

## GREY INNOVATION VENTURES I, LP

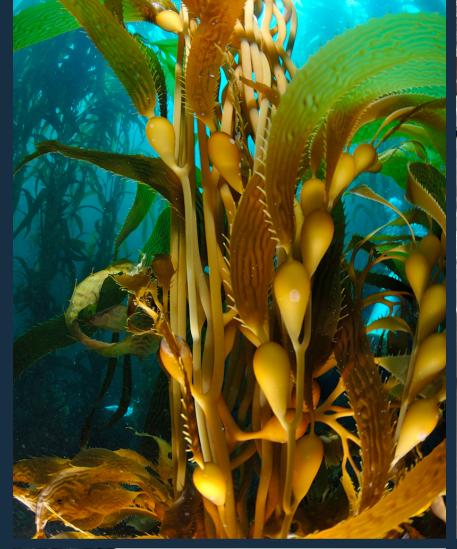
\$100M ESVCLP 'IMPACT' FUND

We fund the technologies to benefit people & the planet

CONFIDENTIAL

GREY INNOVATION INVESTMENT PARTNERS PTY LTD

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With a \$100M Early Stage Venture Capital Limited Partnership (ESVCLP), Grey Innovation Investment Partners (the Manager) is decreasing the traditional risk of the ESVCLP model by investing in sophisticated start-up companies. With first market access to Grey Innovation Group's suite of companies in, or approaching early revenue stage, the risk is significantly reduced.

As an **ESVCLP fund with a strong ESG focus**, 0% Capital Gains Tax and a significant tax credit. Unprecedented government funding of over \$23B is available for the sectors aligning with our portfolio and mandate.

Now is our time to make an impact.



**Grey Innovation Group** is recognised internationally for operating a scalable platform to unlock the best IP and fasttracking it to commercial success. Its model of repeating the startup process across multiple sectors allows for a unique and successful skill set.

Its proven track record and relationships with institutions, industry and governments puts Grey Innovation Group at the forefront of unrealised IP opportunities.



## History

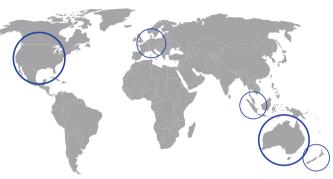


Since

1998

history of solving complex problems for leading companies whose combined market caps are now \$2B+

#### **Global presence**

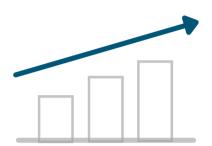


Headquarters in Melbourne with operations in New Zealand, Singapore, Germany and the US



#### 35+ direct staff

100 staff across portfolio companies with deep commercial and technical skills



Operates a **scalable platform** for identifying, licensing, developing and commercialising IP to create substantial new companies

#### **Our sectors**







Active in Medtech, Cleantech and Homeland Security sectors, solving hard and significant problems leveraging hardware and software

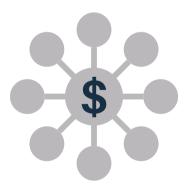


Strong relationships with over 30 universities, research institutions, Government and leading industry technology players The Australian government R&D Tax Incentive provides a benefit through a refundable tax offset of 43.5%



\$50M+

Accessed non-dilutive funding from domestic and international government agencies



Built the Grey Innovation Group portfolio, of **7 diversified assets**, over 5 years to **\$177M+ value** 

# Grey Innovation Group initial investment portfolio

Investors gross IRR is currently > 30% pa

COMPANY	STAGE	GREY OWNERSHIP	COMPANY VALUATION A\$M	PORTFOLIO VALUATION A\$M	VALUATION METHODOLOGY*	TOTAL RAISED A\$M
Eco Detection Pty Ltd	Commercialisation	40.19%	42.11	16.92	Raise in progress <sup>1</sup>	15.06
Firefly Health Pty Ltd <sup>6</sup>	Development	31.00%	13.61	4.22	Valuer <sup>2</sup>	4.94
GreyScan Pty Ltd	Revenue generating	24.75%	77.25	19.12	Last raise <sup>3</sup>	28.54*
TALi Digital Pty Ltd	Listed ASX:TD1	4.70%	34.01	1.60	Public market 4	18.2
Cardia Pte Ltd 6	Development	44.25%	9.52	4.21	Raise in progress <sup>1</sup>	1.55
Track Alert System Holdings Pty Ltd	Development	68.0%	.83	.56	Valuer <sup>2</sup>	- * *
TOTAL			177.33	46.64		*7.69 under con note **no capital raised

#### Notes:

- 1. Raise in progress is valued based on the current priced round that is yet to close
- 2. Value is based on a third-party company valuation commissioned by Grey Innovation Pty Ltd
- 3. Last raise is the last post-money valuation at a capital raising event
- 4.30 Day VWAP
- 5. Cardia Pte Ltd is commercialising Safehouse Innovation Limited IP
- 6. Grey Innovation owns Convertible Notes in Firefly Health Pty Ltd and Cardia Pte Ltd which are not accounted for in this Asset Valuation

(SGD1 = AUD1)

\*Governments have announced severe measure to counter the impact of COVID-19. The impact of these measures is uncertain on supply and demand drivers of valuations. Whilst we have sought to consider these impacts on our valuations, based on the dynamic and evolving information available, there is uncertainty as to the extent and duration of these impacts. The factors driving these conditions can change over short periods of time and their impacts on valuations may need to be reassessed periodically.



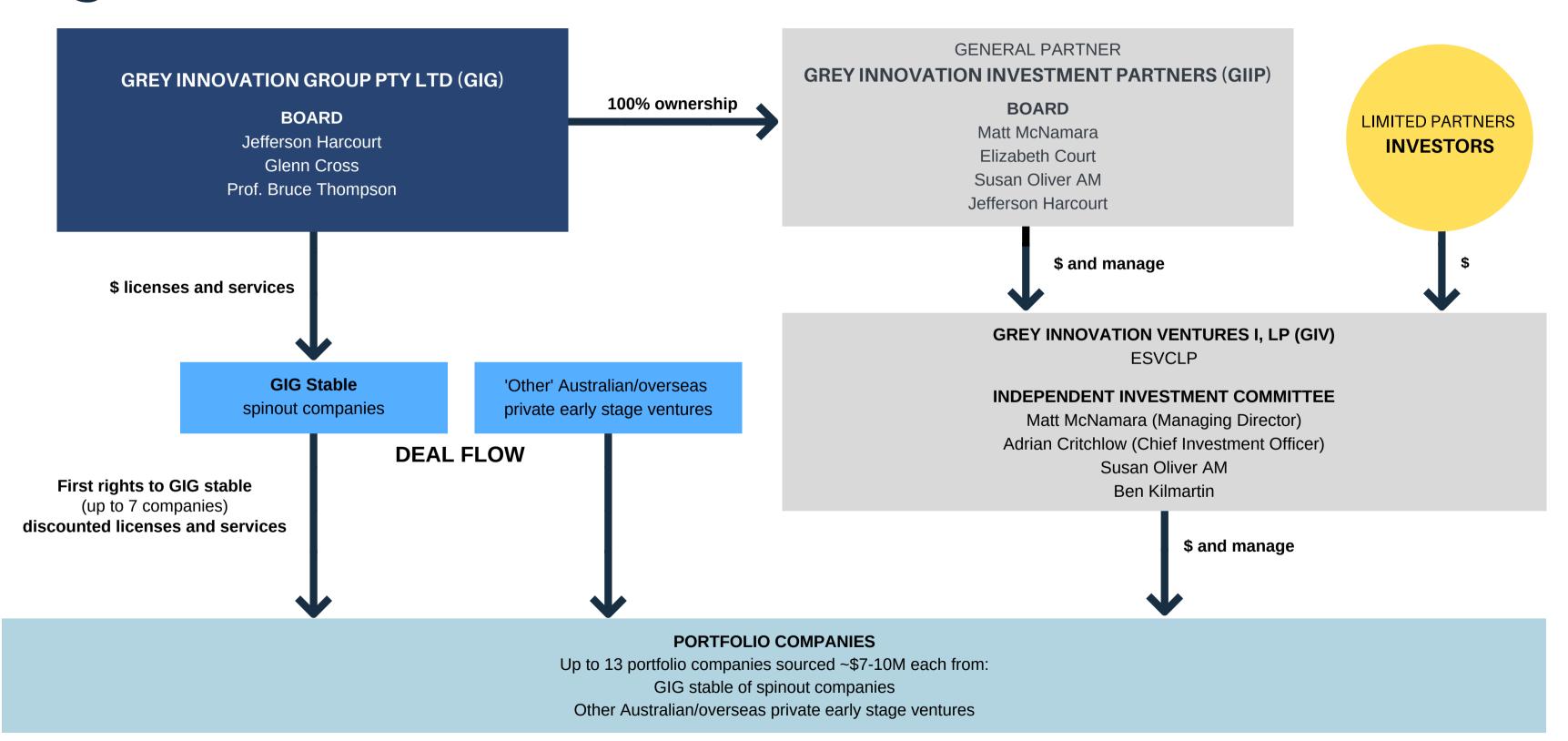
## The Relationship

Grey Innovation Group (GIG) & Grey Innovation Investment Partners (GIIP)

- GIIP has an Independent Investment Committee including valuation determination (external as required)
- GIG provides discounted (25%) services to their startup companies and GIIP portfolio companies
- GIG grants first right of refusal to GIV Fund
- GIG investing \$2.5M into GIV Fund
- GIG earns 20% of Fund Carry. GIIP executives/team earns 80% of Fund Carry

## **Organisational Chart**





## Deal flow structure













First market access to



**FUTURE COMPANIES** 

**INVESTORS** LIMITED PARTNERS **MANAGER** GREY INNOVATION INVESTMENT PARTNERS PTY LTD MATT MCNAMARA **ADRIAN CRITCHLOW THE FUND** GREY INNOVATION VENTURES I, LP EARLY STAGE VENTURE CAPITAL LIMITED PARTNERSHIP (ESVCLP) **Grey Innovation Group's** reduce risked portfolio **PORTFOLIO COMPANIES ADDITIONAL DEAL FLOW** 

## The structure



#### **INVESTORS**LIMITED PARTNERS

- Management team track record of delivering > 20% internal rate of return for investors
- Full access to all Grey Innovation Group resources
- 43.5% R&D cash rebate for Fund

## MANAGER GREY INNOVATION INVESTMENT PARTNERS PTY LTD

#### **Fees**

- Management fee: 1.5% (years 1-5), 1% of invested capital (less investments written down to zero) thereafter
- Preferred return of 8% pa
- 20% carry
- Establishment fee (up to \$300K)

- No capital gains tax
- Projected internal rate of return > 20%
- Immediate 10% write off

## GREY INNOVATION VENTURES I, LP EARLY STAGE VENTURE CAPITAL LIMITED PARTNERSHIP (ESVCLP)

**THE FUND** 

- Size \$100M
- Term 10 Years (with potential to extend by 3 years)

- Up to 13 investments of ~\$7-10M each
- Targeted sectors: Cleantech, Medtech
- Australian private company deal flow

**PORTFOLIO COMPANIES** 

First market access to Grey Innovation Group start-ups with:

- unique skills base, repeatable start-up processes
- discounted product development & commercialisation
- proven track record
- discounted service fees & licence fees
- access to a first class international network

## Impact investing

We strive for a positive ESG impact alongside strong financial returns.

The future of Environmental, Social and Governance (ESG) lies in the commercialisation of technology that focuses on responsible and sustainable operations and outputs. GIIP seeks to invest in early-stage technology that improves lives and benefits the planet.

Strict ESG mandates and policies underlining the Fund are critical for thorough risk analysis and decreasing overall portfolio risk.

We consider ESG risks and opportunities throughout every step of the investment process and apply our strict responsible investing principles to all investments within the Fund.

From inception,
Grey Innovation Group
(GIG) portfolio
companies have a strong
ESG focus. Future
planning leads to
decreased risk.

## Impact investing

The key to a sustainable future is the commercialisation of technology that focuses on responsible and sustainable operations and outputs without causing harm or depleting natural resources.

As a signatory of the UN Principles of Responsible Investment (PRI), Grey Innovation Investment Partners (GIIP) commits to ESG transparency and accountability. The PRI is a set of six voluntary and aspirational principles for incorporating and reporting on ESG throughout the investment process. GIIP has committed to abide by and report on the PRI. GIIP will also focus on UN Sustainable Development Goals, where the most significant impact can be achieved.

#### **EXCLUSIONS COMMITMENT**

No direct investment in companies that derive revenue from;

- controversial weapons
- tobacco

No investment in companies that partake in;

- high levels of pollution/waste generation
- higher than medicinal levels of nuclear waste generation
- animal testing where a viable alternative is available







Billions of dollars are spent on research that never makes it to market. This is our hunting ground.



## Deal flow

Grey Innovation Group operates a scalable platform to fast track the commercial success of start-ups.

The Fund has first market access to Grey Innovation Group's pipeline of sophisticated start-ups with skilled teams, initial customers and ready for scaling. Established partner relationships with leading global universities, research institutes and government, as well as expert manufacturing and distribution partners, all lead to significantly reduced risk.

#### **REPEATABLE PROCESS - REDUCING THE RISK**

#### **NEED**

Identify market opportunity or breakthrough technology

#### **SOLUTION & ANALYSIS**

Technical due diligence
Strategy
Market analysis
Positioning
Business case
Risks
Licensing

#### **PLAN & DESIGN**

Project planning
Requirements
Voice of Customer
System architecture
Cost estimates
Prototypes

#### **BUILD & TEST**

Beta testing
Validation testing
Compliance testing
Regulatory approval
Design finalisation
Customer trials

Build team
Paid pilots
Building sales pipeline
Partnering

COMMERCIALISATION

#### **Outcome**

TECHNICALLY AND COMMERCIALLY ESTABLISHED WITH INITIAL REVENUE

Scale-up team
Establish facilities & production
Global marketing & sales
Product cost optimisation
Next gen technology commercialisation

20+ years of refining the commercialisation process of start-ups

# Trace detection technology

Grey Innovation Group used its unique skillset & scalable platform to take the initial GreyScan technology & adapt it for further commercial opportunities.

This breakthrough technology has been adapted into the pharmaceutical industry, with immediate demand.









Trace detection analyses non-visible 'trace' amounts of particles on a surface or in the air. GreyScan's technology is fast, accurate, portable and cost-effective, making it vastly superior to the incumbent technology.

#### **EXPLOSIVE TRACE DETECTION (ETD)**

GreyScan has developed the world's first automated inorganic trace detection device. portable, accurate and easy to use. **Current ETD market value US\$1.6B.** 

#### PHARMACEUTICAL TRACE DETECTION (PTD)

Quality management, inline cleanliness checks between batches of drug production. The current shutdown between batches is up to 5 days, GreyScan's technology is <1 day. The PTD expected market value > US\$4.26B by 2026

#### TRACE VIRUS DETECTION (TVD) ENVIRONMENT & BREATH TEST

Confirmation of the presence or absence of a virus on a surface or airborne. Non-invasive accurate testing of COVID-19 and future viruses in <3mins. Global point of care diagnosis expected market value US\$50.6B by 2026.

#### **CURRENT CUSTOMERS & COLLABORATORS**























## Revolutionary water quality monitoring

Grey Innovation Group's portfolio company, Eco Detection, puts the laboratory in the field. The remote water quality monitoring system uses advanced sensors to provide real-time data via a fully managed platform. The platform is a managed service, creating continued aftersales revenue. The real-time approach empowers industry, government, and organisations to preserve and improve water quality and meet compliance obligations.

Real-time monitoring, as delivered by Eco Detection, is a key reform announced in the New Zealand Government's National Policy Statement on Freshwater Management 2020 and the company is working with both the Ministry for Environment and Ministry for Primary Industries to develop nationwide multi-year catchment monitoring programs for rollout in 2022.

In Australia, a 3-year project funded by The Ian Potter Foundation and supported by the government, EPA and industry will commence in the River Derwent catchment in early 2022.



















# Global seaweeds market will be

US\$28.9B

by 2027 expanding at CAGR of 9.2%

Asia Pacific is currently the largest market today accounting for 75% of global revenue in 2019. Seaweed industry in Asia is typified by small scale, rope grown, labour intensive farms.

The Australian market is burgeoning and ripe for expansion. Government policy is driving innovation.

- 1. Commercial Seaweed Market Analysis 2020, Grand View Research
- 2. https://sitn.hms.harvard.edu/flash/2019how-kelp-naturally-combats-global-climate-change/





Grey Innovation Group is building the infrastructure to commercially cultivate seaweed, in the ocean, on a large scale. Seed funding is being raised and conversations and negotiations with prospective customers and partners are taking place.

#### **Emerging blue carbon credits**

Seaweed can sequester up to 20 times <sup>2</sup> more carbon per acre than land forests with some species growing up to 65 metres in height.

The seaweed market has the potential to achieve significant financial returns for investors while helping to drive industry growth with positive environmental and social impact.



## Now is our time. Unprecedented funding aligns with our portfolio and mandate.

\$1.9 billion Australian Renewable Energy Agency (ARENA) and Clean Energy Finance

Corporation (CEFC) to fund low emission technologies.

\$300 million Advancing Hydrogen Fund (Federal Government) (run by the CEFC)

\$1.3 billion The Manufacturing Translation and Integration Streams aims to help manufacturers

translate good ideas into commercial outcomes. This forms part of the Modern

Manufacturing Initiative (MMI).

**\$20 billion** Medical Research Future Fund (Federal Government)

Plus many more millions in ongoing grants for Cleantech and Medtech

R&D Tax Incentive - 43.5% credits on research and development

## People





MATT MCNAMARA
MANAGING DIRECTOR



ELIZABETH COURT
NON-EXECUTIVE
DIRECTOR



SUSAN OLIVER AM NON-EXECUTIVE DIRECTOR



JEFFERSON HARCOURT EXECUTIVE DIRECTOR



ADRIAN CRITCHLOW
CHIEF INVESTMENT OFFICER



BEN KILMARTIN
INVESTMENT COMMITTEE



MANDIE LAMMENS
GREY INNOVATION GROUP
COMPANY SECRETARY
INVESTOR RELATIONS
OFFICER



EMILY RYAN
ESG OFFICER



WANI WALL
GREY INNOVATION GROUP
BRAND & COMMUNICATIONS
EXECUTIVE

#### MATT MCNAMARA, MANAGING DIRECTOR

## The Manager's track record

#### IB Australian BioScience Fund I

Principal involved: Matt McNamara (CIO)

- 2008 2014
- IRR = 22.5% net of fees to investors
- A\$41.8M Funds Under Management (FUM),
   A\$35M Called, \$60M returned to investors
- (Capital Return/Distributions by 31 March 2014)
- 12 investments, 12 exits
- Top quartile Ex US PE/VC Fund
  (Source: Cambridge Associates PE & VC Benchmarks Q1 2014)

## Asia Pacific Healthcare Fund II Principal involved: Matt McNamara (CIO)

- September 2012 Dec 2019
- A\$55,775,000 **FUM** committed
- \$53,790,573 Called (Dec 19)
- PE style 5 + 5-year fund
- 7 investments private and public
- IRR = 24% (Nov 2019) (Unrealised)

## BioScience Managers Translation Fund I Principals involved: Matt McNamara (CIO)

- Dec 2016 Dec 2019
- A\$100,000,000 **FUM** committed
- \$49,550,000 Called (Dec 19)
- PE style 5 + 5-year fund
- 6 investments private and public
- IRR = 44% (Nov 2019) (Unrealised)

**Booking.com** 

















#### ADRIAN CRITCHLOW, CHIEF INVESTMENT OFFICER

#### ActiveHotels.com - Booking.com Principal involved: Adrian Critchlow

- 2000 2004
- Raised \$720K (GBP 400K)
- Series A & B \$5.4M (GBP 3M)
- Won Deloitte Fast 50
- Sold to Priceline for \$230M (USD 160M)
- Seed investors received 16x return in 4 years
- Priceline market cap of USD 1B in 2004; renamed Booking Holdings with current market cap of USD 68B

## **Active Investment Fund**Principal involved: Adrian Critchlow

- 2005 2007
- Invested in 9 startups
- Alertme.com sold to British Gas for \$117M (GBP 65M)
- Varden recently A-round funded by Horizon Ventures
- Ionscope sold to Cronin Group PLC
- Revoo.com running and profitable
- Texperts sold to KGB operator of 118118 service
- I20 Water sold to Ombu Group with 10x ROI
- WAYN closed
- Reciva.com (sold)

#### SUSAN OLIVER AM, DIRECTOR

Independent member of the Investment Committee for IFM Investors
Chair of Investment Committee for Victorian Government's Alice
Anderson Fund

- Angel investor in 18 start-ups since 2013 of which three successful exits at 1.4 times, 4 times and more than 30 times initial capital invested, (awarded exit of the year in 2018 in Techboard's annual awards) solid and performing angel investment portfolio currently of 14 growing businesses
- Awarded Angel of the Year in 2021 in Techboard's annual Australian Angel Awards
- Judge in 'Finnies' awards 2020 and 2021

## Proven track record



#### **THE NEED**

In 2020, COVID-19 forced government demand for lifesaving ventilators. Grey Innovation Group (GIG) identified the need and, without solicitation, offered the Australian Government their skills.

#### **COMMERCIALISING THE SOLUTION**

GIG assembled a local consortium of thirty local manufacturers to build the ventilators. With \$500K from the Victorian Government and \$39M from the Federal Government, GIG manufactured ~2,000 ventilators in under six months.

GIG directly contributed to strengthening investment in local technology and manufacturing, known as the "Make Australia make again" campaign. Export opportunities for the NOTUS ventilator are in discussion.



#### THE NEED

Over 85% of global terror incidents involve inorganic compounds, yet the 150,000+ ETDs deployed at any one time globally cannot detect them, exposing a critical weakness in the global trace detection system.

#### THE SOLUTION

Together with the University of Tasmania, GreyScan's developed the ETD-100, the only product in its class in the world for trace detection of inorganic compounds.

#### COMMERCIALISATION

GreyScan's internationally renowned reputation and trusted relationships with government and key stakeholders, has facilitated the deployment of the ETD-100. GreyScan EDT-100 customers include defence, law enforcement, first responders, and security operators responsible for public facilities and events protection (sporting arenas and concert venues).

## Media





#### 'Control your own destiny': Ventilator project highlights importance of local manufacturing





#### Ventilator stockpile up by 3000





"Everyone assumes we can just buy stuff from China but that just isn't the case. **Everything** is finite

Jefferson Harcourt, Grey Innovation

#### Commonwealth joins Vic gov in funding for ventilator manufacturing

trained government has prival to notice susceptions in opporting miles meanifestences who are stilling critical multical products. In April 1, federal Missions for corry, Science and Technology, or Andrews, assume out fall. I Immediate world mayor STLL in from the Communical for	eyem," doe nitd.  The leading in the latter enough of tempined express for the Australian mountaintering influency during the CV/12-15 questions, which have accordingly of different tempines, which have accordingly of different tempines are tempines as weare and the australian is executed that models dispulses on being produced begilts.  "This does disconnictions the present	"Unraria has the highest someostation of hundrag neglescoting and passed scholary conquestes in Australia, and as teels, we are sell placed to seek superior so build the Kirles emergency incusive translation or spatisfy as possible." However and "We thank the Perioral and	Victorian Community and the Advanced Manufacturing Greech Criters for their outputs of the states and regal empense to just the program under sea, and an overwhelmed by the stillinguess of our industry entitingues to exposed in this oriental hours of second."	
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#### Coronavirus shortages prompt Australia to bring manufacturing home

Critics say the country's economy is vulnerable because of its reliance on China

1.SMH 03/05/2020 2. Herald Sun 10.04.2020 3. The Australian 21.04.2020 4. Australian Financial Review 23.05.2020 5. Financial Times 15.04.2020 6. Manufacturers' Monthly April 7. Financial Times 15.04.2020

#### Aussie breath test answers infection question in just three minutes

an told The Australian the g" test could ultimately be simports, in aged care and sexs to determine whether	said the lievath took detected SARS-COV-2, the views that causes COVID-PR, but was yet he submitted to health segulators for approvedume.  "The breasth heal works in under three minutes." Me Ottom said. "But we haven'll your better three minutes." Me Ottom said. "But we haven'll your better to said." But we haven'll your better to said. "But we haven'll your better to said." all all all all all all all all all al	We are doing the rounds, sorting preventment funding to bely expedian the mass numeraleuture. Ms Ollertons said it was expected the test, which it was hoped would also defeat mereput COVTD variants, would be rolled and by the end of the year. "Adhesigh we are able to identify the end of the year." Adhesigh we are with the best had been also also there is a few of the best of the product, "the said.	ingrove on current regular feels by shaving how infections remoned was not energy whether they had come into contact with the rivar.  This quite people that you can be possible that you can be infections and the other way around — you can be infection but lest negation," the cald "Thereir as large gap, Thereir as large gap, then the cald "Thereir as large gap. There are yout had fall a deem other companies bending a threath (belong) but they are besting at the call the call the can be supported to the call t	This are the only once looking at level of infectivity and how infections conceive it. The conseque has partnered with the same researches who helped it dowing its curred. Eureka Price wroning product a highly sensitive and egal that is desket taxes of homemade explosives.  These are included a distribution of the conceived to the Australian Centre for Research on Separates Serious Desirability to the Control of the Contro	Renderior. The research, seeks to apply the same debetion sold noding for COVID as used to relieve for COVID as used to replace to so-thanded by the CSRO.  Mis. Olitecton used the tentage rapplications, bringing not us average and perfect that also is determined.  Manufacturing of testing universid excurs at the company. Port of Methouries plant, white courtesting residence the company.
serrisfections.	next phase for us is commercial-	The breath test aimed to	disease markers as an identifiers.	venty of Tamasia's Michael	explosive detectors.

Test del respiro per capire chi ha contratto il Covid e quanto è contagioso: dura 3 minuti



#### Groundbreaking coronavirus BREATH test that could see international borders reopen



COVID breath test from Aussie company GreyScan could open our borders



#### LASTAMPA

Coronavirus, nuovo test in Australia: in 3 minuti rivela anche quanto è contagiosa una persona



Daily **Mail** 

News

will tell you if you have coronavirus in iust THREE MINUTES - and all you have to do is breathe into the device

They plan to roll out the breath test by the end of the year after it's approve



#### Company entwickelt einen Test, der zeigt, ob Sie Covid-19 in drei Minuten haben.

Bereitgestellt von Daily Mail MailOnline-Logo Ein australisches Unternehmen entwickelt einen Covid-19-Atemtest der Ergebnisse in nur und bei Großveranstaltungen wie Sportwettkämpfen verabreicht werden kann. ton, Geschäftsführerin von



#### 集州长暗示明日解封几乎无悬念 | 返乡旅客头顶垃圾袋是为了不被人 出来 | 新的新冠检测方法三分钟出结果,不用捅脑浆

6日疫情新增4例新型冠状病毒确诊病例,2例为本地传播,2例海外输入病例,检测量 3950次,累计确诊20.475例。 虽然没断宫,但解封几乎无悬念 维州州长今早重申,当

自成部分,但是许多人发现把拭子捅进鼻孔里不舒服。 现在墨尔本的GreyScan (灰色 描述公司正在研发一种较弱的侵入性测试。仅用3分种就出结果。 GreyScan 公司 EO Samantha Ollerton 把这个方法与路边的呼气测酒试验类比。 Ollerton 女士对9





Melbourne company develops COVID-19 breath test

COVID-19 BREATH TEST
World first device could help reopen our borders sooner





## Frequently asked questions

#### Q.

Given the close relationship between Grey Innovation Group (GIG) and Grey Innovation Investment Partners (GIIP)/ Grey Innovation Ventures funds (GIV), how can we be satisfied the perceived conflict of interest is handled?

#### A.

Upon application for our ESVCLP license, DISER, the ATO and Gilbert and Tobin ensured there was not an Affiliates situation with respect to GIG and GIV shareholders. In addition, the Boards of GIG and GIIP constitute different personnel, except for Jefferson Harcourt.

Whilst GIG has afforded GIIP and GIV funds first right of refusal to all capital raisings of GIG startup companies, (after any preemptive rights of 'current' shareholders), GIG has no say in the investment decision. The GIIP Managing Director (Matt McNamara) & CIO (Adrian Critchlow) constitute the Investment Committee and will independently make all investment decisions.

#### Q.

Given GIG owns 100% of GIIP, what is the economic benefit to GIG?

#### A.

The General Partner, GIIP, draws modest management fees of 1.5% p.a. for the investment period and reduced to 1% for the management and divestment period. It is not anticipated the GP will make a meaningful profit from Management Fees. The economic benefit GIG and GIIP Executive team aim to make will be via outperformance of the funds. After the Limited Partners (LPs) are returned their committed capital plus a Preferred Return of 8% IRR, the over performance "Carry" will be distributed 80% to LPs and 20% to GIIP. GIIP has in turn resolved to distribute any Carry, 80% to Executives and Non Executives for their respective contribution over the life of each fund, and the remaining 20% to GIIP.

NB: GIG will also be a LP of \$1M in GIV1.



## Frequently asked questions

#### Q.

What is the relationship/arrangement with respect to GIG startup companies and them being deal flow for GIV funds?

#### A.

GIG has afforded GIIP and GIV funds first right of refusal to all capital raisings of GIG startup companies (after any pre-emptive rights of 'current' shareholders).

GIV will also source deal flow, predominantly Australian, from other early stage cleantech and medtech companies from Australia and overseas.

#### Q.

How do GIV portfolio companies benefit from the GIG team and services?

#### A.

All GIV portfolio companies, not just those sourced from the GIG stable, will be able to avail themselves of GIG staff via reduced rates (25% DISCOUNT TO MARKET RATES) shared services agreements and licenses to GIG proprietary IP and software.



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