

30 July 2015

**EXOMA ENERGY LIMITED (EXE)  
QUARTERLY ACTIVITIES REPORT  
30 JUNE 2015**

**OPERATIONS**

As previously announced, Exoma withdrew from the Galilee Joint Venture exploration permits (permits ATP 991P, ATP 996P and ATP 1005P) effective 1 January 2015.

**PROPOSED ACQUISITION OF THE GRUDEN GROUP**

As previously reported, Exoma had entered into a heads of agreement to acquire The Gruden Group (**Gruden**). On 9 July 2015 the Company announced that it had entered into a formal Share Purchase Agreement with the vendors to acquire Gruden, subject to shareholder approval. Gruden is comprised of 3 private companies specializing in fully integrated e-commerce and m-commerce point of sale applications and digital marketing services.

Highlights of the transaction include:

- Exoma will be acquiring 100% of The Gruden Group by the purchase of all the shares in Gruden Pty Ltd, Blackglass Pty Ltd and Mobile Den Pty Ltd from the vendors, in exchange for shares in Exoma. The key Management will remain and manage the business.
- At closing Exoma will have approximately \$6.8m in cash and therefore does not need to raise capital.
- Gross Revenue for Gruden for 2014/15 of in excess of \$8.5m.
- Gruden is a market leader in the area of digital, fintech and mobile transactions.
- Gruden's award-winning Mobile Den platform engages and provides brands with the ability to financially transact directly with end customers through their mobile. Gruden aims to significantly grow its annuity revenues by charging transaction margins to customers by taking a "clip" per transaction.
- Gruden's existing suite of multi-million dollar blue-chip clients includes **Starbucks, Oporto, Red Rooster, Betta Home Living, Accor Hotels, Sydney Airports, Ausgrid, Jamie's Italian, Woolworths and the Australian Federal and New South Wales governments.**
- Gruden's award winning digital agency has been operating for 20 years and provides Gruden with a broad range of high margin income streams.
- Grudens unique partnership with global point of sale (POS) leader Micros/Oracle (NASDAQ:ORCL) and as a Certified Cloud Partner with Amazon Web Services (NASDAQ:AMZN), makes this a truly global offering.

- Gruden established its China operations in 2008 which has a dedicated team delivering digital services in China and providing support in servicing clients in Australia and across the Asia Pacific region. This provides access to one of the largest global consumer mobile and digital markets.
- This proposed ASX listing will provide Gruden with funds to accelerate the take-up and global rollout of the Mobile Den platform, initially focused on the wider Asia Pacific region.

### ***Key Terms of the Proposed Transaction***

Exoma has entered into a Share Purchase Agreement with each of the controlling shareholders of the Acquisition Companies set out below pursuant to which Exoma will acquire all of the shares in those companies on the following terms:

#### **1. Acquisition Companies**

Exoma to acquire the following three companies in the Gruden Group:

**Mobile Den Pty Ltd  
Gruden Pty Ltd  
Blackglass Pty Ltd**

#### **2. Consideration**

The consideration for the acquisition is:

- a) 185,000,000 Shares;
- b) 90,000,000 Class A Performance Shares; and
- c) 90,000,000 Class B Performance Shares.

The Conversion and expiry of Class A Performance Shares and Class B Performance Shares are:

- a) **(Conversion on achievement of Class A Milestone)** Each Class A Performance Share will convert into a Share on a one for one basis upon the Gruden Group in aggregate generating consolidated gross revenue in any 12 month consecutive period of at least \$10,000,000 on or before 5pm (EST) on the date which is 24 months from 1<sup>st</sup> February 2015,.
- b) **(Conversion on achievement of Class B Milestone)** Each Class B Performance Share will convert into a Share on a one for one basis upon the Gruden Group in aggregate generating consolidated gross revenue in any 12 month consecutive period of at least \$16,000,000 on or before 5pm (EST) on the date which is 24 months from completion,.

The acquisition is conditional upon, and subject to, a number of conditions. These include Shareholder approval of the acquisition resolutions, Exoma obtaining all necessary regulatory approvals, including re-compliance with Chapters 1 and 2 of the ASX Listing Rules and having a minimum of \$6,600,000 net cash and receivables after taking into account various payments. There are normal commercial warranties associated with the Acquisition.

Further particulars on Gruden and the proposed transaction can be found in the company's announcement dated 9 July 2015.

**CORPORATE**

Cash at hand at 30 June 2015 was approximately \$7.1 million of which \$0.4 million is restricted cash.

Further Information:

Neville Bassett  
Company Secretary  
+61 8 9486 7066