

ASX Announcement

17 July 2014

Invigor to take 20% ownership in My Verified ID Corp

Invigor Group Limited (ASX: IVO) ("Invigor") advises that it has reached conditional agreement to acquire up to a 20 per cent shareholding in My Verified ID Corp ("My Verified"), a US based company specialising in the development and distribution of universal verified sign in technology to eliminate fraud, reduce costs and protect against identity theft. For information on My Verified, please go to www.myverifiedid.com.

Consideration for the investment is \$A3.0 million payable over a 12 month period commencing from 1 September 2014 subject to all conditions precedent being satisfied and other terms applicable to the Payment Schedule.

My Verified will enter into an agreement with Invigor for the provision of defined services over a 12 month period commencing 1 September 2014.

A summary of the key commercial terms is attached.

Mr Gary Cohen, Executive Chairman, said: "This investment further enhances Invigor's investment into businesses specialising in digital solutions. We look forward to working closely with the My Verified team and assisting with their development and distribution of the My Verified product."

For further information, please contact:

Gary Cohen
Executive Chairman
+61 2 8251 9600

About Invigor Group Limited

Invigor Group is a leading information technology and digital solutions company. It specialises in innovative business intelligence, big data solutions which are supported by strategic consulting, development and marketing services. Invigor delivers its products and services across a broad range of industries including: consumer electronics, automotive, financial and insurance, pharmaceuticals, apparel and home wares.

ATTACHMENT TO ASX ANNOUNCEMENT DATED 17 JULY 2014

SUMMARY OF KEY COMMERCIAL TERMS FOR THE PROPOSED ACQUISITION OF SHARES IN MY VERIFIED ID CORP. BY INVIGOR GROUP LIMITED PURSUANT TO A TERM SHEET DATED 16 JULY 2014

This document is a summary only of the key commercial terms for the proposed acquisition of shares in My Verified ID Corp. ("the Company") by Invigor Group Limited ACN 081 368 27 ("the Purchaser"). This summary does not contain all of the agreed terms and conditions which remain subject to satisfaction of conditions precedent and other matters contained in the Term Sheet.

The parties have agreed in good faith to work to implement the transactions set out in the Term Sheet upon and subject to the terms and conditions.

(I)	Conditions Precedent	<p>The Transaction is subject to and conditional on (Conditions Precedent):</p> <ul style="list-style-type: none"> (a) completion of due diligence (Due Diligence) by the Purchaser on the Company to its satisfaction; (b) the parties, using their best endeavours, entering into the Formal Documentation by no later than 31 August, 2014 (Execution Date); (c) the Company being satisfied (in its absolute discretion) that the Purchaser has the capability of satisfying the Total Consideration at Completion and according to the payment terms. (d) the parties will use their best endeavours to ensure that these Conditions Precedent are satisfied as quickly as possible, but in any event all Conditions Precedent must be satisfied on or before the Execution Date or this Term Sheet will be at an end and of no further force or effect unless extended.
(II)	Consideration and Payment	<p>\$3,000,000, in return for 20% of the diluted issued capital as at the Completion Date. This amount is to be paid in accordance with the agreed Payment Schedule and the shares are to be allotted in accordance with the Payment Schedule. On execution of Formal documentation, the Purchaser will provide the cash consideration to the Company in agreed tranches over a 12 month period, subject to the Company achieving key milestones as agreed between the Company and the Purchaser. In the event of not reaching the agreed milestones, the relevant amount will be withheld until the milestones are achieved or waived, as agreed between the Purchaser and Company.</p>
(III)	Formal Documentation	<p>The parties agree to enter into the Formal Documentation to more fully document the terms of the Transaction (to be prepared by the Purchaser's solicitors). In addition to the terms, conditions and warranties set out in this Term Sheet, the Formal Documentation will contain terms and conditions standard for documentation of its nature, including but not limited to additional representations, warranties and indemnities.</p> <p>Upon execution of this Term Sheet the Company will be entitled to utilise the office space of the Purchaser to accommodate a maximum of 3 persons.</p>
(IV)	Completion	31 August, 2014
(V)	Exclusivity	The Purchaser acknowledges that the Company is currently in negotiations with other parties to explore various options in relation to access to capital.

		The Purchaser acknowledges that some of these other parties may be valuable partners for the Company and the Company agrees, in good faith, to keep the Purchaser informed on any developments in relation to any developments in connection with the current negotiations.
(VI)	Right of First Refusal	Other than pro-rata issues and pre-emptive rights provision in accordance with the existing shareholder agreement, in the event the company wishes to issue further share capital after the Completion Date, the Company agrees to first offer the Purchaser the right to purchase any additional shares prior to approaching any other party.
(VII)	Shareholders Agreement	A shareholders agreement will be entered into between the Company and the Purchaser together with other major shareholders, containing key protections regarding changes to the constitution, issue of new shares, sale of shares (including drag along rights) and changes to the board and key management.
(VIII)	Termination	<p>This Term Sheet will terminate:</p> <ul style="list-style-type: none"> (a) with a party providing written notice to the other party on or before the Formal Documentation is entered into, that the completion of the Due Diligence was not to their satisfaction; or (b) in the event that the Conditions Precedent are not satisfied by 31 August 2014 (unless extended by agreement).