

# GOLDSEARCH LIMITED

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## ASX RELEASE

Wednesday 8 April 2015

### UPDATE NATIONAL HEALTH SERVICES ACQUISITION BY GOLDSEARCH

On 19 March 2015 the Company announced that it had entered into an agreement to acquire all of the issued shares in National Health Services Pty Limited (“NHS”). The acquisition is subject only to shareholder approval and compliance with the ASX Listing Rules. GSE will, if required by the ASX re-comply to chapters 1 and 2 of the ASX listing rules.

#### **The New Business**

NHS operates in the occupational medical sector, focussing on workers compensation, which includes injury management, physiotherapy, rehabilitation services, and medico legal services. NHS is in the unique position to expand its footprint nationally to meet the current demand from its clients, which include Woolworths, Aldi, Coles, Qantas, Australia Post, Startrack, TNT, QBE and similar blue chip clients. The acquisition by the Company will allow NHS to expand throughout Australia and become a market leader in providing these services on a national basis.

#### **Purchase Price Determined**

The Company has agreed to purchase NHS for a purchase price of \$7.5 m by the issue of new GSE shares. GSE has also agreed to pay the vendors of G&G \$2.1m of new GSE shares in July 2016, as final consideration for G&G meeting their target EBITDA. The acquisition of NHS includes all of the businesses of NHS including G&G. Furthermore, G&G has confirmed to NHS that it is on track to meet their target objectives for the FY2016. Since NHS entered the contract to acquire G&G the G&G business with the assistance of NHS sales and marketing has expanded to include 4 clinics and further clinics are planned for opening over the coming months.

#### **Independent Expert Appointed**

The Company has instructed Hall Chadwick to prepare an Experts Report on the fairness and reasonableness of the acquisition of NHS, which will be included in the Explanatory Memorandum with the Notice of General Meeting to be sent to shareholders shortly.

#### **Notice of General Meeting**

The Company is preparing a Notice of a Special General Meeting (“SGM”) of the shareholders of the Company to consider and vote on the acquisition. The proposed notice will include resolutions providing for the change of the Company’s name to National Health Limited, a change of business activities, a consolidation of the Company’s shares, approval of new directors and other related resolutions together with a resolution to refresh the Company’s placement capacity and to approve any additional placements.

**Prospectus**

The Company will also be required to prepare a prospectus to comply with the ASX Listing Rules and undertake a capital raising of up to \$5 million to allow the Company to expand the NHS business footprint nationally to satisfy existing client demand.

Existing shareholders will be given a priority to apply for additional shares under the terms of the Prospectus.

The Board is currently in discussions with a number of brokers to have the Prospectus offer fully underwritten.

**Timetable**

The Company is seeking to complete the acquisition as soon as possible and will keep all shareholders fully informed of the timetable and further developments. The Company has prepared a draft timetable which provides for the proposed special general meeting to approve the acquisition and funding in early July 2015.

A handwritten signature in black ink, appearing to read 'Peter Ashcroft', with a long horizontal line extending to the right below it.**Peter Ashcroft****Director****Goldsearch Limited**