative only and subject to change.*

## Existing Mineral Assets

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Wild Ace is currently considering options for maximising value from the existing mineral assets, including joint venture arrangements or sale of these assets. Subject to the outcome of this assessment, it is currently intended that the mineral assets will be divested at completion of the Acquisition.

## Financial Impact on Wild Acre

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Given that Nuheara is a start-up business developing a new technology, it is not possible to provide any forecast revenue or profit numbers.

An unaudited pro-forma balance sheet showing the impact of the Acquisition will be included in the notice of meeting.

More detailed information and background regarding Nuheara can be found at [www.nuheara.com](http://www.nuheara.com).

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**For further information please contact:**

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