

IBEX TECHNOLOGIES INC
Form CB
November 05, 2004
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	..
Securities Act Rule 802 (Exchange Offer)	X
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	..
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	X
Exchange Act Rule 14e-2(d) (Subject Company Response)	..
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	..

IBEX TECHNOLOGIES INC.

(Name of Subject Company)

Canada

(Jurisdiction of Subject Company s Incorporation or Organization)

IMI International Medical Innovations Inc.

4211 Yonge Street, Suite 615

Toronto, Ontario M2P 2A9, Canada

Telephone: 416-222-3449

(Name of Person(s) Furnishing Form)

Common Shares

(Title of Class of Subject Securities)

448937

(CUSIP Number of Class of Securities (if applicable))

Paul Baehr

5485 Paré Street

Montreal, PQ

H4P 1P7

(514) 344-4004

**(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)**

November 4, 2004

(Date Tender Offer/Rights Offering Commenced)

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PART I INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

(a)

Attachment

Description

A

Offer to Purchase and Circular, dated November 4, 2004 (the Offer and Circular), relating to the offer (the Offer) by IMI International Medical Innovations Inc. (IMI) to purchase all of the outstanding common shares of IBEX Technologies Inc. (Ibex).

(b) Not applicable.

Item 2. Informational Legends

A legend complying with Rule 802(b) under the Securities Act of 1933, as amended, has been included in the Offer and Circular.

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PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) IMI made the Offer Announcement, dated November 4, 2004, publicly available in connection with the requirements of Ibex's home jurisdiction and hereby furnishes such announcement as Exhibit II-1 to this Form.
- (2) Not applicable.
- (3) Not applicable.

PART III CONSENT TO SERVICE OF PROCESS

Concurrently with the filing of this Form CB with the Securities and Exchange Commission (the SEC), IMI is filing with the SEC a written irrevocable consent and power of attorney on Form F-X. IMI will promptly communicate any change in the name or address of its agent for service to the SEC by amendment of the Form F-X.

PART IV SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Ronald G. Hosking

(Signature)

Ronald G. Hosking, Vice President and Chief Financial Officer
(Name and Title)

November 4, 2004
(Date)

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Attachment A

This document is important and requires your immediate attention. If you have any questions as how to deal with it, you should consult your investment dealer, lawyer or other professional advisor. No securities regulatory authority in Canada or the United States has expressed an opinion about, or passed upon the fairness or merits of, the offer contained in this document, the securities offered pursuant to such offer or the adequacy of the information contained in this document and it is an offence to claim otherwise.

OFFER TO PURCHASE

all of the outstanding common shares of

IBEX TECHNOLOGIES INC.

for

either of the following per Ibex common share, at the election of the depositing holder:

\$0.42, in cash, subject to proration

or

0.1254 common shares of IMI International Medical Innovations Inc.

by

IMI INTERNATIONAL MEDICAL INNOVATIONS INC.

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subject to the procedures and limitations described in this offer to purchase
and the related letter of transmittal.

IMI International Medical Innovations Inc. (IMI) hereby offers (the Offer) upon the terms and subject to the conditions set forth in the Offer and in the related letter of transmittal to issue for each issued and outstanding Ibex common share (each, an Ibex Share , collectively, the Ibex Shares) either one of the following (referred to as the Offered Consideration), at the election of the depositing holder:

- (i) \$0.42 in cash, unless subject to proration if holders of Ibex Shares (the Shareholders) request in the aggregate more than the maximum cash available; or
- (ii) 0.1254 common shares in the capital of IMI.

Shareholders may choose from among the two types of Offered Consideration, although the election must be made as to all Ibex Shares deposited pursuant to the Offer. For more information regarding the choices of consideration being offered to Shareholders pursuant to the Offer, see the Section entitled Summary - The Offer .

The Offer is open for acceptance until 12:01 a.m. (Toronto time) on December 16, 2004 or until such later time and date to which the Offer may be extended by IMI at its discretion, unless withdrawn by IMI.

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The Offer is subject to certain conditions, including, without limitation, that not less than 66²/₃% (on a fully-diluted basis) of the Ibex Shares shall have been validly deposited under the Offer and not withdrawn at the Expiry Time. See Section 2, Conditions of the Offer in the Offer to Purchase. Subject to applicable law, IMI reserves the right to withdraw the Offer and not take up and pay for Ibex Shares deposited under the Offer unless each of the conditions to the Offer is satisfied or waived by IMI prior to the Expiry Time.

The common shares of IMI (the IMI Shares) (TSX: IMI; AMEX: IME) are listed on the Toronto Stock Exchange (the TSX) and the American Stock Exchange (the AMEX) and the Ibex Shares (TSX: IBT) are listed on the TSX. Based on the closing trading price of the IMI Shares and Ibex Shares on the TSX as at November 1, 2004 (being the last trading day prior to IMI s announcement of the Offer), the Offer values each Ibex Share at \$0.42, representing a premium of 45% to the closing trading price of the Ibex Shares. The Offer represents a premium of 52% based on the volume weighted average trading price of the IMI Shares and the Ibex Shares for the 50 trading days ended November 1, 2004 of \$3.39 and \$0.28, respectively, on the TSX. The closing prices of the IMI Shares on November 1, 2004 on the TSX and the AMEX were \$3.35 and US\$2.73, respectively.

There are certain risk factors inherent in an investment in the IMI Shares and the activities of IMI. For a discussion of risk factors Shareholders should consider in evaluating the Offer, see Summary Risk Factors , Section 4 of the Circular Purpose of the Offer and Plans for Ibex Business Combination Risks , and Annex A Information Concerning IMI Risk Factors .

The Dealer Manager for the Offer is:

Desjardins Securities Inc.

November 4, 2004

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NOTICE TO SHAREHOLDERS IN THE UNITED STATES

This Offer is made for the securities of a foreign issuer and while the Offer is subject to disclosure requirements of Canada, where IbeX is incorporated and organized, Shareholders should be aware that these requirements are different from those of the United States. The financial statements included herein have been prepared in accordance with Canadian generally accepted accounting principles and thus may not be comparable to financial statements of United States companies.

The enforcement by investors of their rights under the U.S. federal securities laws may be affected adversely by the fact that IbeX and IMI are located in Canada, and that some or all of their officers and directors are residents of a foreign country. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. federal securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

Shareholders should be aware that IMI or its affiliates, directly or indirectly, may bid or make purchases of IbeX Shares, or of related securities, or of IMI Shares to be distributed or of related securities, during the period of the Offer and other than pursuant to the terms of the Offer, as permitted by applicable Canadian laws or provincial laws or regulations.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER AND CIRCULAR, ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

IMI intends to rely upon an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") with respect to the IMI Shares to be issued in the Offer.

For a discussion of risk factors Shareholders should consider in evaluating the Offer, see [Summary Risk Factors](#) and Section 4 of the Circular Purpose of the Offer and Plans for IbeX [Business Combination Risks](#) and [Annex A Information Concerning IMI Risk Factors](#).

IMI has applied to the TSX, and shall apply to the AMEX prior to the Expiry Time, to list the IMI Shares to be issued to Shareholders in connection with the Offer. Listing will be subject to IMI fulfilling all the listing requirements of such exchanges.

Shareholders who wish to accept the Offer must properly complete and execute the accompanying Letter of Transmittal (printed on **blue** paper) or a manually signed facsimile thereof and deposit it, together with the certificates representing their IbeX Shares, at the office of Equity Transfer Services Inc. (the "Depository") in accordance with the instructions in the Letter of Transmittal. Alternatively, Shareholders may follow the procedure for guaranteed delivery set forth in Section 5 of the Offer to Purchase contained herein, [Procedure for Guaranteed Delivery](#), by using the accompanying Notice of Guaranteed Delivery (printed on **yellow** paper) or a manually signed facsimile thereof.

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Shareholders whose Ibox Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Ibox Shares under the Offer.

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The Offer is made only for the Ibox Shares and not for any Options or other rights to acquire Ibox Shares. Any holder of such securities who wishes to accept the Offer must, to the extent permitted by the terms thereof and applicable law, fully exercise such Options or other rights before the Expiry Time in order to obtain a certificate representing Ibox Shares and then deposit those Ibox Shares in accordance with the terms of the Offer.

Questions and requests for assistance may be directed to the Dealer Manager or to the Depositary for the Offer. Additional copies of this document and related materials may be obtained without charge on request from the Depositary at its offices specified on the back page of this document.

This document does not constitute an offer to sell or a solicitation of an offer to buy any securities to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made or directed to, nor is this document being mailed to, nor will deposits of Ibox Shares be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, IMI may, in its sole discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Offer and the Circular, including the Annexes thereto and the pro forma consolidated financial statements of IMI, contain forward-looking statements with respect to IMI's financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events, capital expenditure, and research and development efforts. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Words such as anticipates, expects, intends, plans, forecasts, projects, budgets, believes, seek, could, might, should, and similar expressions identify forward-looking statements. Although IMI believes that its plans, intentions and expectations reflected in these forward-looking statements are reasonable, IMI cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained or incorporated by reference in this Offer and Circular.

The following factors related to the business combination of IMI and Ibox could cause actual results to differ materially from the forward-looking statements: lack of Shareholder support for the Offer; the timing of the closing of the transaction, if approved by Shareholders; dilution; the businesses of IMI and Ibox may suffer due to uncertainty prior to completion of the transaction; the business of IMI and Ibox may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; changes in management and organizational structure; and the expected combination benefits from the IMI/Ibox transaction may not be fully realized nor realized within the expected time frame. In addition, the factors described below and in Section 4 of the Circular, Purpose of the Offer and Plans for Ibox - Business Combination Risks and Annex A Information Concerning IMI Risk Factors may cause actual results to differ materially from the forward-looking statements:

undisclosed contingent liabilities of Ibox;

ability to successfully develop and market products;

ability to obtain manufacturing materials and supplies;

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ability to obtain grants and investment tax credits;

availability of capital at reasonable rates or at all;

ability of combined entity to achieve profitability;

competitive factors;

ability to obtain patents, maintain their registration and defend their validity;

timing of receipt of government and regulatory approvals;

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risk of product liability and ability to obtain appropriate levels of insurance;

reliance on contract research, the cost of research and the ability to recover such costs;

ability to obtain licenses for future technology;

dependence on key employees and ability to retain and attract highly qualified personnel;

change in market value and liquidity of IMI Shares;

ability to obtain reimbursement for research costs;

ability to pay dividends;

ability to verify Ibex information and perform adequate due diligence;

costs, contractual or other, if any, triggered on a change of control of Ibex;

ability to successfully integrate businesses of Ibex and IMI;

IMI's interest in Ibex as a wholly-owned subsidiary may differ from that of Shareholders; and

potentially adverse tax consequence of exchanging Ibex Shares for IMI Shares.

These factors are not intended to represent a complete list of the general or specific factors that could affect IMI. Additional factors may be noted elsewhere in this Offer and the Circular and in any documents incorporated into this Offer and the Circular. IMI undertakes no obligation to update forward-looking statements.

REPORTING CURRENCIES AND FINANCIAL PRINCIPLES

All references to \$ or dollars in this document refer to Canadian dollars, unless otherwise indicated. All financial information contained in this Offer and the Circular is reported in Canadian dollars unless otherwise noted. IMI's financial statements are prepared in accordance with Canadian GAAP. Certain financial information is reconciled to U.S. GAAP. For a discussion of the principal differences between U.S. GAAP and Canadian GAAP in the context of IMI, see Note 8 to the IMI audited financial statements. The financial information regarding Ibex contained in this Offer and the Circular is reported in Canadian dollars and, according to Ibex, Ibex's audited consolidated financial statements and the notes thereto have been prepared in accordance with Canadian GAAP.

INFORMATION CONCERNING IBEX

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Except as otherwise indicated, the information concerning Ibex contained in this Offer and the Circular has been taken from or is based upon publicly available documents and records on file with Canadian securities regulatory authorities and other public sources. Although IMI has no knowledge that would indicate that any statements contained herein concerning Ibex taken from or based upon such documents and records are untrue or incomplete, neither IMI nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information, including any financial statements of Ibex, or for any failure by Ibex to disclose events or facts which may have occurred or which may affect the significance or accuracy of any such information but which are unknown to IMI. IMI has no means of verifying the accuracy or completeness of any of the information contained herein that is derived from Ibex's publicly available documents or records or whether there has been any failure by Ibex to disclose events that may have occurred or may affect the significance or accuracy of any information.

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DEFINITIONS

In the Offer and Circular, unless the context otherwise requires, the following terms have the meanings set forth below.

Affiliate has the meaning set forth in the *Securities Act* (Ontario).

AMEX means the American Stock Exchange.

AMF means Autorité des marchés financiers (Québec).

Appropriate Approvals means those sanctions, rulings, consents, orders, exemptions, permits and other approvals (including the lapse, without objection, of a prescribed time under a statute or regulation that states that a transaction may be implemented if a prescribed time lapses following the giving of notice without an objection being made) of Governmental Entities or approvals of shareholders of IMI or Ibex required in connection with the consummation of the Offer.

business day means any day of the week other than a Saturday, Sunday or a statutory or civic holiday observed in Toronto, Canada.

Canadian GAAP means Canadian generally accepted accounting principles.

CBCA means the *Canada Business Corporations Act*, R.S.C. 1985, c.C-44, as amended.

Circular means the offering circular accompanying the Offer to Purchase, including the Annexes attached thereto.

Compulsory Acquisition has the meaning set forth in Section 5 of the Circular, Acquisition of Shares Not Deposited .

CRA means the Canada Revenue Agency.

Current Market Price means the closing price of the IMI Shares on the TSX on the Expiry Date.

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Dealer Manager means Desjardins Securities Inc. in Canada and, if required, Desjardins Securities International Inc. in the United States.

Depository means Equity Transfer Services Inc.

Eligible Institution means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of a Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

Exchanges means the TSX and the AMEX, and **Exchange** means either one of them.

Expiry Date means December 16, 2004 or such later date as is set out in a notice of extension of the Offer issued at any time and from time to time extending the period during which Ibex Shares may be deposited to the Offer, provided that, if such day is not a business day, then the Expiry Date shall be the next business day.

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Expiry Time means 12:01 a.m. (Toronto time) on the Expiry Date.

Governmental Entity means (a) any multinational, federal, provincial, state, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign; (b) any subdivision, agent, commission, board, or authority of any of the foregoing; (c) any self-regulatory authority or any of the Exchanges; or (d) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

Ibex means Ibex Technologies Inc., a company existing under the laws of Canada.

Ibex Material Adverse Effect means any change, effect, event, occurrence or state of facts that is, or would reasonably be expected to be, material and adverse to the assets, business, operations, prospects or financial condition (including cash resources) of Ibex and its Subsidiaries taken as a whole, other than any change, effect, event, occurrence or state of facts relating to the economy or securities markets in general.

Ibex Share means a common share in the capital of Ibex.

IMI means IMI International Medical Innovations Inc., a company existing under the laws of Canada.

IMI Share means a common share in the capital of IMI.

Laws means all laws, by-laws, statutes, rules, regulations, principles of law, orders, ordinances, judgements, decrees or other requirements and the terms and conditions of any grant of approval, permission, authority or license of any Governmental Entity and the term applicable with respect to such laws and in a context that refers to one or more Persons, means such laws as are applicable to such Person or its business, undertaking, property or securities and emanate from a Person having jurisdiction over the Person or Persons or its or their business, undertaking, property or securities.

Letter of Transmittal means the letter of acceptance and transmittal in the form accompanying the Offer and Circular (printed on blue paper).

Material Technologies means the following technologies of Ibex: kallikrein-based diagnostics for cancer and biomarkers for arthritis.

Minimum Tender Condition means that there shall have been validly deposited under the Offer and not withdrawn at the Expiry Time that number of Ibex Shares which constitutes at least 66 ²/₃% (on a fully-diluted basis) of the Ibex Shares at the Expiry Time.

Notice of Guaranteed Delivery means the accompanying notice of guaranteed delivery (printed on yellow paper).

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Offer means the IMI's offer to purchase the Ibox Shares made hereby, the terms and conditions of which are set forth in the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery.

Offer and Circular means the Offer to Purchase, the Circular and the Annexes thereto, collectively.

Offer to Purchase means the offer to purchase Ibox Shares forming part of the Offer and Circular.

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Offered Consideration means the consideration to be paid by IMI for the Purchased Securities.

Ontario Securities Act means the *Securities Act* (Ontario), as amended, and the regulations and rules made thereunder.

Option means any option to purchase Ibox Shares including options granted under Ibox's stock option plan.

OSC means the Ontario Securities Commission.

Person includes an individual, partnership, association, body corporate, joint venture, business organization, trustee, executor, administrator, legal representative, government (including any Governmental Entity) or any other entity, whether or not having legal status.

Policy Q-27 means Policy No. Q-27 of the AMF entitled *Protection of Minority Securityholders in the course of Certain Transactions* .

Purchased Security means an Ibox Share taken up and paid for by IMI under the Offer.

Rule 61-501 means OSC Rule 61-501 entitled *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions* .

SEC means the U.S. Securities and Exchange Commission.

Shareholder means a holder of Ibox Shares.

Subsequent Acquisition Transaction has the meaning ascribed thereto in Section 5 of the Circular, *Acquisition of Shares Not Deposited* .

Subsidiary means, with respect to a specified body corporate, any body corporate of which more than 50% of the outstanding shares ordinarily entitled to elect a majority of the board of directors thereof (whether or not shares of any other class or classes shall or might be entitled to vote upon the happening of any event or contingency) are at the time owned directly or indirectly by such specified body corporate and shall include any body corporate, partnership, joint venture or other entity over which such specified body corporate exercises direction or control or which is in a like relation to a Subsidiary.

Tax Act means the *Income Tax Act* (Canada), as amended.

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Tender Cash Maximum means the maximum aggregate amount of cash consideration payable for Ibox Shares taken up by IMI pursuant to the provisions of the Offer, such amount being \$2,200,000.

TSX means the Toronto Stock Exchange.

U.S. Exchange Act means the *United States Securities Exchange Act of 1934*, as amended, and the rules and regulations promulgated thereunder.

U.S. GAAP means U.S. generally accepted accounting principles.

U.S. Securities Act means the *United States Securities Act of 1933*, as amended, and the rules and regulations promulgated thereunder.

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SUMMARY

*This summary highlights information more fully discussed elsewhere in this Offer and the Circular. This summary is not intended to be complete and is qualified by reference to the more detailed information contained in those documents. Shareholders are urged to read the more detailed information about IMI, the Offer and the IMI Shares provided elsewhere in this Offer and the Circular including the consolidated pro forma financial statements and notes. Capitalized terms are defined in the Offer to Purchase under the heading *Definitions* .*

The Offer

Pursuant to the Offer, IMI is offering to purchase from Shareholders all of the issued and outstanding Ibox Shares, on the basis per Ibox Share of either:

\$0.42 in cash, subject to proration based upon the maximum cash consideration discussed below; or

0.1254 IMI Shares.

The cash and share consideration available pursuant to the Offer is referred to generally as the Offered Consideration . Shareholders are free to choose among the two types of Offered Consideration, although the election must be made as to all Ibox Shares deposited under the Offer. Shareholders who properly deposit Ibox Shares but do not elect a specific type of Offered Consideration will be deemed to have elected to receive IMI Shares only. Shareholders who elect to receive cash will receive, in the event the Tender Cash Maximum (as defined below) is met, IMI Shares for those Ibox Shares for which the Offered Consideration is not paid in cash.

Based on the trading price of the IMI Shares and the Ibox Shares on the TSX on November 1, 2004 (being the last trading day prior to IMI s announcement of the Offer), the Offer values each Ibox Share at \$0.42, representing a premium of 45% to the closing trading price of the Ibox Shares on the TSX. The Offer represents a premium of 52% based on the volume weighted average trading price of the IMI Shares and Ibox Shares for the 50 trading days ended November 1, 2004 of \$3.39 and \$0.28, respectively, on the TSX.

Cash Option

The maximum aggregate amount of cash that will be paid to Shareholders under the Offer is \$2,200,000 (the Tender Cash Maximum).

Elections to receive cash will be subject to proration if Shareholders request in the aggregate to receive more than the Tender Cash Maximum. If proration is necessary, all Shareholders who elect to receive cash will be treated equally, based on the percentage of the total number of Ibox Shares properly deposited (and not withdrawn) by each Shareholder who makes a cash election relative to the total number of Ibox Shares properly deposited (and not withdrawn) for which the cash election has properly been made. A number of the Ibox Shares will be acquired for cash only, and the balance of the Ibox Shares will be acquired for IMI Shares.

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Based on the number of issued and outstanding Ibox Shares on July 31, 2004, if all Shareholders elected to receive cash for their Ibox Shares, expressed on a per share basis for illustrative purposes only, Shareholders would receive for each Ibox Share \$0.106 in cash and 0.09375 IMI shares.

Shareholders who elect to receive cash will receive, if proration occurs, cash for some of their Ibox Shares and IMI Shares for the balance of their Ibox Shares. If there is proration with respect to the cash election,

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the number of IMI Shares that will be issued in respect of each Ibex Share which cannot be paid for in cash will be 0.1254 IMI Shares multiplied by a fraction, the numerator of which is \$0.42 minus the amount of cash paid per Ibex Share deposited, and the denominator of which is \$0.42.

All Shareholders who receive cash pursuant to the Offer will be paid in Canadian dollars. Any Shareholder who desires to convert any cash received pursuant to the Offer into a different currency will have to make their own arrangements and bear any associated costs.

Shareholders should note that the amount of cash paid per Ibex Share is directly affected by the aggregate number of Ibex Shares as to which a cash election is made. If any holders of Options choose to exercise their Options, then additional Ibex Shares will be outstanding. The amount paid per Ibex Share deposited under a cash election will be less if and to the extent any such exercises occur, or if additional Ibex Shares are otherwise issued, before the expiration of the Offer and those additional Ibex Shares are deposited pursuant to a cash election.

All Share Option

Shareholders who do not elect to receive the cash consideration will receive 0.1254 IMI Shares for each Ibex Share.

Shareholders who affirmatively elect to receive IMI Shares or who otherwise validly deposit Ibex Shares but do not make an election on the Letter of Transmittal will be deemed to have elected to, and will, receive IMI Shares. Shareholders who do not properly elect to receive cash consideration will receive 0.1254 IMI Shares for each Ibex Share properly deposited and not withdrawn.

Alternatives Available

The following table illustrates the Offered Consideration alternatives available to Shareholders:

<u>Election Made</u>	<u>Cash</u>	<u>Shares</u>
Cash election	\$0.42 per share, unless subject to proration	IMI Shares for the pro rated amount of consideration not paid in cash
All IMI Share election	None	0.1254 IMI Shares per Ibex Share deposited
No election specified	None	0.1254 IMI Shares per Ibex Share deposited

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The Offer is made only for Ibox Shares and not for any Options or other rights to acquire Ibox Shares. Any holder of such securities who wishes to accept the Offer must, to the extent permitted by the terms thereof and applicable law, fully exercise such Options or other rights before the Expiry Time in order to obtain a certificate representing Ibox Shares and then deposit those Ibox Shares in accordance with the terms of the Offer.

IMI has applied to the TSX, and shall apply to the AMEX prior to the Expiry Time, to list the IMI Shares to be issued to Shareholders in connection with the Offer. Listing will be subject to IMI fulfilling all the listing requirements of the Exchanges.

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IMI

IMI is a leader in predictive medicine, dedicated to developing rapid, non-invasive tests for the early detection of life-threatening diseases. IMI's cardiovascular products, which are branded as PREVU* Skin Sterol Test, have been licensed for worldwide distribution by McNeil Consumer Healthcare (McNeil), a Johnson & Johnson Company. IMI's cancer tests under development include ColorectAlert(TM), ColoPath(TM), LungAlert(TM) and a breast cancer test. The registered office and principal executive office of IMI is located at Suite 615, 4211 Yonge Street, Toronto, Ontario M2P 2A9.

The IMI Shares are listed and posted for trading on the TSX under the symbol IMI and on the AMEX under the symbol IME. See Section 1 of the Circular, IMI.

Ibex

Ibex is a Canadian biopharmaceutical company engaged primarily in the research and development of molecular biomarkers and therapeutics for the management of cancer and arthritis. Ibex sells diagnostic enzymes and diagnostic biomarkers. To date, Ibex has not earned significant revenues and is considered to be in the development stage. The registered and principal executive office of Ibex is located at 5485 Paré Street, Montreal, PQ, Canada H4P 1P7.

The Ibex Shares are listed on the TSX under the symbol IBT. See Section 2 of the Circular, Ibex.

Purpose of the Offer and Acquisition of Remaining Shares

The purpose of the Offer is to enable IMI to acquire all of the outstanding Ibex Shares. If IMI takes up and pays for the Ibex Shares validly deposited under the Offer, IMI currently intends to exercise its statutory right, if available, to acquire all the Ibex Shares not deposited to the Offer or, if such statutory right of acquisition is not available, IMI currently intends to cause a meeting of Shareholders to be held to consider an amalgamation, statutory arrangement, capital reorganization or other transaction whereby IMI will acquire any Ibex Shares not deposited to the Offer. See Section 4 of the Circular, Purpose of the Offer and IMI's Plans for Ibex, and Section 5 of the Circular, Acquisition of Shares Not Deposited.

Conditions of the Offer

IMI reserves the right to withdraw the Offer and not take up and pay for any Ibex Shares deposited under the Offer unless all of the conditions of the Offer contained in Section 2 of the Offer to Purchase are satisfied or waived. These conditions include, among others, the conditions that not less than 66 2/3% (on a fully-diluted basis) of the Ibex Shares shall have been validly deposited under the Offer and not withdrawn at the Expiry Time. For a complete description of such conditions, see Section 2 of the Offer to Purchase, Conditions of the Offer.

Manner and Time for Acceptance

The Offer is open for acceptance until 12:01 a.m. (Toronto time) on December 16, 2004 or until such later time and date to which the Offer may be extended by IMI at its discretion, unless withdrawn by IMI.

The Offer may be accepted by Shareholders by depositing certificates representing Ibox Shares that are being deposited, together with a duly completed and signed Letter of Transmittal (printed on blue paper), at the offices of the Depositary specified in the Letter of Transmittal at or before the Expiry Time. The Offer will be deemed to be accepted only if the Depositary has actually received these documents at or before the Expiry Time. Shareholders whose Ibox Shares are registered in the name of a broker, dealer, bank, trust company or other nominee should request their nominee to effect the transaction. See Section 4 of the Offer to Purchase, Time and Manner for Acceptance .

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Shareholders whose certificates for Ibox Shares are not immediately available may use the procedures for guaranteed delivery set forth in the Notice of Guaranteed Delivery (printed on yellow paper). See Section 5 of the Offer to Purchase, Procedure for Guaranteed Delivery .

Payment for Deposited Shares

If all of the conditions of the Offer have been satisfied or waived by IMI, IMI will become obligated to take up and pay for Ibox Shares validly deposited under, and not withdrawn from, the Offer within the time periods prescribed by applicable securities laws. Any Ibox Shares deposited under the Offer after the first date on which Ibox Shares have been taken up and paid for by IMI will be taken up within 10 days of that deposit. See Section 3 of the Offer to Purchase, Payment for Deposited Ibox Shares .

Right to Withdraw Deposited Shares

All deposits of Ibox Shares under the Offer are irrevocable, except as provided in Section 8 of the Offer to Purchase, Right to Withdraw Deposited Ibox Shares . Section 8 of the Offer to Purchase permits withdrawal of the Ibox Shares deposited under the Offer at any time before the Ibox Shares deposited under the Offer are taken up by IMI and if such Ibox Shares have not been paid for by IMI within three business days after having been taken up.

Certain Canadian Federal Income Tax Considerations

A Canadian resident Shareholder who holds Ibox Shares as capital property and who elects to sell such shares pursuant to the Offer for IMI Shares only (and no cash) will generally not realize a capital gain or capital loss under the Tax Act unless the Shareholder elects to recognize a capital gain or capital loss.

If a Canadian resident Shareholder elects to receive cash, the Canadian resident Shareholder will be considered to have made a taxable disposition of the Ibox Shares in respect of which such cash is received, and will generally realize a capital gain (or a capital loss) to the extent that the aggregate cash proceeds of disposition of such Ibox Shares, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base to the Canadian resident Shareholder of such Ibox Shares immediately before the disposition. In the event that a Canadian resident Shareholder elects to receive cash in exchange for Ibox Shares and, in addition to receiving such cash, receives IMI Shares as a result of the Tender Cash Maximum being exceeded, the Canadian resident Shareholder will be considered under the terms of the Offer to have disposed of a portion of such Ibox Shares for IMI Shares and to have disposed of the balance of such Ibox Shares for cash. Based on the current administrative practice of the CRA, the disposition of each Ibox Share will be regarded as a separate transaction. Any such disposition of Ibox Shares in exchange for IMI Shares will qualify for a tax-deferred rollover as described above.

A Subsequent Acquisition Transaction may give rise to either a taxable event or tax deferred exchange of Ibox Shares depending upon the form of the transaction and the consideration offered. See Section 15 of the Circular, Certain Canadian Federal Income Tax Considerations Shareholders Resident in Canada .

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A Shareholder who is not a resident of Canada who disposes of Ibex Shares for cash and for IMI Shares will generally not be subject to tax in Canada if the Ibex Shares are not taxable Canadian property. See Section 15 of the Circular, Certain Canadian Federal Income Tax Considerations - Shareholders Not Resident in Canada .

Certain U.S. Income Tax Considerations

IMI will endeavour to cause the exchange of Ibex Shares pursuant to the Offer to be treated as an exchange made pursuant to a reorganization for U.S. income tax purposes. If reorganization treatment applies to the exchange, a U.S. Holder who exchanges Ibex Shares and owns, immediately after the exchange, less than

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5% of IMI (by voting power and value, directly and by attribution) will generally not recognize a capital gain or capital loss for U.S. tax purposes on the receipt of IMI Shares and cash for Ibex Shares, except with respect to cash received in lieu of a fractional share. If reorganization treatment does not apply to the exchange, the U.S. Holder will generally be required to recognize a capital gain or loss. See Section 16 of the Circular, Certain U.S. Income Tax Considerations .

Risk Factors

An investment in IMI Shares and the business combination with Ibex are subject to certain risks. See Section 4 of the Circular, Purpose of the Offer and Plans for Ibex Business Combination Risks and Annex A Information Concerning IMI - Risk Factors .

Pro Forma Financial Information

For pro forma information regarding the combined company (i) as of and for the six months ended June 30, 2004; and (ii) for the year ended December 31, 2003, see Annex B IMI Unaudited Pro Forma Consolidated Financial Statements . For a summary of such information, see Summary of IMI and Ibex Historical and Pro Forma Financial Data .

Depositary

Equity Transfer Services Inc. is acting as Depositary under the Offer. The Depositary will be responsible for receiving certificates representing deposited Ibex Shares and accompanying Letters of Transmittal and other documents. The Depositary is also responsible for receiving Notices of Guaranteed Delivery, giving notices, if required, and making payment for all Ibex Shares purchased by IMI under the terms of the Offer.

Financial Advisor and Dealer Manager

Desjardins Securities Inc. has been retained to act as financial advisor to IMI in connection with the Offer. In addition, Desjardins Securities Inc. and, if required, Desjardins Securities International Inc., its U.S. affiliate, have been retained to act as dealer manager in connection with the Offer. In Canada, Desjardins Securities Inc. may form a soliciting dealer group comprised of members of the Investment Dealers Association of Canada and members of the stock exchanges in Canada to solicit acceptances of the Offer.

Regulatory Requirement

The Offer will be subject to the approval of each of the TSX and the AMEX as well as certain regulatory authorities in Canada and the United States.

No Dissenter Rights

No Shareholder will have dissenters or appraisal rights in connection with the Offer. However, holders of Ibox Shares who do not tender their Ibox Shares to the Offer may have rights of dissent in the event IMI elects to acquire such Ibox Shares by way of a Compulsory Acquisition or Subsequent Acquisition Transaction. See Section 5 of the Circular, Acquisition of Shares Not Deposited .

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Accounting Treatment of the Offer

As required by Canadian generally accepted accounting principles, IMI will use purchase accounting for the business combination. Purchase accounting specifies that the acquired entity's assets, including recognized and unrecognized intangible assets, and liabilities be revalued to their fair value prior to consolidating the acquired entity with the acquiring entity.

Once fair value is established for the acquired entity's assets and liabilities, the excess of the purchase price over the net asset value is recorded as goodwill in the consolidated financial statements. Any deficiency is recorded as an extraordinary gain in the consolidated financial statements.

Fair value is estimated by various techniques including analysis of expected future cash flows and market comparables. Purchase accounting also requires that adjustments be made to the acquired entity's financial statements to reconcile any differences in accounting policies between the two entities.

SUMMARY OF IMI AND IBEX HISTORICAL AND PRO FORMA FINANCIAL DATA

The following tables present summary historical consolidated financial information for IMI as of and for the years ended December 31, 2003 and 2002 and the 11 month period ended December 31, 2001 and consolidated financial information for IMI as of and for the six-month period ended June 30, 2004. The tables also present pro forma consolidated financial information for IMI (i) as of and for the six-month period ended June 30, 2004; and (ii) for the year ended December 31, 2003, each after giving effect to the acquisition by IMI of all of the Ibox Shares pursuant to the Offer, under Canadian GAAP only (see Annex B – IMI Unaudited Pro Forma Consolidated Financial Statements). This information is derived from and should be read in conjunction with IMI's audited consolidated financial statements for the years ended December 31, 2003 and 2002 and the 11 month period ended December 31, 2001 and the related notes to those financial statements and IMI's unaudited consolidated interim financial statements for the six months ended June 30, 2004 and 2003 and the related notes to the financial statements (see Annex C Financial Statements of IMI), copies of which can be found at www.sedar.com and www.sec.gov.

The pro forma data is based on significant assumptions and is presented for informational purposes. Shareholders should not rely on the pro forma amounts as being indicative of the financial position of the combined company that would have actually occurred had the Offer been consummated at or before the periods presented or the future financial position of the combined company.

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(Amounts in thousands except per share data)

	Pro Forma as of June 30, 2004⁽¹⁾	As of June 30, 2004	As of December 31, 2003	As of December 31, 2002	As of December 31, 2001
Cash & equivalents	\$ 2,553	\$ 2,257	\$ 62	\$ 151	\$ 593
Short-term investments	\$ 16,046	\$ 4,937	\$ 6,635	\$ 9,962	\$ 7,358
Working capital	\$ 18,067	\$ 7,237	\$ 6,675	\$ 10,031	\$ 7,991
Current assets	\$ 20,252	\$ 7,765	\$ 7,217	\$ 10,621	\$ 8,387
Total assets	\$ 21,137	\$ 8,650	\$ 8,074	\$ 11,379	\$ 9,344
Current liabilities	\$ 2,185	\$ 529	\$ 543	\$ 590	\$ 395
Shareholders' equity	\$ 15,405	\$ 5,057	\$ 7,438	\$ 10,690	\$ 8,949

	Pro Forma for the Six Months Ended June 30, 2004⁽¹⁾	Pro Forma for the Year Ended December 31, 2003⁽¹⁾	Six Months Ended June 30, 2004	Year Ended December 31, 2003	Year Ended December 31, 2002	11 months Ended December 31, 2001⁽²⁾
Revenue	\$ 779	\$ 1,589	\$ 128	\$ 7 ⁽³⁾	nil	Nil
Net loss	\$ (732)	\$ (3,861)	\$ (2,563)	\$ (4,063)	\$ (4,018)	\$ (3,245)
Loss per share - basic and diluted	\$ (0.03)	\$ (0.17)	\$ (0.12)	\$ (0.19)	\$ (0.20)	\$ (0.17)

Notes:

- (1) Based upon IMI Unaudited Pro Forma Consolidated Financial Statements (see Annex B).
- (2) In 2001, IMI changed its financial year end from January 31 to December 31.
- (3) For comparative purposes, license revenue has been reclassified from interest for the year ended December 31, 2003.

Table of Contents**Ibex Summary of Financial Condition**

(Amounts in thousands except per share data)

	As of <u>April 30, 2004</u>	As of <u>July 31, 2003</u>	As of <u>July 31, 2002</u>	As of <u>July 31, 2001</u>
Cash & equivalents	\$ 669	\$ 884	\$ 760	\$ 204
Marketable securities	\$ 11,369	\$ 13,309	\$ 15,779	\$ 6,025
Working capital	\$ 11,072	\$ 13,619	\$ 15,691	\$ 5,724
Current assets	\$ 12,847	\$ 15,275	\$ 17,428	\$ 6,793
Total assets	\$ 17,410	\$ 19,912	\$ 20,418	\$ 7,624
Current liabilities	\$ 1,775	\$ 1,657	\$ 1,737	\$ 1,069
Shareholders' equity	\$ 15,110	\$ 17,773	\$ 17,788	\$ 6,555
	Nine Months Ended April 30, 2004	Year Ended July 31, 2003	Year Ended July 31, 2002	Year Ended July 31, 2001
Revenue	\$ 976	\$ 1,815	\$ 762	\$ 863
Net income/(loss)	\$ (2,667)	\$ (311)	\$ (10,308)	\$ (2,255)
Net income/(loss) per share - basic and diluted	\$ (0.13)	\$ (0.02)	\$ 0.56	\$ (0.12)

Table of Contents**Comparative Per Share Information**

The following table sets forth, for the periods indicated, the net income and cash dividends declared per common share data separately for IMI and Ibex on a historical basis and for IMI on a pro forma consolidated basis.

	Six Months Ended June 30, 2004	Year Ended December 31, 2003
PRO FORMA CONSOLIDATED		
Earnings per share	\$ (0.03) ⁽¹⁾	\$ (0.17)(1)
Cash dividends per share	nil ⁽¹⁾	nil(1)
	Six Months Ended June 30, 2004	Year Ended December 31, 2003
IMI HISTORICAL		
Earnings per share	\$ (0.12)	\$ (0.19)
Cash dividends per share	nil	nil
	Nine Months Ended April 30, 2004	Year Ended July 31, 2003
IBEX HISTORICAL		
Earnings per share	\$ (0.13)	\$ (0.02)
Cash dividends per share	nil	nil

Note:

(1) Based upon IMI Unaudited Pro Forma Consolidated Financial Statements (see Annex B).

Per Share Market Data

Ibex Shares are currently traded on the TSX under the symbol **IBT**. IMI Shares are currently traded on the TSX under the symbol **IMI** and on the AMEX under the symbol **IME**. The following table sets forth the closing prices per Ibex Share as reported on the TSX and per IMI Share as reported on the TSX and the AMEX on November 1, 2004, being the last trading day preceding the public announcement of the Offer.

	TSX	AMEX
Ibex	\$0.29	n/a
IMI	\$3.35	US\$2.73

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OFFER TO PURCHASE

TO: THE HOLDERS OF SHARES OF IBEX

The accompanying Circular contains important information and should be read carefully before making a decision with respect to the Offer. This Offer to Purchase and the Circular, which is incorporated into and forms part of this Offer to Purchase, constitute the take-over bid circular required under applicable Canadian securities laws. Capitalized terms are defined in the Offer to Purchase under the heading Definitions .

1. The Offer

Pursuant to the Offer, IMI is offering to purchase from the Shareholders all of the issued and outstanding Ibex Shares, on the basis per Ibex Share of either:

\$0.42 in cash, subject to the maximum cash consideration discussed below; or

0.1254 IMI Shares.

The cash and share consideration available pursuant to the Offer is referred to generally as the Offered Consideration . Shareholders are free to choose among the two types of Offered Consideration, although the election must be made as to all Ibex Shares deposited under the offer. Shareholders who properly deposit Ibex Shares but do not elect a specific type of Offered Consideration will be deemed to have elected to receive IMI Shares only. Shareholders who elect cash will receive, in the event of proration, IMI Shares for those Ibex Shares not acquired for cash.

Cash Option

The maximum aggregate amount of cash that will be paid to Shareholders under the Offer is \$2,200,000 (the Tender Cash Maximum).

Elections to receive cash will be subject to proration if Shareholders request in the aggregate to receive more than the Tender Cash Maximum. If proration is necessary, all Shareholders who elect to receive cash will be treated equally, based on the percentage of the total number of Ibex Shares properly deposited (and not withdrawn) by each Shareholder who makes a cash election relative to the total number of Ibex Shares properly deposited (and not withdrawn) for which the cash election has properly been made. A number of the Ibex Shares will be acquired for cash only, and the balance of the Ibex Shares will be acquired for IMI Shares.

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Based on the number of issued and outstanding Ibox Shares on July 31, 2004, if all Shareholders elected to receive cash for their Ibox Shares, expressed on a per share basis for illustrative purposes only, Shareholders would receive for each Ibox Share \$0.106 in cash and 0.09375 IMI shares. If less than all Shareholders elect the cash option, Shareholders will receive \$0.42 per Ibox Share in cash (unless subject to proration based on the Tender Cash Maximum) plus, if proration occurs, a number of IMI Shares for those Ibox Shares that are not disposed of for cash.

Shareholders who elect to receive cash will receive, if proration occurs, cash for some of their Ibox Shares and IMI Shares for the balance of their Ibox Shares. If there is proration with respect to the cash election, the number of IMI Shares that will be issued in respect of each Ibox Share which cannot be paid for in cash will be 0.1254 IMI Shares multiplied by a fraction, the numerator of which is \$0.42 minus the amount of cash paid per Ibox Share deposited, and the denominator of which is \$0.42.

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All Shareholders who receive cash pursuant to the Offer will be paid in Canadian dollars. Any Shareholder who desires to convert any cash received pursuant to the Offer into a different currency will have to make their own arrangements and bear any associated costs.

Shareholders should note that the amount of cash paid per Ibox Share is directly affected by the aggregate number of Ibox Shares as to which a cash election is made. If any holders of Options choose to exercise their Options, then additional Ibox Shares will be outstanding. The amount paid per Ibox Share deposited under a cash election will be less if and to the extent any such exercises occur, or if additional Ibox Shares are otherwise issued, before the expiration of the Offer and those additional Ibox Shares are deposited pursuant to a cash election.

All Share Option

Shareholders who do not elect to receive the cash consideration will receive IMI Shares for their Ibox Shares.

Shareholders who affirmatively elect to receive IMI Shares or who otherwise validly deposit Ibox Shares but do not make an election on the Letter of Transmittal will be deemed to have elected to, and will, receive IMI Shares. Depending on the election made or deemed made, Shareholders who do not properly elect to receive cash consideration will receive 0.1254 IMI Shares for each Ibox Share properly deposited and not withdrawn.

Alternatives Available

The following table illustrates the Offered Consideration alternatives available to Shareholders:

<u>Election Made</u>	<u>Cash</u>	<u>Shares</u>
Cash election	\$0.42 per share, unless subject to proration	IMI Shares for the pro rated amount of consideration not paid in cash
All IMI Share election	None	0.1254 IMI Shares per Ibox Share deposited
No election specified	None	0.1254 IMI Shares per Ibox Share deposited

The Offer is made only for Ibox Shares and is not made for any Options or other rights to acquire Ibox Shares. Any holder of such securities who wishes to accept the Offer must, to the extent permitted by the terms of such securities and applicable law, exercise the Options or other rights in order to obtain certificates representing Ibox Shares in accordance with the Offer. Any such exercise must be sufficiently in advance of the Expiry Time to ensure that Ibox Shares will be available for deposit no later than the Expiry Time or in sufficient time to comply with the procedures referred to in Section 5 of the Offer to Purchase, Procedure for Guaranteed Delivery. Options may be exercised and the Ibox Shares issued pursuant to such exercise may be deposited under the Offer, to the extent permitted by the terms of the Options.

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Fractional IMI Shares will not be issued. Instead of receiving a fractional IMI Share, Shareholders will receive a cash payment equal to such fraction multiplied by the Current Market Price. For purposes of determining the amount of any such cash payment, all IMI Shares deposited by a registered holder will be aggregated.

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The Offer will be open for acceptance until the Expiry Time unless withdrawn or extended.

2. Conditions of the Offer

IMI reserves the right to withdraw the Offer and not take up, purchase or pay for, and shall have the right to extend the period of time during which the Offer is open and postpone taking up and paying for, any Ibex Shares deposited under the Offer unless all of the following conditions are satisfied or waived by IMI prior to the Expiry Time:

- (a) the Minimum Tender Condition;
- (b) all Appropriate Approvals (including, without limitation, those of the Exchanges or securities regulatory authorities) shall have been obtained on terms satisfactory to IMI, acting in its sole discretion;
- (c) all outstanding Options or rights to acquire Ibex Shares or any other securities of Ibex will have been exercised, cancelled or otherwise dealt with on terms satisfactory to IMI, acting in its sole discretion;
- (d) Ibex shall own all of the issued and outstanding shares of each of its subsidiaries and all outstanding options or rights to acquire any shares or other securities of any subsidiary of Ibex will have been cancelled or otherwise dealt with on terms satisfactory to IMI, acting in its sole discretion;
- (e) no act, action, suit or proceeding shall have been threatened or taken before or by any Governmental Entity or by any elected or appointed public official or private person (including, without limitation, any individual, company, firm, group or other entity) in Canada or elsewhere, whether or not having the force of Law, and no Law (including, without limiting the generality of the foregoing, any tax Law) shall have been proposed, enacted, promulgated or applied, in either case:
 - (i) to cease trade, enjoin, prohibit or impose material limitations or conditions on the purchase by or the sale to IMI of the Ibex Shares or the right of IMI to own or exercise full rights of ownership of the Ibex Shares;
 - (ii) which, if the Offer were consummated, would result in an Ibex Material Adverse Effect; or
 - (iii) which challenges or would prevent or make uncertain the ability of IMI or its affiliates to effect a Compulsory Acquisition or Subsequent Acquisition Transaction;
- (f) there shall not exist any prohibition at Law against IMI making the Offer, taking up and paying for any Ibex Shares deposited under the Offer, issuing IMI Shares in consideration therefor or effecting a Compulsory Acquisition or Subsequent Acquisition Transaction;
- (g) there shall not exist or have occurred any change (or any condition, event or development involving a prospective change) in the business, operations (including results of operations), assets, capitalization, condition (financial or otherwise), prospects, licenses,

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permits, rights, privileges or liabilities, whether contractual or otherwise, of Ibex or the Material Technologies, which, when considered either individually or in the aggregate, would result in an Ibex Material Adverse Effect;

- (h) IMI shall have determined in its sole discretion that no property right, franchise or license of Ibex or any of the Material Technologies has been or may be impaired (which impairment has not been cured or waived) or otherwise adversely affected, or threatened to be impaired or adversely affected, whether as a result of the making of the Offer, the taking up and paying for Ibex Shares deposited under the Offer, the completion of a Compulsory Acquisition or Subsequent Acquisition Transaction or otherwise;
- (i) IMI shall have determined in its sole discretion that no covenant, term or condition exists in any instrument or agreement to which Ibex or any of its Affiliates is a party or to which any of their properties or assets are subject which might make it inadvisable for IMI to proceed with the Offer and/or the taking up and paying for Ibex Shares under the Offer, including without limitation any default, right of termination, acceleration or other adverse event that may ensue as a result of IMI taking up and paying for the Ibex Shares under the Offer or completing a Compulsory Acquisition or a Subsequent Acquisition Transaction;
- (j) IMI and its financial advisors, accountants, counsel and other representatives shall have been provided with, or been given access to, in a timely manner, all non-public information relating to Ibex and its Subsidiaries and to each of the Material Technologies, and IMI shall be satisfied upon completion of its review of such documents and upon the advice of its legal counsel, that such documents do not contain any facts or other information that would result in an Ibex Material Adverse Effect if the Offer were completed or a change, event, occurrence or state of facts that is or would reasonably be expected to be material and adverse to any of the Material Technologies, either individually or collectively, whether or not the Offer were completed;
- (k) the Offer, if completed, shall not trigger any Ibex Material Adverse Effect; and
- (l) IMI shall not have become aware of any untrue statement of a material fact, or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made and at the date it was made (after giving effect to all subsequent filings in relation to all matters covered in earlier filings), in any document filed by or on behalf of Ibex with any regulatory authority in Canada or elsewhere.

The foregoing conditions are for the exclusive benefit of IMI and may be asserted by IMI regardless of the circumstances giving rise to any such condition. IMI may, in its sole discretion, waive any of the foregoing conditions, in whole or in part, at any time and from time to time, without prejudice to any other rights which IMI may have. The failure by IMI at any time to exercise any of the foregoing rights will not be deemed to be a waiver of any such right and each such right shall be deemed to be an ongoing right which may be asserted at any time and from time to time. Any determination by IMI concerning any event or other matter described in the foregoing conditions will be final and binding upon all parties.

Any waiver of a condition or the withdrawal of the Offer shall be effective upon written notice or other communication confirmed in writing by IMI to that effect to the Depositary at its principal office in Toronto, Ontario. IMI, forthwith after giving any such notice, shall make a public announcement of such waiver or withdrawal, shall cause the Depositary, if required by law, as soon as practicable thereafter to notify Shareholders in the manner set forth below in Section 11 of the Offer to Purchase and shall provide a

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copy of such notice to the TSX and the AMEX. Any notice of waiver will be deemed to have been given and to be effective on the day on which it is delivered or otherwise communicated to the Depositary at its principal office in Toronto, Ontario. In the event of any waiver, all Ibox Shares deposited previously and not taken up or withdrawn will remain subject to the Offer and may be accepted for purchase by IMI in accordance with the terms of the Offer. If the Offer is withdrawn, IMI shall not be obligated to take up or pay for any Ibox Shares deposited under the Offer and the Depositary will promptly return all certificates for deposited Ibox Shares to the parties by whom they were deposited in acceptance of the Offer. See Section 9 of the Offer to Purchase, Return of Withdrawn Ibox Shares .

3. Payment for Deposited Ibox Shares

If all of the conditions referred to above in Section 2 of the Offer to Purchase have been fulfilled or waived at the Expiry Time, IMI will become obligated to take up and pay for the Ibox Shares deposited under the Offer and not withdrawn no later than 10 days from the Expiry Date, and to pay for the Ibox Shares taken up as soon as possible, but in any event not later than three business days after taking up the Ibox Shares. In accordance with applicable Law, IMI will take up and pay for Ibox Shares deposited under the Offer after the date on which it first takes up Ibox Shares deposited under the Offer not later than 10 days after the deposit of such Ibox Shares.

The Offer will be deemed to have taken up and accepted for payment Ibox Shares validly deposited and not withdrawn under the Offer if, as and when IMI gives written notice or other communication confirmed in writing to the Depositary to that effect.

IMI will pay for Ibox Shares validly deposited under the Offer and not withdrawn by providing the Depositary with the Offered Consideration in the form of sufficient certificates for IMI Shares and funds to pay for (i) the cash payable in respect of deposited Ibox Shares, if so elected by a Shareholder; and (ii) fractional IMI Shares otherwise issuable, if any, for transmittal to persons depositing Ibox Shares under the Offer. Under no circumstances will interest accrue or be paid on the Offered Consideration by IMI or the Depositary to persons depositing Ibox Shares, regardless of any delay in making such payment. Fractional IMI Shares will not be issued. Instead of receiving a fraction of an IMI Share, the Shareholder will receive a cash payment equal to such fraction multiplied by the Current Market Price. For the purposes of determining the amount of any such cash payment, all Ibox Shares deposited by a registered holder will be aggregated.

The Depositary will act as the agent of the persons who have deposited Ibox Shares under the Offer for the purposes of receiving payment from IMI and transmitting such payment to such persons. Receipt of the share certificates and cash representing the Offered Consideration by the Depositary shall be deemed to constitute receipt of payment by persons depositing Ibox Shares.

Settlement with each Shareholder who has deposited Ibox Shares under the Offer will be made by the Depositary forwarding (a) for the Ibox Shares (other than those representing fractional IMI Shares), a certificate for the IMI Shares to which such Shareholder is entitled under the Offer, provided that the Shareholder is a resident of a province of Canada or another jurisdiction in which the IMI Shares may be lawfully delivered without further action by IMI; (b) a cheque in Canadian dollars in payment for the cash payable in respect of deposited Ibox Shares, if so elected by a Shareholder; and (c) if applicable, a cheque in Canadian dollars in payment for the cash equivalent of any fractional IMI Shares determined in accordance with the Offer, that is payable to such Shareholder. Subject to the foregoing and unless otherwise directed by the Letter of Transmittal, the certificates and cheques will be issued in the name of the registered holder of the Ibox Shares so deposited. Unless the person depositing the Ibox Shares instructs the Depositary to hold the certificate representing the IMI Shares and/or cheque for pick-up by checking the appropriate box in the Letter of Transmittal, the certificate and/or cheque will be forwarded by first class insured mail to

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such person at the address specified in the Letter of Transmittal. If no such address is specified, the certificate and/or cheque will be sent to the address of the holder as shown on the securities register maintained by or on behalf of Ibex. Certificates and cheques mailed in accordance with this paragraph will be deemed to be delivered at the time of mailing.

4. Time and Manner for Acceptance

The Offer is open for acceptance, unless withdrawn or extended at the sole discretion of IMI until the Expiry Time, being 12:01 a.m. (Toronto time), on the Expiry Date, unless the Offer is withdrawn or extended. See Section 6, Extensions, Variations and Changes to the Offer .

The Offer may be accepted by Shareholders by depositing the following documents with the Depository at the offices specified in the Letter of Transmittal no later than the Expiry Time:

- (a) the certificate or certificates representing Ibex Shares in respect of which the Offer is being accepted;
- (b) a properly completed and duly signed copy of the Letter of Transmittal (or a manually signed facsimile copy), with the signature or signatures guaranteed in accordance with the instructions set out in the Letter of Transmittal; and
- (c) any other relevant document required by the instructions set forth on the Letter of Transmittal.

The Offer will be deemed to be accepted only if the Depository actually has received these documents at or before the Expiry Time at one of the addresses for the Depository indicated on the Letter of Transmittal. Shareholders who cannot comply on a timely basis with these procedures for deposit of the requisite certificates for Ibex Shares may deposit certificates representing Ibex Shares pursuant to the procedures for guaranteed delivery described in Section 5 below.

5. Procedure for Guaranteed Delivery

If a Shareholder wishes to accept the Offer and either (i) the certificates representing such Shareholder's Ibex Shares are not immediately available or (ii) such Shareholder cannot deliver the certificates and Letter of Transmittal to the Depository by the Expiry Time, those Ibex Shares may nevertheless be deposited under the Offer, provided that all of the following conditions are met:

- (a) such deposit is made only at the principal office of the Depository in Toronto, Ontario by or through an Eligible Institution;
- (b) a properly completed and duly executed Notice of Guaranteed Delivery (or a manually signed facsimile) is received by the Depository at its principal office in Toronto, Ontario at or before the Expiry Time; and
- (c)

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the certificate or certificates representing the deposited Ibox Shares, in proper form for transfer, together with a properly completed and duly signed Letter of Transmittal (or a manually signed facsimile copy) and other documents required by such Letter of Transmittal, are received at the Toronto office of the Depository by 5:00 p.m. (Toronto time) on the third trading day on the TSX after the Expiry Time.

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The Notice of Guaranteed Delivery may be delivered by hand, transmitted by electronic facsimile or mailed to the Depositary only at its principal office in Toronto, Ontario and must include a guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery.

6. Extensions, Variations and Changes to the Offer

The Offer will be open for acceptance at the places of deposit specified in the Letter of Transmittal until, but not after, the Expiry Time.

IMI may, at any time and from time to time while the Offer is open for acceptance, vary the terms of the Offer or extend the Expiry Time by giving notice in writing to the Depositary at its principal office in Toronto, Ontario. Also, if at any time before the Expiry Time, or at any time after the Expiry Time, but before the expiry of all rights of withdrawal with respect to the Offer, a change occurs in the information contained in this Offer or the Circular, as amended from time to time, that would reasonably be expected to affect the decision of a Shareholder to accept or reject the Offer (other than a change that is not within the control of IMI or an affiliate of IMI), IMI will give written notice of such change to the Depositary at its principal office in Toronto, Ontario. Upon the giving of such notice to the Depositary, the Expiry Time or withdrawal rights, as applicable, shall be deemed to be extended to the date specified in such notice or in the case of a variation the Offer shall be deemed to be varied in the manner described in such notice, as the case may be. IMI will, as soon as practicable after giving any such notice to the Depositary, publicly announce the extension, variation or change and cause the Depositary to mail a copy of any such notice to Shareholders as required by applicable securities legislation at their respective addresses appearing in the share register of Ibex. In addition, IMI will provide a copy of such notice to the TSX and the AMEX. Any notice of extension, variation or change will be deemed to have been given and be effective on the day on which it is delivered or otherwise communicated to the Depositary at its principal office in Toronto, Ontario. During any extension of the Offer, all Ibex Shares previously deposited and not taken up and paid for or withdrawn will remain subject to the Offer and, subject to applicable Law, may be accepted for purchase by IMI on or before the Expiry Time in accordance with the terms of the Offer.

An extension of the Expiry Time shall not in and of itself constitute a waiver by IMI of any of its rights under Section 2 of the Offer to Purchase.

Under applicable Canadian provincial securities Laws, if there is a variation in the terms of the Offer, the period during which Ibex Shares may be deposited under the Offer shall not expire before 10 days after the notice of variation has been delivered. If, prior to the Expiry Time, IMI in its sole discretion shall increase the Offered Consideration, such increase shall be applicable to all holders whose Ibex Shares are taken up under the Offer.

Notwithstanding the foregoing, the Offer may not be extended by IMI if all the terms and conditions of such Offer have been complied with, except those waived by IMI, unless IMI first takes up and pays for all Ibex Shares validly deposited under the Offer and not withdrawn.

7. Changes in Capitalization of Ibex; Dividends and Distributions; Liens

If, on or after the date of the Offer, Ibex should divide, combine, reclassify, consolidate, convert or otherwise change any of the Ibex Shares or its capitalization, or should disclose that it has taken or intends to take any such action, then IMI may, in its sole discretion and without prejudice to its rights under Section 2 of the Offer to Purchase, Conditions of the Offer, make such adjustments as it deems appropriate to reflect such division, combination, reclassification, consolidation, conversion or other change in the Offered Consideration, the number of IMI Shares to be issued, the cash offered pursuant to the Offer or other terms of the Offer (including, without limitation, the type of securities offered to be

purchased and the consideration payable therefor).

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Ibex Shares acquired pursuant to the Offer shall be transferred by the holder of Ibex Shares and acquired by IMI free and clear of all liens, restrictions, charges, encumbrances, security interests, claims and equities or rights of others of any nature or kind whatsoever and together with all rights and benefits arising therefrom, including (subject to the payment of dividends as described below) the right to all other securities which may be declared, paid, issued, accrued, distributed, made or transferred on or after the date of the Offer on in respect of the Ibex Shares.

If, on or after the date of the Offer, Ibex should declare or pay any dividend or declare, make or pay any other distribution or payment on or declare, allot, reserve or issue any securities, rights or other interests with respect to the Ibex Shares, that is payable or distributable to the holders of such Ibex Shares on a record date that precedes the date of transfer of such Ibex Shares into the name of IMI or its nominees or transferees on the Share register maintained by or on behalf of Ibex, then without prejudice to IMI's rights under Section 2 of the Offer to Purchase, Conditions of the Offer : (a) in the case of cash dividends, distributions or payments, the amount of the dividends, distributions or payments shall be received and held by the depositing Shareholders, and to the extent that such dividends, distributions or payments do not exceed the value of the consideration per Ibex Share payable by IMI pursuant to the Offer (as determined by IMI), the Offered Consideration will be reduced by the amount of any such dividend or distribution paid or payable per Ibex Share in respect of which the divid

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Atlanta, GA 30319

Officers:

Mario J. Gabelli

Chairman and Chief Executive Officer

Douglas R. Jamieson

Henry G. Van der Eb

Bruce N. Alpert

Agnes Mullady

Jeffrey M. Farber

Christopher Michailoff
President and Chief Operating Officer

Senior Vice President

Senior Vice President

Senior Vice President

Executive Vice President and Chief Financial Officer

Acting Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli
Chief Investment Officer – Value Portfolios

Douglas R. Jamieson

Jeffrey M. Farber

Christopher J. Michailoff

President

Chief Financial Officer

General Counsel and Secretary

Gabelli Funds, LLC
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Mario J. Gabelli

Chief Investment Officer – Value Portfolios
Bruce N. Alpert
Executive Vice President and Chief Operating Officer

Agnes Mullady
Vice President and President Closed-End Fund Division

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President

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Douglas R. Jamieson

See above

Christopher J. Michailoff

Secretary

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Jeffrey M. Farber Chief Financial Officer

Gabelli & Company, Inc.
Directors:

James G. Webster, III Chairman & Interim President

Irene Smolicz Senior Trader
Gabelli & Company, Inc.

Officers:

James G. Webster, III See Above

Bruce N. Alpert Vice President - Mutual Funds

Diane M. LaPointe Treasurer

Douglas R. Jamieson Secretary

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner

SCHEDULE II
INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
COMMON STOCK-MEDAREX INC.		
GABELLI FOUNDATION		
8/27/09	100,000-	16.0000
MARIO J. GABELLI		
8/27/09	1,400,000-	16.0000
GABELLI SECURITIES, INC.		
8/27/09	40,000-	16.0000
8/27/09	20,000-	16.0000
GABELLI ASSOCIATES LTD		
8/27/09	234,500-	16.0000
GABELLI ASSOCIATES FUND II		
8/27/09	20,500-	16.0000
GABELLI ASSOCIATES FUND		
8/27/09	608,309-	16.0000
ALCE PARTNERS		
8/27/09	10,000-	16.0000
MJG ASSOCIATES, INC.		
GABELLI INTERNATIONAL LTD		
8/27/09	40,000-	16.0000
GABELLI FUND, LDC		
8/27/09	80,000-	16.0000
GAMCO INVESTORS, INC.		
8/27/09	250,000-	16.0000
8/27/09	1,171,891-	16.0000
GAMCO ASSET MANAGEMENT INC.		
8/27/09	2,129,500-	16.0000
GGCP, INC.		
8/27/09	400,000-	16.0000
GABELLI FUNDS, LLC.		
GABELLI HEALTHCARE & WELLNESS RX		
TRUST		
8/27/09	60,000-	16.0000
GABELLI DIVIDEND & INCOME TRUST		
8/27/09	1,027,959-	16.0000
THE GABELLI GLOBAL DEAL FUND		
8/27/09	1,403,800-	16.0000
GABELLI ENTERPRISE M&A FUND		
8/27/09	441,000-	16.0000
GABELLI ABC FUND		
8/27/09	1,400,000-	16.0000

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ GLOBAL MARKET.

(2) PRICE EXCLUDES COMMISSION.

(3) THE TRANSACTIONS ON 8/27/09 WERE A RESULT OF THE TENDER OFFER OF THE ISSUER BY BRISTOL-MYERS SQUIBB CO. FOR \$16.00 PER SHARE.

