

AVEXA LIMITED
ACN 108 150 750

Non-Renounceable Rights Issue Offer Document

Non-renounceable rights issue of 1 Share for every 1 Share held at an issue price of \$0.022 per New Share to raise up to \$2.2 million (before costs) made pursuant to section s.708AA(2) Corporations Act 2001.

This Offer opens on 9 August 2016 and closes at 7.00pm (Sydney time) on 23 August 2016.



AVEXA

Important Notice

This Offer Document is not a prospectus

It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document.

This document is important and requires your immediate attention.

It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

Underwriting

The Offer is underwritten to the extent of \$1.8 million.

Corporate Directory

Company

Avexa Limited
ACN 104 795 922
Suite 8, Level 1
61-63 Camberwell Road
HAWTHORN EAST VIC 3123

Telephone: (03) 8888 1040
Facsimile: (03) 8888 1049

www.avexa.com.au

Directors

Mr Iain Kirkwood – Executive Chairman
Mr Allan Tan – Non-Executive Director
Mr Jefferson Harcourt – Non-Executive Director

Company Secretary

Mr Lee Mitchell

Auditor

KPMG
KPMG House
147 Collins Street
MELBOURNE VIC 3000
Telephone: (03) 9288 5555
Facsimile: (03) 9288 6666

Solicitors to the Offer

Convergence Legal
Level 17
31 Queen Street
MELBOURNE VIC 3000
lmitchell@convergence.com.au

Underwriter

Interprac Financial Planning Pty Ltd
Level 3/29-33 Palmerston Crescent
SOUTH MELBOURNE VIC 3205

Telephone: +61 3 9209 9777
Facsimile: +61 3 9209 9731
Website: www.interprac.com.au

Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
PO Box 3993
Sydney NSW 2001
Telephone: 1300 737 760 (Australia)
+61 29290 9600 (International)
Facsimile: +61 2 9279 0664
Website: www.boardroomlimited.com.au

Chairman's Letter

Dear Shareholder

On behalf of Avexa, I am pleased to offer you the opportunity to participate in the Offer.

Avexa is undertaking a pro rata non-renounceable rights issue of 1 New Share for every 1 Existing Share held. The issue price of each New Share is \$0.022, representing a discount of 33% to the last price at which Shares traded on ASX on Friday 22 July 2016, the last trading day before the announcement of this Offer.

If fully subscribed, the Offer will result in the issue of a maximum of 101,459,128 New Shares raising approximately \$2.2 million before expenses of the Offer. The Offer is underwritten by Interprac Financial Planning Pty Ltd to an amount of \$1.8 million.

The proceeds raised from the Offer will be used to fund capital expenditure required to:

- complete the first commercial release version of the TALI Technology including games enhancements, development of a clinical/educator web portal and design revisions from engaged clinics' feedback;
- conduct ongoing clinical trials to strengthen the claims of the TALI Technology;
- launch and roll-out the first versions of TALI; and
- corporate overheads and relieve the market perception of the capital risk within Avexa.

Further information regarding Avexa and its operations is set out in an ASX announcement released on 27 July 2016 and entitled "Capital Raising Presentation". A copy of this announcement is included with this Offer Document as Annexure A.

The Offer provides Eligible Shareholders with an opportunity to benefit from the future growth of Avexa.

Accompanying this Offer Document is your Entitlement and Acceptance Form which contains details of your Entitlement. It is important that you determine whether to take up, or do nothing in respect to all or part of your Entitlement.

This Offer is non-renounceable which means that Entitlements cannot be sold on ASX. Entitlements not taken up will lapse on the Closing Date and will form part of the Shortfall which the Company may, subject to the Underwriting Agreement, seek to place at its discretion.

The Offer closes at 7.00pm on Tuesday 23 August 2016. To participate you need to ensure you have completed your application by paying application monies by BPAY®, or lodging your Entitlement and Acceptance Form with your Application Monies so that they are received before this time.

The Board urges you to read this Offer Document carefully before making a decision in respect to your Entitlement.

I commend this Offer to you and thank you for your continued support of Avexa.

Yours sincerely,

Iain Kirkwood
Executive Chairman
Avexa Limited

Important Dates

Event	Date
Announcement of Offer	Wednesday 27 July 2016
Lodgement Date – Offer Document, Appendix 3B and cleansing notice lodged with ASX	Friday 29 July 2016
Despatch of Notice containing information required by Appendix 3B to Shareholders	Tuesday 2 August 2016
Ex Date – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	Wednesday 3 August 2016
Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7.00pm (Sydney time))	Thursday 4 August 2016
Offer Document sent to Shareholders – Anticipated despatch of Offer Document and Entitlement and Acceptance Forms – Offer opens	Tuesday 9 August 2016
Closing Date – The last day for receipt of Applications (7.00pm (Sydney time))	Tuesday 23 August 2016
Notify ASX of Shortfall	Friday 26 August 2016
Allotment Date – Allotment of New Shares under the Offer	Monday 29 August 2016
Despatch Date – Anticipated despatch of holding statements for New Shares	Monday 29 August 2016
Expected commencement of normal trading in New Shares on ASX	Tuesday 30 August 2016

The above dates and times are indicative only. All times and dates are a reference to Sydney time. Avexa Limited reserves the right to vary any of the above dates and times, including closing the Offer early or extending it subject to the Corporations Act, ASX Listing Rules and other applicable laws.

Key Offer statistics

Issue Price per New Share	\$0.022
Total number of New Shares available under the Offer	100,459,128
Maximum total Shares on issue following the Offer	201,918,256*
Maximum total proceeds of the Offer (before expenses of the Offer)	\$2.2 million

* Includes 1 million shares to be issued to the Underwriter under the Underwriting Agreement

Key Issues

Question	Answer	Where to find more information
Who is the issuer?	Avexa Limited ACN 104 795 922 (Avexa)	Section 1
What is the Offer?	Non-renounceable rights issue to raise up to approximately \$2.2 million (before expenses of the Offer). Eligible Shareholders may apply for all or part of their Entitlement under the Offer.	Section 1.2
What are the terms of the Offer?	Eligible Shareholders will be offered 1 New Share for every 1 Existing Share held at the Record Date, at an issue price of \$0.022 per New Share.	Section 1.3
What is my entitlement to New Shares?	New Shares rank equally in all respects with Existing Shares from their date of issue.	Section 1.5
How will proceeds be applied?	The proceeds raised from the Offer will be used to fund capital expenditure required to: <ul style="list-style-type: none"> • complete the first commercial release version of the TALI Technology including games enhancements, development of a clinical/educator web portal and design revisions from engaged clinics' feedback; • conduct ongoing clinical trials to strengthen the claims of the TALI Technology; • launch and roll-out the first versions of TALI; and • corporate overheads and relieve the market perception of the capital risk within Avexa. 	Section 3.2
Who can invest?	Eligible Shareholders of Avexa as at 7.00 pm (Sydney time) on the Record Date (4 August 2016) and who have registered addresses in Australia, New Zealand or Singapore or who fall under a specific exemption provided for under the applicable laws of that jurisdiction.	Section 1.3
What are the potential significant risks?	Eligible Shareholders of Avexa are exposed to the following risks in acquiring and holding Shares: <ul style="list-style-type: none"> • ability to commercialise Tali Technology; • market acceptance of Tali Technology; • need for further funding; • deterioration in share market conditions; and • deterioration in economic and business conditions in Australia. This list is not exhaustive and should be read with Section 4.	Section 4
Is the Offer underwritten?	The Offer is underwritten by Interprac Financial Services Pty Ltd to a maximum amount of \$1.8 million.	Sections 1.4 and 5.1
What are my alternatives?	You may either: <ul style="list-style-type: none"> • take up all or part of your Entitlement; • do nothing and allow all of the New Shares representing your Entitlement to lapse. 	Section 2
How do I exercise my Entitlement?	If you are an Eligible Shareholder and you wish to subscribe for all or some of the New Shares making up your Entitlement you must: <ul style="list-style-type: none"> • complete the Entitlement and Acceptance Form accompanying this Offer Document and forward it with your application monies to the Share Registry before the Closing Date; or • pay the Application Monies in respect of the New Shares under your Entitlement you wish to apply for by BPAY before the Closing Date. 	Section 2.4
Can I transfer my Entitlement?	No. The Offer is non-renounceable which means your Entitlement cannot be sold or transferred.	Sections 1.3 and 1.9
What happens if I don't participate or I am not an Eligible Shareholder?	If you are not an Eligible Shareholder or you decide not to participate, you do not need to return the Entitlement and Acceptance Form. New Shares in relation to the Entitlements held by Shareholders who are either ineligible to participate in the Offer or who do not exercise their Entitlements will either be taken up by the Underwriter or its nominees or, alternatively the Company in consultation with Underwriter will seek to place any shortfall. If you do nothing, although you will continue to own the same number of Shares, your Shareholding will be diluted.	Sections 1.10 and 2.3
Will the Directors of Avexa be taking up their Entitlements?	All Directors are fully supportive of the Offer. Mr Jefferson Harcourt has advised the Company that he and his related entities will participate in the Offer to the extent of \$100,000. All other Directors intend to take up their Entitlements in full.	
What are the expenses payable by Avexa?	The total expenses of the Offer are expected to be approximately \$100,000 (exclusive of GST)	Section 5.3
How can further information be obtained?	If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser. If you have any queries about the Offer, your Entitlement and Acceptance Form, or your Entitlement, please contact the Avexa Limited Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday.	Section 1.13

Important Information

This Offer Document is dated 29 July 2016 and was lodged with the ASX on that date. This Offer Document was prepared by Avexa Limited (**Avexa**). The ASX does not take any responsibility for the contents of this Offer Document

Avexa will apply for admission of the New Shares to quotation on ASX within 7 days after the date of this Offer Document. The fact that ASX may grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of Avexa or the New Shares.

This Offer Document is not a prospectus

The Offer made pursuant to this Offer Document is for a rights issue of continuously quoted securities (as defined in the Corporations Act 2001 (Cth) (**Corporations Act**)) of the Company. This rights issue Offer Document is not a disclosure document for the purposes of Chapter 6D of the Corporations Act.

The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act pursuant to section 708AA of the Corporations Act. Accordingly, the level of disclosure contained in this Offer Document is significantly less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to the ASX, and should consult their professional advisors before deciding whether to accept the Offer.

Securities will only be issued on the basis of this Offer Document in accordance with the terms set forth in this Offer Document.

As at the date of this Offer Document, the Company has complied with the:

- Provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- Section 674 of the Corporations Act.

No excluded information

As at the date of this Offer Document the Company is not aware of any excluded information of the kind which would require disclosure in this Offer Document pursuant to subsections 708AA (8) and (9) of the Corporations Act.

As an Eligible Shareholder of Avexa this Offer Document is important and requires your immediate attention

You should read the entire Offer Document before deciding whether to invest in the New Shares. Please carefully read the instructions on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement under the Offer. If you have any questions regarding your Entitlement or the Offer, please contact your legal, investment or other professional adviser.

No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw the application once it has been accepted.

By returning an Entitlement and Acceptance Form or making payment by BPAY®, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Offer detailed in this Offer Document, you agree to all of the terms and conditions as detailed in this Offer Document and you have made your own enquires and assessment as to the assets, liabilities, financial position, profit and losses and prospects of the Company and the rights attaching to New Shares.

Professional advice

The information in this Offer Document is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Offer in its entirety before deciding whether to apply for New Shares. In particular, you should consider the risk factors that could affect the performance of Avexa, some of which are outlined in Section 4. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to apply for New Shares. If you have any questions you should seek professional advice from your legal, investment or other professional adviser.

Foreign jurisdictions

The distribution of this Offer Document in jurisdictions outside Australia, New Zealand or Singapore may be restricted by law and persons who come into possession of this Offer Document outside Australia, New Zealand or Singapore should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Offer does not constitute an offer or invitation in any place outside Australia, New Zealand or Singapore where, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of the New Shares outside Australia.

Singapore

This document and any other materials relating to the Offer have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the Offer may not be issued, circulated or distributed, nor may any shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) of Division 1, Part XIII (Offers of Investments) of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with any conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of Shares in the Company. In the event that you are not an existing holder of Shares in the Company, please return the document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire the shares. As such investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly. This information of this paragraph is not an advice and may not be taken as such.

No Guarantee

Neither Avexa nor any other party makes any representation or gives any guarantee or assurance:

- (a) as to the performance or success of Avexa;
- (b) the rate of income or capital growth from Avexa; or
- (c) that there will be no capital loss or particular taxation consequence of investing in Avexa.

An investment in Avexa is not a deposit or any other type of liability. An investment in Avexa is subject to investment risk. These risks are discussed in Section 4.

Investors should note that the past share price performance of Avexa provides no guidance as to its future share price performance.

No representations other than in this Offer Document

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as having been authorised by Avexa.

Future performance

Except as required by law, and only to the extent so required, neither Avexa nor any other person warrants or guarantees the future performance of Avexa or any return on any investment made pursuant to this Offer Document.

Privacy

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing information to Avexa (directly and/or via the Share Registry) that may constitute personal information for the purposes of the Privacy Act 1988 (Cth). Avexa (and the Share Registry on its behalf) collects, holds and uses personal information provided on an Entitlement and Acceptance Form in order to assess your application and administer your holding of Shares.

If you do not provide the information requested in the Entitlement and Acceptance Form, Avexa and the Share Registry may not be able to process or accept the form.

Access to your personal information may be provided to other companies within the Avexa group and to Avexa's agents and service providers on the basis that they deal with such information in accordance with this privacy disclosure statement. You have a right to request access to the personal information that Avexa holds about you subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Avexa's share registrar:

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000
PO BOX 3993
SYDNEY NSW 2001
Email: enquiries@boardroomlimited.com.au

Defined terms

Certain terms and abbreviations used in this Offer Document are defined in the Glossary in Section 6.

References to **Australian dollars** or **\$** are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Offer Document are due to rounding.

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1. Details of the Offer

1.1 Description of the issuer

Avexa is the issuer of New Shares under this Offer Document.

1.2 Description of the Offer

The Offer consists of a total of 100,459,128 New Shares to be offered by Avexa by way of a non-renounceable rights issue to raise up to approximately \$2.2 million (before expenses of the Offer). This takes the form of a 1 for 1 non-renounceable rights offer.

The Offer is explained in more detail in this Section 1.

1.3 Offer

If you are an Eligible Shareholder, you are being offered an Entitlement to acquire 1 New Share for every 1 Existing Shares held as at the Record Date.

The Issue Price per New Share is \$0.022.

The Entitlements are not renounceable, meaning Eligible Shareholders who do not wish to take up all or part of their Entitlement are unable to sell or transfer their Entitlement.

Eligible Shareholders have the opportunity to subscribe for all, part or none of your Entitlement to New Shares.

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each holding.

1.4 Underwriting

The Offer is underwritten by Interprac Financial Planing Pty Ltd (**Underwriter**) to the extent of \$1.8 million. The Underwriter will lodge or procure the lodgement of applications for any shortfall in the Offer within 3 Business Days of notification of the Shortfall up to the Underwritten Amount of \$1.8 million. In consideration for underwriting the Offer, Avexa will pay the Underwriter an underwriting fee of 5% of the total subscription price of the number of New Shares (if any) that the Underwriter is actually required to subscribe for as part of any Shortfall (subject to a minimum fee of \$25,000). In addition, the Underwriter (or its nominee) will receive one million New Shares representing approximately \$22,000 of consideration at the Issue Price. The Underwriter is also entitled to reimbursement of certain costs and expenses and the benefit of an indemnity provided by Avexa. See Section 5.2 for details.

1.5 Ranking of New Shares

The New Shares will be fully paid and rank equally in all respects with Existing Shares from their date of issue.

1.6 Allotment

Avexa expects to allot all New Shares on 29 August 2016.

1.7 Application Monies

Until the time of allotment of New Shares, Avexa will hold all Application Monies in relation to those New Shares in a purpose specific bank account. Interest earned on any Application Monies (whether or not allotment takes place) will remain the property of Avexa.

Application will be made to ASX for quotation of the New Shares to be issued under the Offer within 7 days of the date of this Offer Document.

If application is not so made or if quotation of the New Shares is not granted by ASX within 3 months of the date of this Offer, any allotment of New Shares in response to an application made under this Offer will be void, and all Application Monies received will be returned without interest.

1.8 No minimum subscription

There is no minimum subscription for the Offer.

1.9 No entitlement trading

This offer is non-renounceable which means that Entitlements cannot be transferred or traded on the ASX. Any portion of your Entitlement that you decide not to accept will lapse and become part of the Shortfall.

1.10 Foreign Shareholders

This Offer is made only to Eligible Shareholders with a registered address in Australia, New Zealand or Singapore or such other place in which, or to any person to whom, it would be lawful to make such an offer.

Avexa is of the view that it is unreasonable to make the Offer to other overseas Shareholders (**Foreign Shareholders**) having regard to:

- (a) the number of Foreign Shareholders;
- (b) the number and value of New Shares that would be offered to Foreign Shareholders; and
- (c) the cost of complying with overseas legal requirements.

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Avexa is not required to make offers under this Offer to Foreign Shareholders. Where this Offer has been despatched to Shareholders domiciled outside Australia, Singapore or New Zealand and where the country's securities code and/or legislation prohibits or restricts in any way the making of the offers contemplated by this Offer, this Offer is provided for information purposes only.

1. Details of the Offer continued

Shareholders resident in Australia, New Zealand or Singapore holding Shares on behalf of persons who are not resident in Australia, New Zealand or Singapore are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction.

Return of a duly completed Entitlement and Acceptance Form will be taken by Avexa to constitute a representation that there has been no breach of such regulations.

The offer contained in this Offer to Shareholders with registered addresses in New Zealand is made in reliance on the Security Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not Shareholders on the Record Date are not entitled to apply for any New Shares.

The offer contained in this Offer to Shareholders with registered addresses in Singapore is made in reliance on Subdivision (4) of Division 1, Part XIII (Offers of Investments) of the Securities and Futures Act, Chapter 289 of Singapore.

1.11 Market price of Shares

The latest recorded price at which Shares traded on ASX in the period ending on Friday 22 July 2016 (being the last trading day before the announcement of the Offer) was \$0.033.

The highest and lowest prices at which Shares traded on ASX during the 3 months prior to the announcement of the Offer were \$0.038 and \$0.017 respectively. The volume-weighted average price at which Shares traded on ASX in this period was \$0.026.

1.12 Taxation

The taxation consequences of investing in the New Shares will depend on your particular circumstances. It is your responsibility, as a potential investor, to make your own enquiries concerning the taxation consequences of an investment in Avexa. See Section 5.7 for a general discussion of taxation issues. If you are in doubt as to the consequences of an investment, you should consult with your taxation or other professional adviser before investing.

1.13 Enquiries

If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.

If you have any queries about the Offer, your Entitlement and Acceptance Form, or your Entitlement, please contact the Avexa Limited Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney time), Monday to Friday.

2. Action required by Eligible Shareholders

2.1 Actions required

Your Entitlement is shown on the accompanying Entitlement and Acceptance Form. Before taking any action in relation to the Offer, you should read this Offer Document in its entirety, and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.

You may:

- (a) take up all or part of your Entitlement;
- (b) do nothing and allow all of the New Shares representing your Entitlement to lapse.

2.2 What happens if I accept my full Entitlement?

If you take up your full Entitlement under the Offer, you will not have your shareholding in Avexa diluted by the Offer.

2.3 What happens if I do nothing?

If you do not take up your full Entitlement, your proportional shareholding in Avexa will be diluted and you will receive no value for your entitlement.

2.4 How do I accept all, or part, of my Entitlement

You may accept your Entitlement following the despatch of this Offer Document (expected to be Tuesday 9 August 2016). Avexa will accept applications until the Closing Date.

If you decide to take up all or part of your Entitlement, please complete and return the Entitlement and Acceptance Form with the requisite Application Monies OR pay your Application Monies via BPAY® by following the instructions set out on the Entitlement and Acceptance Form. Avexa will treat you as applying for as many New Shares as your payment will pay for in full.

The relevant Entitlement and Acceptance Form must be accompanied by cheque, bank draft or money order in Australian dollars drawn on an Australian branch of an Australian bank for the Issue Price of the New Shares for which application is made. For shareholders resident in Singapore, a bank draft or money order in Australian dollars drawn on a Singapore bank is acceptable. All cheques must be made payable to "Avexa – Rights Offer Account" and crossed "Not Negotiable". Do not forward cash. Receipts for Application Monies will not be issued.

Completed Entitlement and Acceptance Forms and accompanying cheques must be returned to the following address and received no later than 7.00 pm (Sydney time) on Tuesday 23 August 2016:

Avexa Limited
c-/ Boardroom Pty Limited
PO Box 3993
Sydney NSW 2001 Australia

A reply paid envelope is enclosed for your convenience. If mailed in Australia, no postage stamp is required.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the CRN specific to the Entitlement on that Form. If you are paying by BPAY® payment, you do not need to mail the personalised Entitlement and Acceptance Form.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 7:00pm (Sydney time) on Tuesday 23 August 2016 (subject to variation). You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

You should read this Offer Document in its entirety before deciding to take up your Entitlement.

The Directors reserve the right to issue New Shares forming part of any Shortfall at their discretion as set out below in accordance with Exception 3 in ASX Listing Rule 7.2.

Shares issued under the Shortfall will be issued at the same price and on the same terms as the New Shares offered under a Shareholder's Entitlement.

Any Entitlement not taken up pursuant to the Offer will form the Shortfall and will be dealt with, firstly, in accordance with the Underwriting Agreement and then, secondly will be placed at the discretion of the Directors as noted above.

2.5 Acceptance of applications under the Offer

Completing and lodging an Entitlement and Acceptance Form for the Offer is an offer by you to Avexa to subscribe for the number of New Shares specified in the Entitlement and Acceptance Form at the Issue Price on the terms and conditions set out in this Offer and the Entitlement and Acceptance Form.

An application may be accepted in respect of the full amount, or any amount less than that specified in the Entitlement and Acceptance Form, without further notice to the relevant Eligible Shareholder. Acceptance of an application will give rise to a binding contract with acceptance to take place after the quotation of the New Shares on ASX.

No stamp duty, brokerage or commission is payable by applicants.

3. Purpose and effect of the Offer

3.1 Overview

If the Offer is fully subscribed:

- (a) the New Shares issued pursuant to the Offer will constitute approximately 50% of the total number of issued Shares immediately after the allotment of the New Shares; and
- (b) the total number of Shares on issue after the Offer will be 201,918,256 Shares on the basis that it is fully subscribed.

The Offer will provide Avexa with net proceeds of up to approximately \$2.1 million after issue expenses estimated to be approximately \$100,000. Please refer to Section 3.3 for further information regarding the effect of the Offer on the capital structure.

3.2 Use of Funds

The proceeds raised from the Offer will be used primarily to fund capital expenditure on the development of the TALJ Technology, reduce the requirement for borrowings and provide additional leverage in partnering discussions.

The funds will allow the TALJ Technology to be developed to the highest standard for the planned early commercial release in Q4 2016. This will involve the implementation of a web based portal for clinicians to access the game and to track children's progress, as well as more complex data analytics and reporting. In addition the funds will assist with the development of the TALJ Detect product.

3.3 Impact on Avexa's capital structure

The table below shows the current structure of Avexa and the capital structure on completion of the Offer (if fully subscribed):

	Number of Shares	Percentage of post-Offer Shares
Existing Shares	100,459,128	40.8%
New Shares (maximum)	101,459,128*	50.2%
Total immediately after Offer	201,918,256	100%

*Includes 1 million shares to be issued to the Underwriter under the Underwriting Agreement.

3.4 Control issues arising from the Offer

At the date of this Offer Document the Company is of the view that there is no one entity who controls the Company.

The top 20 shareholders of the Company as at 22 July 2016 are as follows:

Holder Name	Balance as at 22-07-2016	%
Grey Innovation Holdings Pty Ltd	8,519,820	8.481%
Megabay Holdings Pty Ltd	7,691,736	7.657%
Mr Jonathan Keng Hock Lim	7,654,768	7.620%
Moonah Capital Pty Ltd	4,040,120	4.022%
Sceeta Healthcare Pty Ltd <Sceeta Discretionary A/C>	3,037,328	3.023%
HSBC Custody Nominees (Australia) Limited	2,982,165	2.969%
Redmont Resources Pty Ltd <The Cuthbert Investment A/C>	2,429,862	2.419%
Citicorp Nominees Pty Limited	1,633,801	1.626%
Bnp Paribas Noms Pty Ltd <Uob Kay Hian Priv Ltd Drp>	1,495,000	1.488%
Mr Damien Lennard Harris <Damien Harris Family A/C>	1,214,931	1.209%
National Nominees Limited	1,047,469	1.043%
Mr Timothy John Mcdonald	1,000,000	0.995%
The Harcourt Family A/C	1,000,000	0.995%
Savol Pty Ltd	855,997	0.852%
Edward St Consulting Pty Ltd <Kirkwood Family S/Fund A/C>	832,332	0.829%
Mrs Lauraine Elizabeth Worthington	819,147	0.815%
Mrs Yvonne El-Bayeh	750,000	0.747%
Mr Alexander Campbell Mcpherson & Mrs Dorothy Roslyn Mcpherson <C & R Mcpherson Super A/C>	750,000	0.747%
Mr Paul Andrew George Dickson <Johannes Y Lin A/C>	665,190	0.662%
Boltweg Pty Ltd <Boltweg Super Fund A/C>	625,000	0.622%
	49,044,666	48.821%
Total Of Securities	100,459,128	

The Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements the voting power of all Eligible Shareholders will remain substantially the same. In that event, there will be no actual or potential effect or consequences arising from the Offer on the control of the Company.

However, the proportional shareholdings of Shareholders who are not resident in Australia, New Zealand, and Singapore may be diluted as those Shareholders are not entitled to participate in the Offer. Additionally, if an Eligible Shareholder does not take up their entitlement in full, there may be a dilutionary effect on that Shareholder's proportional shareholdings (which may occur as a result of the Underwriter subscribing for Shortfall Shares, or as a result of the placement of any Shortfall by the Directors). In the event of a Shortfall, the Directors reserve the right to place the Shortfall at their sole discretion subject to the provisions of the Corporations Act and the Listing Rules.

Further, in the event of a substantial Shortfall there are potential control consequences associated with the underwriting arrangements. The Underwriter holds Nil Shares in the Company at the date of this document but may be entitled to acquire up to 82,000,000 Shortfall Shares if no Eligible Shareholders accept the Offer.

The Underwriter currently has no voting power and, if it were the only person to take up shares (pursuant to their underwriting obligations) voting power would increase to up to 45% of the enlarged issued capital of the Company on completion of the Offer depending on the extent of participation by Eligible Shareholders. This can be shown in the following table:

Table 1	Shares held by Underwriter*	% of Total Shares on issue
Prior to the Offer	Nil	N/A
If the Offer is fully subscribed by Shareholders	1,000,000	0.5%
If the Offer is subscribed to the extent of 75% with 25% reverting to the Underwriter	7,655,654	The Underwriter's interest and voting power would be 4.2%
If the Offer is subscribed to the extent of 50% with the balance of the Shortfall Shares reverting to the Underwriter	32,770,436	The Underwriter's interest and voting power would be 17.9%
If the Offer is subscribed to the extent of 25% with the balance of the Shortfall Shares reverting to the Underwriter	57,885,218	The Underwriter's interest and voting power would be 31.6%
If the Offer is subscribed by no other parties other than the Underwriter.	83,000,000	The Underwriter's interest and voting power would be 45.2%

* Includes 1 million shares to be issued to the Underwriter under the Underwriting agreement.

The Directors understand that the Underwriter has obtained commitments from unrelated third party sub-underwriters for a significant proportion of the Underwritten Shares. Accordingly (assuming that the Underwriter does not elect to take up the Underwritten Shares on its own account) the impact on control of the Company is likely to be less significant than detailed above, even in the event that there is a significant Shortfall, by virtue of the fact that many of the shares will be issued to unrelated sub-underwriters.

3. Purpose and effect of the Offer continued

3.5 Pro forma balance sheet

Set out below is a pro forma Statement of Financial Position of Avexa on successful completion of the Offer (assuming the Offer is fully subscribed) after payment of costs. It is based on Avexa's unaudited financial statement as at 30 June 2016.

Avexa Statement of Financial Position	As at 30 June 2016 \$'000 (Unaudited)	Offer (fully subscribed) \$'000	Proforma position \$'000
Assets			
Cash and cash equivalents	388	2,110	2,498
Investments	53		53
Trade and other receivables	312		312
Prepayments	16		16
Total current assets	769	2,110	2,879
Property, plant and equipment	10	–	10
In-tangible assets	1,090	–	1,090
Total non-current assets	1,100	–	1,100
Total assets	1,869	2,110	3,979
Liabilities			
Trade and other payables	254	–	254
Employee benefits	77	–	77
Total current liabilities	331	–	331
Total non-current liabilities	–	–	–
Total liabilities	331	–	331
Net assets	1,538	2,110	3,648
Equity			
Share capital	186,138	–	186,138
Issue of ordinary shares pursuant to offer net of transaction costs	–	2,110	2,110
Foreign Currency Translation Reserve	537	–	537
Accumulated losses	(185,137)	–	(185,137)
Total equity	1,538	2,110	3,648

4. Risk factors

4.1 Overview

There are a number of factors, both specific to Avexa and of a general nature, which may affect the future operating and financial performance of Avexa and the outcome of an investment in Avexa. There can be no guarantees that Avexa will achieve its stated objectives, that forecasts will be met or that forward looking statements will be realised.

This Section 4 describes certain, but not all, risks associated with an investment in Avexa. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Offer or of which they are otherwise aware.

4.2 Specific Risk Factors

The risks associated with an investment in Avexa include the following:

(a) Ability to commercialise the TALI Technology

Development and commercialisation programmes involve long lead times, and while the Company's programme for its technology is materially advanced, there are numerous risks inherent in the Company's programme and development activities, including:

- uncertainty of the outcome of Avexa's licensing and marketing programmes;
- difficulties or delays in Avexa's further development of its technology; and
- general uncertainty and resistance relating to the development of new technologies and the level and speed of uptake of those technologies and of products utilising those technologies.

The Tali Technology requires further development as part of its commercialisation, which by its nature is uncertain in its outcome, expensive and time consuming. There may be difficulties or delays in the commercialisation process and progress is dependent on many factors, including its corporate partners and contractors. These persons may not perform to expectation or at all. No assurance can be given that the Company's product commercialisation efforts will be successful, that any required regulatory approvals will be obtained or that its products will achieve market acceptance. Further, despite a number of development trials of Avexa's innovative Tali Technology having already been conducted, development is on-going and is likely to require additional trials. There is no guarantee that these trials will be successful or will not need to be reviewed and/or repeated.

(b) Market acceptance

Market acceptance of Avexa's technology and products is uncertain. These uncertainties can be caused by: difficulties and delays in marketing the technology and products (or any new product developed by the Company); and the advancement of new competitive products. There can be no assurance that Avexa's technology and products will be successful in the market place, or that the sale of the Company's products will be profitable for the Company.

(c) Future demand for product

The Company is a relatively new market entrant and its technology and products are only now being commercialised. There is a risk that the Company's estimates of future demand for its technology and products are overstated or may not be able to be achieved. There is no reliable information regarding penetration of products of the nature contemplated by the Company in the relevant markets. Failure by the Company to achieve customer acceptance of its technology and products will have a material adverse effect on the future results of the Company.

(d) Additional requirements for capital and funding

The Directors are of the opinion that, taking into account the funds to be raised under the Offer, the Company will have sufficient working capital to carry out its short term objectives.

However, the Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from the TALI Project, the Company may require further financing in addition to the amounts raised under this Offer.

Any additional equity finance will dilute shareholdings and debt financing may involve restrictions on financing and operating activities. There can be no assurance that the Company will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may not be able to exploit or pursue growth opportunities.

(e) Reliance on key personnel and need to attract qualified staff

The Company is dependent on its senior management, the loss of whose services could materially and adversely affect the Company and impede the achievements of its growth and development objectives.

Because of the nature of the Company's business, its success will depend in part upon its ability to attract and retain suitably qualified senior management and staff over time.

(f) Protection of intellectual property

The Company relies on a combination of patents, trade secrets, copyright and other intellectual property rights together with licences, non-disclosure and confidentiality agreements and other contractual relationships with its employees, affiliates, suppliers and distributors to establish and protect its proprietary rights.

There is no assurance at any time that any such right can be formally established, that pending patent applications will proceed to grant, that the measures taken by the Company will be adequate to protect its proprietary technology, that any intellectual property rights will provide the Company with any competitive advantages and will not be challenged by third parties or that the rights of others will not materially adversely affect the Company's ability to do business, its financial condition and the results of its operations. The Company's proprietary rights may not prevent the independent development of competing technologies or the independent development or sale of competing products.

4. Risk factors continued

(g) Uncertainty of future profitability

The Company's ability to operate profitably in the future will depend on its ability to distribute its products and sell to customers. This will depend on the ultimate demand for its products by consumers which cannot be guaranteed.

Other factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted.

4.3 General risk factors

(a) Share market conditions

The New Shares may trade on ASX at higher or lower prices than the Issue Price following issue. There can be no guarantee that the price of the New Shares will increase.

The price at which the New Shares trade on ASX may be affected by the financial performance of Avexa and by external factors over which Avexa have no control. Avexa does not warrant the future performance of New Shares or any return on investments in those securities.

(b) Economic conditions

The operating and financial performance of Avexa is influenced by a variety of general economic and business conditions including the level of inflation, international share markets, interest rates and exchange rates, government fiscal, monetary and regulatory policies.

A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a material adverse impact on Avexa's business or financial situation.

5. Additional information

5.1 Underwriter

Avexa has entered into an Underwriting Agreement dated 27 July 2016 with the Underwriter under which the Underwriter has agreed to underwrite the issue of New Shares under the Offer to the extent of 82 million New Shares (**Underwritten Shares**). The amount that the Underwriter has agreed to underwrite is \$1.8 million.

The Directors consider that, having regard to all available alternatives, entering into the Underwriting Agreement with the Underwriter provides the Company with the highest degree of certainty that the Offer will be successful, in the time available and in what has been, and continues to be, a difficult share and finance market.

5.2 Underwriting Agreement

In consideration for underwriting the Offer, Avexa will pay the Underwriter an underwriting fee of 5% of the total subscription price of the number of New Shares (if any) that the Underwriter is actually required to subscribe for as part of any Shortfall (subject to a minimum fee of \$25,000).

In addition, the Underwriter will receive one million New Shares which, at the issue price of \$0.022 per share, represents a further fee of approximately \$22,000.

These fees are only payable if the Offer is completed. Avexa must also reimburse the Underwriter for certain other reasonable costs incurred by it in connection with the Offer, including reasonable legal costs up to a maximum of \$10,000.

The Underwriter may terminate its obligations to procure the subscription of the Shortfall if any of the following occur:

- (a) the Offer Document or the Offer is withdrawn by Avexa or Avexa fails to lodge the cleansing statement within the time required by the Corporations Act and the Listing Rules to do so;
- (b) there is an omission from, or a statement which is, or has become, false or misleading in this Offer Document and such omission or statement is or is likely to be materially adverse from the point of view of an investor;
- (c) ASIC gives notice of intention to hold a hearing examination, inspection, investigation, or it requires information to be disclosed, in connection with Avexa, this Offer Document or the Offer;
- (d) Avexa or any of its related parties fail to comply with:
 - (i) a clause of its Constitution;
 - (ii) a statute;
 - (iii) any policy or guideline of the ASIC or any other requirement, order or request made by or on behalf of the ASIC or any governmental agency;
 - (iv) the Listing Rules;where such failure will have a material adverse effect on the Offer;
- (e) ASX does not, or states that it will not, permit official quotation of the New Shares comprised in the Offer;
- (f) any event specified in the timetable for the Offer is delayed for more than three Business Days;
- (g) the S&P/ASX 200 Index falls to a level which is more than 15% below that index as at close of business of ASX on the Business Day immediately before the date of the Underwriting Agreement and remains at or below that level for a period of 3 or more consecutive trading days;
- (h) any "no default certificate" is not delivered to the Underwriter in accordance with the Underwriting Agreement;
- (i) Avexa materially defaults under any provision of the Underwriting Agreement including any representation warranty or undertaking;
- (j) Avexa or any of its related parties charges or agrees to charge (or grant any other form of security) over the whole or a substantial part of its business or property to any third party;
- (k) any of the following occurs:
 - (i) after the date of the Underwriting Agreement there is any:
 - (A) material adverse change; or
 - (B) any act, omission or thing which could reasonably be expected to result in a material adverse change, in the financial position (including profitability) of Avexa;
 - (ii) there is introduced into the Parliament of the Commonwealth of Australia or of an Australian State or Territory:
 - (A) a law intended to come into effect within 12 months;
 - (B) the Reserve Bank of Australia adopts a policy; or
 - (C) there is any official announcement on behalf of the Government of the Commonwealth of Australia or of the Government of an Australian State or Territory, the Reserve Bank of Australia or any Commonwealth financial authority that a law will be introduced or policy adopted (as the case may be) with effect from the date of the announcement or within three months afterwards, which has altered adversely or could reasonably be expected to alter adversely:
 - (A) any condition or circumstance relating to the rights attaching to Securities, the Issue or the Offer Document existing at the time of execution of the Underwriting Agreement; or
 - (B) the income tax position of Avexa including, without limitation, the distributable income of Avexa or the tax position of shareholders in Avexa;

5. Additional information continued

- (l) ASIC gives notice of an intention to prosecute Avexa or any director or general manager of Avexa;
- (m) an order is made in connection with the Offer Document or the Offer including under Sections 1324 and 1325 of the Corporations Act;
- (n) any director or general manager of Avexa is prosecuted for a criminal offence;
- (o) this document is withdrawn by Avexa at any time prior to all the New Shares having been allotted;
- (p) Avexa or a related body corporate of Avexa alters its capital structure without the prior written consent of the Underwriter (except for an alteration referred to in the Offer Document) or issues or agrees to issue any shares, options or equity securities (as that term is defined in the Listing Rules) since the date of this Agreement other than as set out in the Underwriting Agreement;
- (q) Avexa acquires any major asset or enters into any major expenditure other than in accordance with any proposals set out in this document;
- (r) Avexa:
 - (i) suspends payment of its debts generally; or
 - (ii) suffers an "Insolvency Event";
- (s) Avexa or any of its related parties:
 - (i) dispose or agree to dispose of the whole or a substantial part of its business or property;
 - (ii) ceases or threatens to cease to carry on business;
 - (iii) changes or agrees to change the whole or a substantial part of its business or property (except for a charge referred to in the Offer Document), without the prior written consent of the Underwriter; or
- (t) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of Avexa, the issue of securities, or the Offer are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel.

No event listed above entitles the Underwriter to exercise its termination rights unless, in the opinion of the Underwriter acting reasonably, it:

- (a) has, or could reasonably be expected to have, a material adverse effect on the willingness of persons to apply for securities in Avexa at the Issue Price or on the New Shares; or
- (b) could reasonably be expected to give rise to a liability of the Underwriter under the Corporations Act.

The Company shall indemnify the Underwriter and its directors, employees, advisers and employees and advisers (the **Indemnified Parties**) against each claim, judgment, damage, loss, expense (including, without limitation, all reasonable legal costs and disbursements of lawyers) or liability incurred or suffered by or brought or made or recovered against the Indemnified Parties in connection with:

- (a) the Offer Document, its content, publication and issue including any misleading or deceptive statement in or any material omission from the Offer Document;
- (b) any statement in or any omission from any information, announcement, advertisement or publicity in relation to the Offer Document or the Offer:
 - (i) made or distributed by Avexa; or
 - (ii) made or distributed by the Underwriter with the consent or knowledge of Avexa;

including where that statement or omission is found to be misleading or deceptive;

- (a) any non-compliance by Avexa with the Corporations Act, the Listing Rules or any other legal obligation in relation to the Offer or the Offer Document; or
- (b) any breach by Avexa of its representations, warranties and undertakings in the Underwriting Agreement.

The indemnity to an Indemnified Party does not extend to any claim, judgment, damage, loss, expense or liability resulting from:

- (a) the subscription by the Underwriter for the Shortfall;
- (b) any criminal penalty or fine for any contravention of any law to which the Indemnified Party becomes liable by reason of its act or omission; or
- (c) any fraud, grossly negligent act or omission or wilful misconduct of the Indemnified Party.

5.3 Sub-underwriting arrangements

The Underwriter is entitled to enter into sub-underwriting agreements with third parties in relation to the Underwritten Shares and to nominate the subscribers for any Shortfall Shares.

5.4 Expenses of the Offer

Expenses connected with the Offer are being borne by Avexa. The approximate expenses of the Offer including the underwriting commission, legal fees, registry fees, printing fees and other general costs are estimated to be \$100,000 (exclusive of GST). This number may vary depending on the size of any shortfall.

5.5 Disclosure

This Offer Document contains an Offer to subscribe for continuously quoted securities (as defined in the Corporations Act) of Avexa and has been prepared in accordance with Section 708AA(2)(f) of the Corporations Act.

In broad terms, Section 708AA relates to rights issues by certain listed companies that do not require the provision of a prospectus or other disclosure document to investors under Part 6D.2 of the Corporations Act. Accordingly, the level of disclosure in this Offer Document is significantly less than that required in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of Avexa, refer to disclosures already made by it to ASX, and refer to their professional adviser before deciding to accept the Offer.

5.6 Continuous Disclosure and Documents Available for Inspection

Avexa is a disclosing entity within the meaning of the Corporations Act 2001 and is, and has for the past twelve months been, subject to regular reporting and disclosure obligations.

Avexa believes that it has fully complied with the general and specific requirements as set forth by the ASIC and ASX in relation to continuous disclosure, which includes the provisions of Chapter 2M of the Corporations Act as they apply to Avexa and Section 674 of the Corporations Act.

Copies of documents lodged with ASIC in relation to Avexa may be obtained from, or inspected at, an office of the ASIC.

5.7 Taxation

Set out below is a summary of the Australian tax implications of the Offer for Eligible Shareholders who are residents of Australia for tax purposes and who hold their Shares as capital assets.

The summary below also does not take account of any individual circumstances of any particular Eligible Shareholder. **Eligible Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.**

The summary below does not necessarily apply to Eligible Shareholders who hold their Shares as assets used in carrying on a business or who may carry on the business of security trading, banking or investment. The summary below does not necessarily apply to Eligible Shareholders whose Shares are held as revenue assets or trading stock. The summary below is based on the law in effect as at the date of this Information.

(a) Issue of Entitlements

Subject to the qualifications noted above, the issue of the Entitlements will not itself result in any amount being included in the assessable income of an Eligible Shareholder.

(b) Exercise of Entitlements

Eligible Shareholders who exercise their Entitlements and subscribe for New Shares will acquire those shares with a cost base for capital gains tax (CGT) purposes equal to the Issue Price payable by them for those shares plus any non-deductible incidental costs they incur in acquiring those shares, but will not make any capital gain or loss, or assessable income, from exercising the Entitlements or subscribing for the New Shares.

(c) New Shares

Eligible Shareholders who exercise their Entitlements will acquire New Shares. Any future distributions made in respect of those New Shares will be subject to the same taxation treatment as distributions made on Shares held in the same circumstances.

On any future disposal of New Shares, Eligible Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of the New Shares. The cost base of those shares is described above.

New Shares will be treated for the purposes of the CGT discount as having been acquired when the Eligible Shareholder exercised the Entitlement to subscribe for them. Accordingly, in order to benefit from the CGT discount in respect of a disposal of those shares, they must have been held for at least 12 months after those dates before the disposal occurs,

(d) Other Australian taxes

No Australian Goods and Services Tax (GST) or stamp duty is payable in respect of the grant or exercise of the Entitlements or the acquisition of New Shares.

5.8 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

5.9 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this Offer Document.

Any information or representation that is not in this Offer Document may not be relied on as having been authorised by Avexa or any of their related bodies corporate in connection with the Offer. Except as required by law, and only to the extent so required, none of Avexa or any other person, warrants or guarantees the future performance of Avexa or any return on any investment made pursuant to this Offer Document.

5.10 Responsibility

The Underwriter:

- (a) has not authorised or caused the issue of this Offer Document; and
- (b) does not make, or purport to make, any statement in this Offer Document or any statement on which a statement in this Offer Document is based other than being named as the Underwriter to the Offer.

To the maximum extent permitted by law, the Underwriter expressly disclaims and takes no responsibility for any part of this Offer Document other than being named as the Underwriter to the Offer.

6. Glossary

Application	means a valid application by way of an Entitlement and Acceptance Form made to subscribe for a specified number of New Shares under the Offer.
Application Monies	means the monies received from applicants for New Shares in accordance with this Offer Document.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691).
ASX Listing Rules or Listing Rules	means the listing rules of ASX.
Avexa	means Avexa Limited (ACN 108 150 750).
Board	means the board of directors of Avexa.
Business Day	means a day on which ASX is open for trading.
Closing Date	means Tuesday 23 August 2016.
Constitution	means the constitution of Avexa as amended from time to time.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the directors of Avexa.
Eligible Shareholder	means a person who is a Shareholder at 7.00 pm (Sydney time) on the Record Date who is not a Foreign Shareholder.
Entitlement	means the right of an Eligible Shareholder to subscribe for New Shares under the Offer.
Entitlement and Acceptance Form	means the personalised form attached to or accompanying this Offer Document.
Existing Shares	means Shares on issue immediately before the Record Date.
Foreign Shareholder	means a Shareholder described in Section 1.10.
GST	means goods and services tax.
Issue Price	means the issue price of \$0.022 per New Share.
New Shares	means the Shares offered under this Offer Document.
Offer	means the offer of Entitlements to New Shares under this Offer Document.
Offer Period	means the period starting on the despatch of this Offer Document and ending at 7.00 pm on the Closing Date.
Offer Document	means this document and any supplementary or replacement Offer Document in relation to this document.
Record Date	means the date for determining Entitlements under the Offer, being 7.00pm (Sydney time) on Thursday 4 August 2016.
Rights Issue	means the issue of New Shares upon receipt of valid acceptances under the Offer.
Rights Offer	means the offer of Entitlements to New Shares under this Offer Document.
Shareholder	means a holder of Shares.
Share Registry or Registry	means Boardroom Pty Limited (ABN 14 003 209 836).
Share	means an ordinary share in Avexa.
Shortfall	means the shortfall in applications for New Shares under the Offer (if any).
Shortfall Shares	means those of the Underwritten Shares for which applications are not received under the Offer prior to the Closing Date.
TALI	means Training Attention and Learning Initiative.
Underwriter	means Interprac Financial Planning Pty Ltd (ACN 076 093 680).
Underwritten Amount	means the sum of \$1.8 million.
Underwritten Shares	means 82M New Shares.

7. Annexure A

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A V E X A

Avexa Limited ABN 53 108 150 750
Suite 8, Level 1, 61-63 Camberwell Road
Hawthorn East, Victoria 3123 Australia
T +61 3 8888 1040 F +61 3 8888 1049
www.avexa.com.au



A V E X A



CAPITAL RAISING PRESENTATION

1-for-1 Non-renounceable Rights Issue

**July
2016**

**TALI: A BREAKTHROUGH
IN EARLY ASSESSMENT
AND INTERVENTION**



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Future performance

This presentation contains certain forward-looking statements with respect to the financial condition, operations and business of the Group and certain plans and objectives of the management of Avexa. Forward-looking statements can be identified by the use of forward-looking terminology, including, without limitation, the terms "believes", "estimates", "anticipates", "expects", "predicts", "intends", "plans", "goals", "targets", "aims", "outlook", "guidance", "forecasts", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Such forward looking statements involve known and unknown risks, uncertainties and other factors which because of their nature may cause the actual results or performance of the Group to be materially different from the results or performance expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the political and economic environment in which the Group will operate in the future, which may not be reasonable, and are not guarantees or predictions of future performance. No representation is made that any of these statements or forecasts will come to pass or that any forecast result will be achieved, or that there is a reasonable basis for any of these statements or forecasts. Forward-looking statements speak only as at the date of this presentation and to the full extent permitted by law, Avexa and its affiliates and related bodies corporate and each of its Related Parties and intermediaries disclaim any obligation or undertaking to release any updates or revisions to information to reflect any change in any of the information contained in this presentation (including, but not limited to, any assumptions or expectations set out in the presentation).

No Prospectus

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AVEXA



ABOUT AVEXA AND TALI HEALTH

COMPANY OVERVIEW



Avexa Limited (ASX: AVX) is a medical technology company revolutionising the assessment and treatment of attention difficulties

Corporate Overview

- TALI Health acquisition completed in February 2016.
- TALI's mission is to become a pioneer and leader in the assessment and treatment of childhood attention difficulties.
- The TALI System™ is a touchscreen computerised platform to profile and improve attention skills in childhood.
- TALI is expected to be in revenue at the end of 2016.
- The product will be distributed as a prescribed intervention through an established network of early childhood service providers.
- Medical claims underpinned by completed clinical trials.
- Scientific Advisory Board led by world renowned Professor Kim Cornish.
- Board, management and associates are aligned with shareholders through their combined c.11.6% shareholding.

Financial Information

Share price (22-July-16)	A\$0.035
Number of Shares	100.5m
Market capitalisation	A\$3.5m
Cash (30-June-16)	\$0.4m
Debt (30-June-16)	0
Number of Shareholders	7,489

Top Shareholders

	Shares	%
Grey Innovation Holdings	8.5m	8.5%
Megabay Holdings	7.7m	7.7%
Jonathan Lim	7.7m	7.6%
Moonah Capital	4.0m	4.0%
Sceeta Healthcare	3.0m	3.0%
Board & Management	3.1m	3.1%

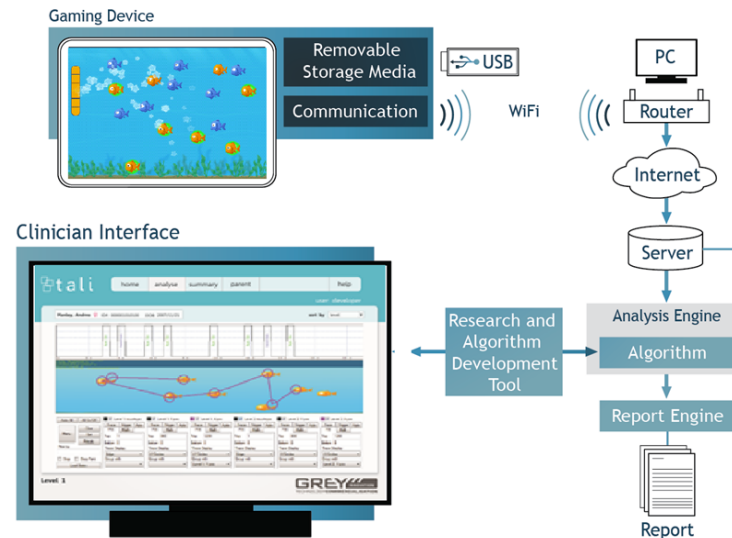
THE TECHNOLOGY



AVEXA LIMITED'S LEAD PRODUCT IS THE TALI TECHNOLOGY

THE TALI TECHNOLOGY

- TALI is a breakthrough system delivered on a touchscreen computerised platform and proven to assess and improve childhood attention.
- Based on 20 years of peer reviewed research and scientifically validated in a 'gold standard' randomised control trial, TALI is proven to improve attention in childhood by focusing on strengthening and profiling underlying attentional processes.
- TALI uses the latest technology to deliver health care into the home and classroom providing significant cost savings and better outcomes for children.
- TALI provides clinicians and parents with instant access to the child's progress via the TALI web portal. Deeper analytics allow the identification of individual strengths and weaknesses allowing a more tailored approach.



Each task lasts 4 minutes

Children can select a guide

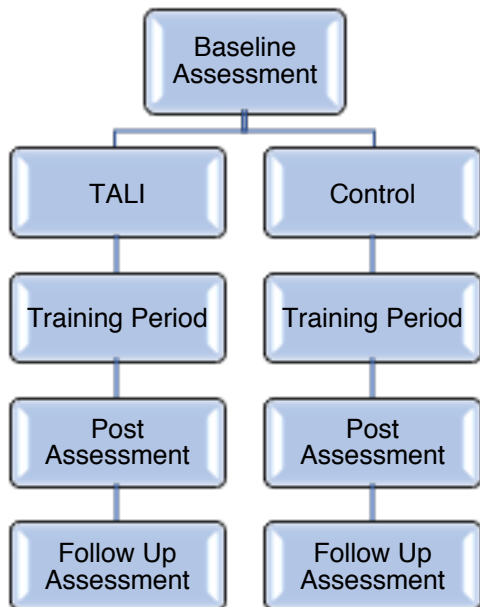
TALI is adaptive to the skill of the child

THE SCIENCE

THE TALI TECHNOLOGY WAS ASSESSED IN A CLINICAL TRIAL CONDUCTED BY MONASH UNIVERSITY

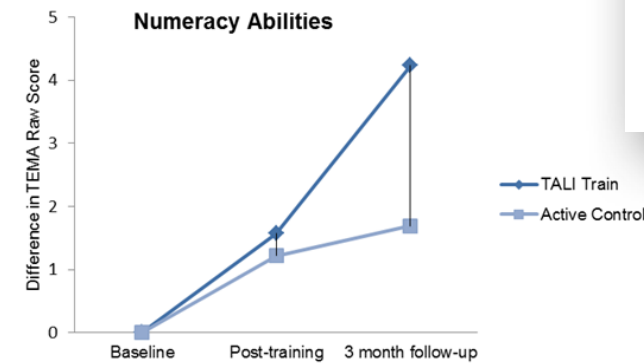
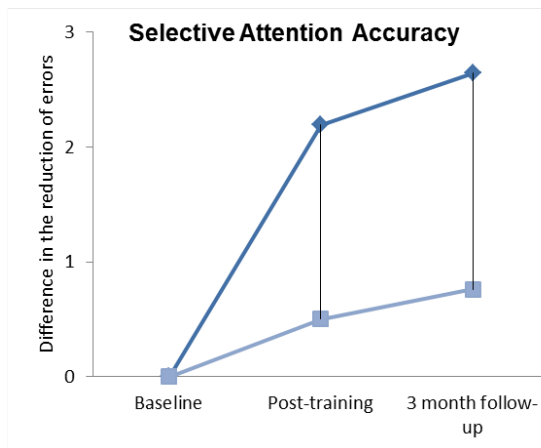
THE TRIAL

- A double-blind randomised controlled trial of 76 children with intellectual and developmental disabilities was conducted to evaluate TALI.



THE RESULTS

- TALI promoted greater improvements in attention when compared to the control group. These improvements were maintained 3 months after using TALI.
- TALI also promoted significantly greater improvements in numeracy skills compared to the control program.
- These results have been published in highly regarded peer-reviewed journals such as the *Journal of Child Psychology and Psychiatry*, and *Developmental Science*.



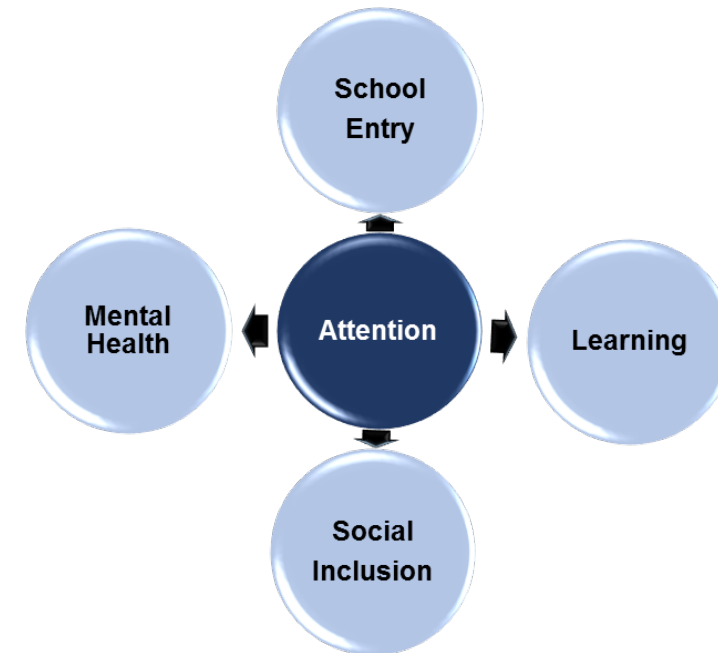
THE NEED & MARKET



CHILDHOOD ATTENTION DIFFICULTIES HAVE DETRIMENTAL SHORT AND LONG TERM EFFECTS

The Problem

- Childhood attention difficulties have a lifelong impact on education, mental health, social skills, employment opportunities and relationships.
- In Australia around 10% of children (approx. 400,000) have critical attention difficulties. Globally around 11% of children (approx. 6.4 million) have attention difficulties.
- Children with developmental disorders, such as autism spectrum disorder, are particularly vulnerable to attention deficits. In the US alone, 1 in 6 children between the ages of 3 to 17 years have a developmental disorder.
- A family who cares for a child with a developmental disorder faces many challenges. The physical, emotional and time cost of caring can impact the whole family, affecting relationships and physical or emotional well-being.
- Early identification and intervention is key to improving the outcomes of children with attention difficulties, as well as reducing the need for costly interventions over time.



THE CUSTOMERS



AVEXA



AVEXA IS ENGAGED WITH HEALTHCARE SERVICE PROVIDERS IN AUSTRALIA

Clinicians & Educators

- In Australia there are around 7,335 registered practices that focus on assessing and improving attention in childhood.
- In addition there are a total of 9,889 pre-school providers in Australia.
- TALI will be licensed to clinicians, educators and other service providers to be used with their clients.
- With the upcoming rollout of the National Disability Insurance Scheme (NDIS), TALI will be made available to all NDIS service providers and will be reimbursable under the Early Childhood System.

Current Clinics Engaged with TALI Health

LISTEN AND LEARN
centre

Listen and Learn Centre – Balwyn, Victoria, Australia.



Learn Quick Smart – Moonee Ponds, Victoria, Australia.



Learning Enrichment Studios – Malvern, Victoria, Australia.



Brain and Language Connections – Hawthorn East, Victoria, Australia.

Train Your Brain – Footscray, Victoria, Australia.



AVEXA



USE OF PROCEEDS



USE OF PROCEEDS

The proceeds raised from the Offer will be used to:

- Complete Generation 0.1 version of the TALI Technology including games enhancements, development of a clinician/educator web portal and design revisions from engaged clinics' feedback;
- Conduct ongoing clinical trials to strengthen the claims of the TALI technology;
- Launch and roll-out the first versions of TALI;
- Relieve the market perception of the capital risk within Avexa;
- Corporate overheads.



AVEXA



INVESTMENT HIGHLIGHTS & RIGHTS ISSUE OFFER SUMMARY

INVESTMENT HIGHLIGHTS



A V E X A



- Our mission is to become a pioneer and a leader in the assessment and treatment of childhood attention difficulties.
- Attention difficulties are common in childhood. Around 400,000 Australian children have attention difficulties that put them at risk of long term developmental and academic issues. Children with developmental disorders are particularly vulnerable to attention difficulties.
- Australian statistics show that 28,794 school aged children are diagnosed with an autism spectrum disorder (ASD; 1%), 195,796 with Attention Deficit Hyperactivity Disorder (ADHD; 6.8%) and 287,940 with a learning disability (LD; 10%).
- TALI is a ground-breaking program designed by leading scientists to alleviate and assess childhood attention difficulties.
- TALI Health's two-part assessment and training program is designed to identify and then assist children with developmental disorder - including ASD, Down Syndrome & ADHD – in improving their attention, learning capacity and academic skills.

INVESTMENT HIGHLIGHTS



A V E X A



- The TALI technology was developed by Monash University in conjunction with Grey Innovation and Torus Games.
- **TALI Train™** - a game based training program which enhances attention skills, such as the ability to attend to relevant information, filter out distractors and inhibit impulsive responding. All training exercises are designed based on over 20 years of experience from leaders in the field of developmental psychology and in excess of 100 published research articles.
- **TALI Detect™** - a game based objective measure of attention. The back end of the TALI Train™ program, TALI Detect™ will help healthcare professionals make more accurate identifications of clinical attention deficits in young children (3 to 6 years) as well as monitoring long-term changes in attention over time.
- TALI has undertaken regulatory compliance and the process has been demonstrated under clinical trial regime.
- 5 clinics are currently trialling the TALI Technology (beta version).
- Discussions in progress with another 50 centres across Australia and internationally.
- First revenues expected from initial commercial roll out in Q4 2016.



SUMMARY OF RIGHTS ISSUE

A summary of the key information in respect of the Rights Issue is shown in the table below. Shareholders should read the Information Booklet in its entirety before deciding to participate in the Rights Issue.

Ratio:	One New Share for every one existing ordinary Share (Non-renounceable)
Issue Price:	\$0.022 per share
Number of New Shares:	100,459,182
Gross Proceeds:	\$2,210,102 (If fully subscribed)
Underwriter:	InterPrac Financial Planning Pty Ltd
Underwriting Amount:	82 million shares will be underwritten at \$0.022 per share totalling \$1,804,000.

Underwriter contact details:

Garry Crole | Managing Director | InterPrac Financial Planning Pty Ltd
Level 3, 29-33 Palmerston Crescent | South Melbourne | Vic 3205

P: 03 9209 9770 F: 03 9209 9770 E: garry.crole@interprac.com.au



SUMMARY OF RIGHTS ISSUE



A V E X A



KEY DATES (INDICATIVE)

27 July 2016	Announcement Date Appendix 3B lodged with ASX
3 August 2016	Ex Date
4 August 2016	Record Date
9 August 2016	Dispatch of offer documents Rights Issue opens
23 August 2016	Rights Issue Closing Date
26 August 2016	Shortfall Notification Date
29 August 2016	Settlement Date



Board and Management

- Iain Kirkwood, Chairman
- Jefferson Harcourt, Non-executive Director
- Mark Simari, Non-executive Director *(will be appointed at the conclusion of the Right Issue Offer)*
- Allan Tan, Non-executive Director *(will not be seeking re-election at the 2016 AGM)*

-
- Professor Kim Cornish, Chair, Scientific Advisory Board
 - Dr Hannah Kirk, Chief Research Officer

-
- Lee Mitchell, Company Secretary
 - Magda Klapakis, Financial Controller



Scientific Advisory Board



Professor Kim Cornish
Chair of the TALI Scientific Advisory Board

Professor Cornish is the Head of School of Psychological Sciences and Deputy Dean of the Faculty of Biomedical and Psychological Sciences at Monash University. She is also the Director of the Monash Institute of Clinical and Cognitive Neurosciences. Previously, she was the Canadian Research Chair in Developmental Neuroscience and Professor at McGill University. She currently retains an Adjunct Professorship in the Department of Neurology & Neurosurgery at the Montréal Neurological Institute and is special professor in the Division of Developmental Psychiatry at Nottingham University in the UK. Professor Cornish is recognised internationally for her work in the field of neurodevelopmental disorders, genetics and atypical cognitive pathways, particularly attention related atypicalities.



Professor Mark Bellgrove
Cognitive Neuroscientist, Monash University (AUS)

Professor Bellgrove is a cognitive neuroscientist in the School of Psychological Sciences at Monash University in Australia. He is currently Chair of Research Strategy in the School of Psychological Sciences at Monash University. He undertook his post-doctoral training at the Institute of Neuroscience at Trinity College in the UK. He returned to Australia and the University of Melbourne under a prestigious NHMRC Howard Florey Centenary Fellowship. He later relocated to the Queensland Brain Institute at the University of Queensland as part of an initiative to develop cognitive neuroscience at this institution. Professor Bellgrove has been awarded an NHMRC Career Development Award (Level 2), multiple NHMRC and ARC project grants and Future Fellowship (Level 3) from the Australian Research Council. His research focuses on the biological basis of attention and uses state-of-the-art cognitive neuroscience suites alongside molecular facilities for functional genomics.



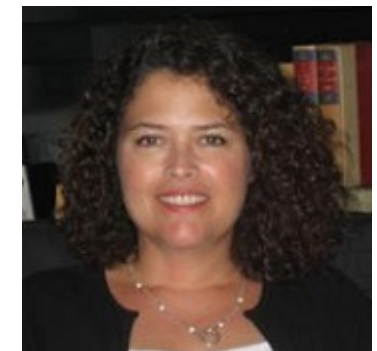
Professor Gaia Scerif
Developmental Neuroscientist, Oxford University (UK)

Professor Scerif is a developmental neuroscientist at Oxford University in the UK. Previously she worked as a visiting fellow at the Sackler Institute of Developmental Psychobiology at Cornell University in the USA, and a lecturer in the School of Psychology at the University of Nottingham in the UK. Professor Scerif's research focuses on the development of attentional control and those underlying attentional difficulties.



Professor Vicki Anderson
Developmental Neuropsychologist, Murdoch Children's Research Institute (AUS)

Professor Anderson is a paediatric neuropsychologist at the Murdoch Children's Research Institute with over 30 years' experience. She is also the Director of Psychology at the Royal Children's Hospital. She is an NHMRC Senior Practitioner Fellow, and a Fellow of the Academy of Social Sciences Australia, the Australian Psychological Society and the Australasian Society for the Study of Brain Impairment. Professor Anderson's research is focused on improving our understanding of childhood acquired brain injury (e.g., traumatic brain injury, stroke, concussion), chronic illness (e.g., cystic fibrosis, cancer, chronic fatigue) and neurodevelopmental disorders (e.g., ADHD, learning disability). Her team is internationally recognised for their longitudinal work covering a range of modalities including neuroimaging, cognitive, social and behavioural outcomes, as well as psychological interventions for these children and their families.



Dr Jane Roberts
Developmental & Educational Psychologist, University of South Carolina (USA)

Dr Roberts is an educational and developmental psychologist at the University of South Carolina. She previously worked at the FPG Child Development Institute at the University of North Carolina. Her work focuses on understanding the biological mechanisms that underlie cognitive and behavioural functioning in children and adults with neurodevelopmental disorders such as autism, fragile X syndrome, and AD/HD.



AVEXA



Partners



MONASH University





Contact

Iain Kirkwood

Executive Chairman

M: +61 408 473 496

Peter Taylor

Investor/Media Relations

M: +61 412 036 231

Stefi Trenberth

Investor/Media Relations

M: +61 427 183 051

