

7th October 2014

ASX ANNOUNCEMENT

Acuvax Ltd (**Acuvax** or the **Company**) is pleased to announce that it has executed a Securities Sale Agreement (**Agreement**) to acquire 100% of all rights and title in 100% of the issued capital of Activistic Pty Ltd (**Activistic**).

Key Results of the Agreement:

Acuvax, whilst continuing to focus on its bio-health products, will also undertake the development of the Activistic micro payments platform as follows ;

- Continue the development of the Activistic's existing charities program in the United Kingdom;
- Undertake the roll out of the platform structure into the United States of America, within the next four months; and
- Establish the necessary infrastructure to develop the utilisation of the platform into Australasia from mid 2015.

About Activistic:

Patronage of charities and other not for profit organisations has often been tempered by the donors frustration with the costs of collection. The collections system applicable to most fund raising activities have often proven both cumbersome and cost prohibitive. These costs vary materially between countries and collection regions due to both geographic and personnel limitations.

Activistic has developed a new cost efficient collection system through a technology that enables regular payments or contributions utilising a mobile phone network. The contributions are forwarded to the intended donor organisation with minimal handling expense, thereby maximising the value of the contribution to the intended target organisation.

Activistic has already negotiated exclusive billing with global aggregators, including the UK and the USA, and secured the support of mobile providers in these key markets, making this application extremely attractive.

Activistic has designed and developed a suite of apps and sophisticated processing administration systems to ensure the efficient roll out of this collection system.

Activistic has undertaken a considerable amount of market research to support this strategy and have undertaken initial marketing in these key regions to ensure a smooth roll out during the launch phase.

On the 23rd June 2014, **Acuvax** announced the terms of a Binding Heads of Agreement (**HOA**) and the **Agreement and** has now finalised the following key terms of the **HOA**.

Completion of Key Terms of the HOA

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On the 25th August 2014 Acuvax announced the completion of the initial placement (**Placement**) of 1,600,000 shares in the **Company** at an issue price of \$0.00005 raising \$800,000.

Details of the Securities Sale Agreement with **Activistic**, to acquire all of the assets and intellectual properties of **Activistic**, including those held within 100% owned subsidiaries on the following terms:

- Issue of 38,000,000 post consolidation shares to the vendors of **Activistic**
- Issue of 1,500,000 post consolidation Shares to creditors of **Activistic**
- Three tranches of Performance Shares with the following milestones:
 - 24 million shares at achieving A\$1,200,000 in gross revenue per quarter, for two consecutive quarters by Activistic;
 - 32 million Shares on achieving 1,000,000 active subscribers, being subscribers actually donating via the Activistic technologies;
 - 36 million Shares on achieving an annualised EBITDA of \$5,000,000 by achieving two consecutive quarters of EBITDA A\$1,250,000 by Activistic
- Issue of 6,000,000 post consolidation replacement advisor options at a price of \$0.00001 exercisable at 0.11 cents (\$0.0011) by 30th June 2017

Recompliance with Chapters 1 and 2 of the ASX listing rules

The ASX will require Acuvax to re-comply with Chapters 1 and 2 of the ASX listing rules and as a result the Company will be required to complete a number of elements summarized but not limited to the following:–

- Acuvax would need to call a shareholder's meeting to seek:
 - Approval to consolidate its shares on a basis of not more than 150 to 1;
 - Approve the acquisition of Activistic and the associated change of nature of operation and scale of operation;
 - Change of name of the Company to Activistic Ltd;
 - Approve the appointment of new directors;
 - Approval of conversion of debt to equity, including debt associated with directors; and
 - Approval of capital raisings via a Prospectus and the issue of a minimum of 30 million post consolidation shares @ \$0.10 each (\$3 million) to a maximum of 50 million post consolidation shares @ \$0.10 each (\$5 million).

A timetable with respect to the notification of meeting and issuing of the prospectus, is currently being prepared and will need ratification by the ASX with respect to certain waivers required concerning these Performance Shares and the issue price of Securities (FPO and Options).

In addition, shareholder's approval will also be required.

Roland Berzins

Company Secretary

Acuvax Limited

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