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Company Announcements Office
Australian Securities Exchange
10th Floor
20 Bond Street
Sydney NSW 2000

Dear Sir/Madam

MINQUEST LIMITED: ASX GRANTS WAIVERS TO LISTING RULES

MinQuest Limited (**MinQuest** or **Company**) is conducting the acquisition of Electronic Pain Assessment Technologies (EPAT) Pty Ltd and seeking to re-comply with Chapters 1 and 2 of the ASX Listing Rules (**LR**) (**Transaction**) as initially announced on 14 April 2016. To facilitate the Transaction, Minquest has sought waivers of LR 1.1 Condition 11, LR 2.1 condition 2 and L.R 7.3.2.

MinQuest advises that ASX Limited (**ASX**) has granted MinQuest each of the waivers on the terms set out below.

ASX Decision

1. Based solely on the information provided, in relation to the proposed acquisition by MinQuest of 100% of the issued capital of Electronic Pain Assessment Technologies Pty Ltd ("**EPAT**") (the "**Proposed Acquisition**") and the issue of the following securities:
 - 1.1 At least 200,000,000 and up to 287,500,000 fully paid ordinary shares (on a post-consolidation basis) pursuant to a prospectus ("**Prospectus**") proposed to be issued at the lower of 80% of the volume weighted average price of the Company's shares over the last five days sales were recorded immediately prior to the date of lodgement of the Prospectus or \$0.02 per share ("**Issue Price**") to raise a minimum of \$4,000,000 and up to \$5,750,000 ("**Public Offer**") ("**Public Offer Shares**");
 - 1.2. 373,134,328 fully paid ordinary shares (on a pre-consolidation basis) to be issued to vendors or EPAT ("**Vendor Shares**");
 - 1.3. 87,500,000 fully paid ordinary shares (on a pre-consolidation basis) to be issued upon conversion of convertible notes issued on 27 April 2016 ("**Note Holder Shares**");
 - 1.4. 87,500,000 unquoted options (on a pre-consolidation basis) exercisable at the Issue Price under the Public Offer on or before 27 April 2017 to be issued to Note Holders ("**Note Holder Options**");
 - 1.5. 45,000,000 unquoted options (on a post-consolidation basis) to Patersons (or its nominees) exercisable at a price equal to 125% of the Issue Price under the Public Offer exercisable on or before 3 years from the date of issue ("**Patersons Options**").

ASX GRANT A WAIVER OF LR 1.1 CONDITION 11 ON THE FOLLOWING TERMS:

- 2.1 ASX grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit:
 - 2.1.1. the exercise price of the Note Holder Options and Patersons Options to be issued in connection with the Proposed Acquisition (together “**Acquisition Options**”) not to be at least \$0.20 on the following conditions:
 - (a) the exercise price of the Acquisition Options is not less than \$0.02 each;
 - (b) shareholders approve the exercise price of the Acquisition Options in conjunction with the approval obtained under listing rule 11.1.2 in respect of the Proposed Acquisition; and
 - (c) the terms and conditions of the Acquisition Options are clearly disclosed in the notice of meeting of shareholders which will consider the approval required under listing rule 11.1.2 in respect of the Proposed Acquisition (“**Notice**”) and in the prospectus for the capital raising (“**Prospectus**”).

ASX GRANT A WAIVER OF LR 2.1 CONDITION 2 ON THE FOLLOWING TERMS:

- 2.2 ASX grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price for the Public Offer Shares not to be at least \$0.20, on the following conditions:
 - 2.2.1. The issue price of the Public Offer Shares is at least \$0.02 each;
 - 2.2.2. The terms of this waiver are immediately disclosed to the market and are clearly disclosed in the Notice and in the Prospectus.
 - 2.2.3. Shareholders approve the issue price of the Public Offer Shares as part of with the approval obtained under listing rule 11.1.2 in respect of the Proposed Acquisition.
 - 2.2.4. The terms of the Acquisition and related capital raising have not materially changed (as determined by ASX in its absolute discretion) from those as announced by the Company on 14 April 2016.

ASX GRANT A WAIVER OF LR 7.3.2 ON THE FOLLOWING TERMS:

- 2.3 ASX grants the Company a waiver from Listing Rule 7.3.2 to permit the Notice seeking shareholder approval for the deferred consideration shares (on a post-consolidation basis) to Vendors to the value of \$1,000,000, at an issue price equal to the volume weighted average price for the five trading days prior to the date on which the Company satisfies the conditions for the issue of the shares (“**Deferred Consideration Issue Price**”) (“**Deferred Consideration Shares**”) not to state that the Deferred Consideration Shares will be issued within 3 months after the date of the shareholders’ meeting, on the following conditions:
 - 2.3.1. The Notice sets out in detail the milestones (including specific parameters for each milestone) which must be satisfied prior to the issue of the Deferred Consideration Shares;
 - 2.3.2. The Notice sets out, by way of a table, a number of worked examples outlining the total number of securities that can be issued as Deferred Consideration Shares, based upon a number of different Deferred Consideration Issue Prices, including where that Deferred Consideration Issue Price is equal to \$0.01;

- 2.3.3. The milestones which must be satisfied for the Deferred Consideration Shares to be issued are not varied;
 - 2.3.4. The Deferred Consideration Shares must be issued no later than 13 months from the completion of the Proposed Acquisition, subject to shareholder approval having been obtained;
 - 2.3.5. the circumstances of the Company have not changed materially since shareholders approved the issue of the Deferred Consideration Shares;
 - 2.3.6. the Notice details that the Deferred Consideration Shares will be issued upon achievement of milestone, and in any event, no later than 13 months from the date of the meeting; and
 - 2.3.7. The terms of this waiver are immediately disclosed to the market and are clearly described in the Notice and Prospectus.
3. ASX has considered listing rules 1.1 condition 11, 2.1 condition 2 and 7.3.2 only and makes no statement as to the Company's compliance with other listing rules.

Yours sincerely

A handwritten signature in cursive script that reads "Stephen Kelly".

Stephen Kelly
Company Secretary

