

ASX Announcement

13 December 2016

Update on Convertible Note Issue and Funding

- **\$2.45m or 61% of Issue committed**
- **RJL Investments Pty Ltd (Associated with Gary Cohen) subscribed for 30% of issue**
- **Proceeds to be used to retire \$1.35m of the Atlas Convertible Notes**
- **\$0.42m of funds due from MViD expected in December will strengthen IVO cash balance**

Leading big data solutions company Invigor Group Limited (ASX: IVO) (“Invigor”) today announced that it has received subscriptions for \$2.45m (61%) of the Convertible Notes to sophisticated investors announced on November 15, 2016.

RJL Investments Pty Ltd, an entity associated with Invigor’s Chairman and CEO, Gary Cohen, has taken up \$1.2m of the issue, subject to approval by IVO shareholders at an EGM to be called by the Company in due course.

The Notes were issued at 3 cents per share and issued for up to 18 months. Adjustments may be made to the Conversion Price and floor price based on a number of events. Refer to the attached for a summary of the revised terms.

The proceeds of the Convertible Note will be used to retire \$1.35m of the Atlas Convertible Notes and provide additional working capital to the Company.

Invigor also confirms that it has been notified by My Verified ID Pty Ltd (MVID) that approximately \$420,000 of funds owed under the Deed of Administration will be remitted to Invigor in the next few weeks as they are received by MVID. This will further strengthen IVO’s cash balance and provide additional working capital.

Invigor is working with a number of parties on the issue of the remaining \$1.55m (39%) of Convertible Notes and will update shareholders on progress.

For further information, please contact:

Gary Cohen
Chairman & CEO
+61 2 8251 9600

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 (0) 413 150 448

Follow Invigor on Twitter:



<https://twitter.com/InvigorGroup>

About Invigor Group Limited

Invigor Group (ASX:IVO) uses its complementary suite of big data products to source, aggregate, analyse and publish content for the benefit of businesses and consumers.

Today its interconnected data sets enable enterprise clients including retailers, brands, shopping centres and government bodies to identify and better understand competitors, consumers, markets and demographics while providing the consumer with the best value-for-money.

Using its current products and a pipeline of additional offerings Invigor will have the ability to provide an end-to-end solution spanning sales, product management, business intelligence, marketing, advertising, content creation and distribution, while monetising each step of the process.

Annexure A

Convertible Note – Key Terms

This document is a summary only of the key commercial terms for the Facility for Invigor Group and does not contain all of the agreed terms and conditions.

Amount:	\$4,000,000 with the right to take over subscriptions
Number of Convertible Notes:	133,333,333
Maturity Date:	12 months after the Note Issue Date with up to 6 month's extension at the option of the Noteholder.
Interest Rate:	Interest will accrue at the Interest Rate of 10.0% per annum on the Principal Amount outstanding for each Convertible Note, which will accrue on a daily basis and be payable quarterly in arrears.
Interest Payment Date:	The total Interest Amount payable to the Noteholder in respect of each Interest Period is to be satisfied within 15 Business Days after the end of such period by the Company paying the Interest Amount to the Noteholder.
Fee:	A fee of 2% of the Amount (up to \$80,000) will be payable
Conversion Price:	Convertible Notes may be converted into Shares at the Conversion Price of \$0.03 per Share (subject to any adjustment under the Convertible Note Agreement with a floor price of \$0.02).
Adjustments:	Adjustments may be made to the Conversion Price and floor price based on a number of events, including: <ul style="list-style-type: none">(a) A VWAP lower than \$0.035 at the time of maturity; or(b) A material capital raising that is not pro-rata and which is below the Conversion Price.
Conversion Notice Period:	The Noteholder may give a Conversion Notice for all but not some of the Convertible Notes in the period up to the Maturity Date.
Redemption:	The Company must redeem the Convertible Notes by paying the Noteholder the Principal Amount of each Convertible Note to be redeemed: <ul style="list-style-type: none">(a) on the Maturity Date; or(b) if the Noteholder gives the Company a notice requiring redemption after the occurrence of Event of Default (as defined in the Terms and Conditions).
Restrictions on Conversion:	The Noteholders will agree that no conversion can take place that would cause the Noteholder to be in breach of the relevant shareholding thresholds permitted by the Corporations Act and ASX Listing Rules.