



Mount Magnet South Limited  
ABN 93 096 635 246  
Ground Floor, 10 Outram Street,  
West Perth, WA 6005  
T + 61 8 9322 8381  
F + 61 8 9421 2100  
E: [admin@mountmagnet.com.au](mailto:admin@mountmagnet.com.au)  
W: [www.mountmagnet.com.au](http://www.mountmagnet.com.au)

27 April 2016

## March 2016 Quarterly Activities Report

### Highlights:

- Agreement to acquire Gameday International Pty Ltd ("Gameday"), a leading provider of custom fit mouthguards
- Confirmation of the appointment of experienced sports executive Matt Weston as Chief Executive Officer
- Exclusive partnerships with Southern Football Netball League and the Western Australian Hockey Association
- Highly experienced dentist and sports administrator, David Neesham appointed as a technical advisor
- Appointment of NRL Player Matt Ballin as Gameday ambassador

The Directors of Mount Magnet South Limited ("MMS" or "the Company") are pleased to provide the Company's March 2016 Quarterly Activities Report.

### Acquisition of Gameday International Pty Ltd ("Gameday")

On 10 February 2016, the Company announced that it has entered into a binding agreement ("Agreement") pursuant to which it has agreed, subject to the satisfaction of certain conditions precedent, to acquire 100% of the issued share capital of a leading provider of custom fit mouthguards, Gameday.

#### ***Gameday - Highly Disruptive Business Plan***

Gameday aims to disrupt the mouthguard market in Australia by allowing consumers to purchase custom made mouthguards in a cheaper and more convenient fashion than the traditional method of visiting a dentist.

Buyers of over the counter 'boil and bite' products will also find the offer appealing as they can acquire a superior product from Gameday for a comparable cost (or cheaper if they are entitled to certain healthcare rebates) in many instances.

For as little as \$85 upfront, a Gameday kit allows consumers to take an impression of their mouth at home. This impression is then returned to Gameday in a supplied Reply Paid envelope, with the finished mouthguard being sent back to the consumer within 7-10 days.

With a digital shopfront and quality control managed by a respected Dental Prosthetist, consumers have convenient access to high quality, custom made mouthguards from Gameday. Mouthguards

can also be designed in the wearer's club or favourite colours, and can also include their name and telephone number.

Gameday has a highly credentialed leadership team to guide the Company's growth strategy. The business is led by Matt Weston who was appointed CEO of MMS, has extensive international experience in sports/fitness and sports marketing. Notably, Matt has worked in the National Basketball Association (NBA) with the San Antonio Spurs and was a Technical Director for the Beijing 2008 Olympics.

Matt Weston is complemented by proposed directors John Worsfold and Alistair Blake. John Worsfold has a Degree in Pharmacy and is widely regarded as one of Australian Rules Football's leading players, coaches and ambassadors. Alistair Blake, a qualified dental prosthetist has 16 years' experience in large scale commercial dental laboratories throughout Western Australia and Victoria, specialising in dental prosthetics.

Millions of Australians are playing sports where it is advisable or appropriate to wear a mouthguard. The model is readily scalable (current capacity in excess of 50,000 mouthguards a year) and there are opportunities to sell other products and enter international markets. With the Australian Dental Association claiming only 36% of Australian children aged 5-17 are wearing mouthguards during games, Gameday aims to passionately work on raising awareness of mouthguard usage and will be investing heavily into promoting the safety benefits of protecting children with custom made products which have been shown to offer significantly more protection than over the counter brands.

### ***Acquisition Terms***

Pursuant to the Agreement, the Company has agreed with the majority shareholders of Gameday to acquire 100% of the issued share capital in Gameday, subject to the satisfaction or waiver of conditions precedent.

A summary of the key terms of the acquisition is set out below. The Agreement also contains customary warranties and indemnities granted by, and in favour of, Mount Magnet, among other terms.

#### ***1. Consideration***

Mount Magnet will pay \$150,000 to Gameday in three tranches on the following basis:

- a) \$50,000 on execution of the Agreement;
- b) \$50,000 on the day that is 1 month after the date of execution of the Agreement;  
and
- c) \$50,000 on the day that is 2 months after the date of execution of the Agreement.

Subject to satisfaction or waiver of conditions precedent to the acquisition outlined below, in consideration for acquiring 100% of Gameday's shares, the Company has agreed to issue upon completion, the following securities to the current shareholders of Gameday:

- a) 880 million fully paid ordinary shares in the capital of the Company (on a pre-Consolidation basis);
- b) 800 million performance shares in the capital of the Company that convert on a one for one basis into fully paid ordinary shares (on a pre-Consolidation basis) as follows:

- i. 400 million performance shares that convert upon Gameday selling 30,000 dental devices in any 12 month period on or before the date that is 3 years from the time of issue ("Class A Performance Shares"); and
- ii. 400 million performance shares that convert upon Gameday selling 60,000 dental devices in any 12 month period on or before the date that is 5 years from the time of issue ("Class B Performance Shares"),  
(the Performance Share terms are subject to ASX's approval, which approval is a condition precedent to completion of the Acquisition).

In addition, subject to satisfaction or waiver of conditions precedent to the acquisition outlined below, at completion of the acquisition, the Company will also issue:

- a) 193,750,000 fully paid ordinary shares in the capital of the Company (on a pre-Consolidation basis); and
  - b) 23,437,500 free attaching options exercisable at \$0.0064 (on a pre-Consolidation basis) on or before 31 December 2018,
- to existing holders of convertible notes issued by Gameday.

## 2. *Conditions Precedent*

Completion of the acquisition of Gameday is subject to a number of conditions precedent, including, but not limited to:

- **Shareholder and regulatory approval:** The Company obtaining all necessary shareholder and regulatory approvals required in relation to the acquisition and other matters contemplated by the Agreement (which includes receipt of ASX's conditional approval to reinstate the Company's quoted securities to trading);
- **Consolidation:** If required to satisfy the ASX Listing Rules, completion of a consolidation of the capital of Mount Magnet on the minimum ratio required to satisfy the ASX Listing Rules and to be agreed between Mount Magnet and Gameday ("Consolidation");
- **Re-Compliance Capital Raising:** The Company undertaking an equity capital raising and receiving valid applications for at least \$2,000,000 ("Capital Raising"); and
- **100% Acquisition:** The Company entering into binding arrangements with all minority shareholders of Gameday for the sale and purchase of their shares, such that the Company will hold 100% of the issued share capital of Gameday following completion of the acquisition; and
- **Escrow Arrangements:** to the extent required by ASX, each of the Gameday shareholders entering into a restriction agreement as required by ASX imposing such restrictions on trading of those securities as mandated by the ASX Listing Rules.

The conditions precedent for completion must be satisfied by 31 May 2016 (or such later date as the parties may agree).

## ***Change of Activities***

The proposed acquisition of Gameday will constitute a change in the nature and scale of the Company's activities from exploration and development of resource projects in Australia to establishing the Company as the leading provider of custom fit mouthguards and other oral appliances, primarily through a digital platform, in Australia.

As part of the acquisition, the Company will be required, pursuant to Listing Rule 11.1.2, to obtain approval from Mount Magnet's shareholders at a general meeting. The Company will also be required, pursuant to Listing Rule 11.1.3, to re-comply with Chapters 1 and 2 of the Listing Rules.

A general meeting will be convened shortly to approve, amongst other things, the change in activities (pursuant to Listing Rule 11.1.2), the acquisition of Gameday, the Capital Raising, any Consolidation and associated business ("General Meeting"). The preparation of the notice of meeting materials are well advanced.

The Company will also seek shareholders' approval at the General Meeting to change its name to "Impression Healthcare Limited".

### **Appointment of Gameday team**

#### ***Matt Ballin – Gameday Ambassador***

The Company has appointed NRL player, Matt Ballin, as a Gameday Ambassador. Matt Ballin played in six consecutive final series for the Manly-Warringah Sea Eagles (2008-2013), playing in three National Rugby League (NRL) Grand Finals and winning two Premierships. The former Queensland State of Origin representative recently signed a two-year deal to play for the West Tigers. The West Tigers have won two out of their first three games with Matt Ballin on track to return to the side from injury, and wearing a Gameday mouthguard, in approximately round nine of the competition. Matt Ballin is a qualified secondary school health and physical education teacher, a qualification that he has attained while playing in the NRL.

#### ***David Neesham – Technical Advisor***

The Company has strengthened its management team with the appointment of respected Perth dentist, healthcare executive and educator, sportsman and sports administrator, David Neesham as a technical adviser.

David has extensive experience in dentistry and related fields with a career spanning 40 years. His roles have included being Principal of the Health Services WA's Dental Therapy Training School for over a decade and later Director of Dental Services WA for 17 years.

### **Gameday Partnership Agreements**

Gameday's strategy is to build strong connections with the millions of Australians who are playing sports where it is advisable or appropriate to wear a mouthguard by establishing partnerships and agreements with grassroots sporting associations.

#### ***Exclusive Partnership Agreement with the Southern Football Netball League (SFNL)***

Gameday has commenced implementation of its strategy by entering into an exclusive partnership agreement with the Southern Football Netball League ("SFNL"). The two-year agreement sees Gameday become the exclusive mouthguard partner to the SFNL, which is comprised of 34 senior sporting clubs. The agreement allows Gameday to market its custom-made mouthguards to approximately 4,000 senior players and potential to gain access to over 10,000 junior players registered with sporting clubs affiliated with SFNL clubs.

### ***Exclusive Partnership Agreement with Western Australian Hockey Association***

The two-year agreement provides exclusive access to Hockey WA's membership of some 25,000 players. The agreement will see Gameday send EDMs to the database, be promoted through online channels and social media, newsletters and have an on-ground presence at key events, including, Hockey WA's Grading Carnival which is attended by approximately 3,000 players.

### **Kirkalocka Gold Project (KGP)**

The Company retains ownership of tenements E59/1361, E59/1778, E59/1962 and E59/2145 located near the Kirkalocka Gold Project, which are known to host significant iron mineralisation. All gold rights associated with these tenements have been granted to Minjar Gold Pty Ltd. The Company will seek to dispose of the remainder of its interests in these four tenements.

### **Corporate Activities**

As part of the consideration to acquire Gameday, the Company has made two payments of \$50,000 to Gameday during the quarter.

During the quarter the Company issued 3,167 fully paid ordinary shares on the conversion of 3,167 listed options.

*For further information contact:*

Alec Pismiris  
Chairman  
Mount Magnet South Limited  
P: 08 9322 8381  
M: 0402 212 532  
E: [alec@cipartners.com.au](mailto:alec@cipartners.com.au)

Matt Weston  
Chief Executive Officer  
Mount Magnet South Limited  
M: 0400 039 822  
E: [matt@gamedaymouthguards.com.au](mailto:matt@gamedaymouthguards.com.au)

### **Mining Tenements held at 31<sup>st</sup> March 2016**

Reference	Project	Holder	Status	Interest
E59/1962	Kirkalocka Iron	Mount Magnet South Limited	Granted	100%
E59/1778	Kirkalocka Iron	Mount Magnet South Limited	Granted	100%
E59/1361	Kirkalocka Iron	Mount Magnet South Limited	Granted	100%
E59/2145	Kirkalocka Iron	Mount Magnet South Limited	Granted	100%