

GLOBAL MED TECHNOLOGIES INC  
Form 10-K  
April 01, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended: December 31, 2001

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
] For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_

COMMISSION FILE NUMBER: 0-22083

**GLOBAL MED TECHNOLOGIES, INC.**  
(Name of small business issuer in its charter)

**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**84-1116894**  
(I.R.S. Employer Identification No.)

12600 West Colfax Suite C-420 Lakewood, Colorado 80215  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (303) 238-2000

Securities registered under Section 12(b) of the Act: None

Securities registered under Section 12(g) of the Act:

Common Stock, \$.01 par value  
Class A Common Stock Purchase Warrants

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-K contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Aggregate market value of voting stock held by non-affiliates as of March 26, 2002: \$21,249,911 based on the closing bid price of \$0.87 per share as of that date. Shares of common stock, \$.01 par value, outstanding as of March 26, 2002: 24,425,185.

Documents incorporated by reference: See Part IV, Item 13(a), and EXHIBIT INDEX on page 36 for a listing of documents incorporated by reference into this Annual Report on FORM 10-K.

**GLOBAL MED TECHNOLOGIES, INC.  
FORM 10-KSB  
DECEMBER 31, 2001**

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**PART I**

**ITEM 1. DESCRIPTION OF BUSINESS**

**BUSINESS DEVELOPMENT**

Global Med Technologies, Inc. was organized under the laws of the State of Colorado in December 1989.

In 1995, the Company merged with the Wyndgate Group, Inc. ( Wyndgate ). Wyndgate operates as a division of Global Med Technologies, Inc. and designs, develops, markets and supports information management software products for blood banks, hospitals, centralized transfusion centers and other healthcare related facilities.

During 1999, the Company formed a majority-owned subsidiary, PeopleMed.com, Inc. ( PeopleMed ), a Colorado corporation, to develop a software application designed to give HMO providers and other third party payers, access to clinical information for chronic disease patients. This application allows doctors and other medical employees access to a patient's history.

PeopleMed offers chronic disease management as an Application Service Provider ( ASP ). PeopleMed's system uses the Internet to coordinate sources and users of a patient's clinical information, including laboratory, pharmacy, primary and specialty care providers, claims and medical records. In addition to the system's Internet capabilities, the Company plans to include interfaces to hand-held devices, fax machines, alphanumeric pagers, interactive voice response and many types of patient-monitoring devices in PeopleMed's information infrastructure.

PeopleMed is owned 83% by Global Med Technologies, Inc. and 17% by third parties including certain executive officers and directors of Global Med Technologies, Inc. Global Med Technologies, Inc. and PeopleMed are referred to collectively herein as the Company or Global Med.

Global Med has introduced to the market an internet-based software application designed to improve patient care while promoting savings and efficiency. SAFETRACE Tx.com provides hospitals and blood centers with a coordinated system that fully integrates blood inventory, testing and management-improving blood safety, reducing waste and improving patient care.

**Related Parties**

Global Med is financed primarily through lending arrangements provided by eBanker USA.com, Inc. ( eBanker ) as discussed further below. Until November 28, 2001, eBanker was a consolidated subsidiary of eVision USA.Com, Inc. ( eVision ). eVision is majority owned by Heng Fung Holdings Limited ( Heng Fung formerly known as Online Credit International, Limited) and its subsidiary, Online Credit Limited ( Online Credit ). Online Credit and eBanker are shareholders of Global Med. Until November 28, 2001, eVision was also a shareholder of Global Med. Additionally, Online Credit and eBanker each hold warrants to acquire 1 million and 11.168 million shares, respectively, of Global Med's common stock with exercise prices that range from \$0.25-\$0.50 per share. As discussed further below and in the accompanying financial statements, in November 2000, eBanker and Global Med entered into a series of equity transactions that resulted in Global Med becoming a consolidated subsidiary of eBanker and eVision during the fiscal year 2000.

Additionally, eVision and certain other subsidiaries provide various management, legal and accounting support services to Global Med. See the discussion of these related party transactions in Notes 1 and 2 in the accompanying consolidated financial statements.

As a result of these transactions and relationships, the financial condition and results of operations for Global Med may not necessarily be indicative of those that would have resulted if Global Med were unaffiliated with these entities.

**BUSINESS OF REGISTRANT**

## Principal Products and Their Markets

The Company designs, develops, markets and supports information management software products for blood banks, hospitals, centralized transfusion centers and other health care related facilities. Revenues are derived from the licensing of software, maintenance, the provision of consulting and other value added support services, and the resale of hardware and software obtained from vendors.

Wyndgate began development of a blood tracking system called SAFETRACE® to assist community blood centers, hospitals, plasma centers and outpatient clinics in the U.S. in complying with the quality and safety standards of the Food and Drug Administration ( FDA ) for the collection and management of blood and blood products.

The Company has completed the development of SAFETRACE® and SAFETRACE TX , a transfusion management information system that is designed to be used by hospitals and centralized transfusion centers to help insure the quality of blood transfused into patient-recipients. SAFETRACE TX provides electronic cross-matching capabilities to help insure blood compatibility with patient-recipients and will track, inventory, bill and document all activities with blood products from the time blood products are received in inventory to the time the blood products are used or returned to blood centers. Management expects SAFETRACE TX will complement SAFETRACE® as the combined SAFETRACE TX and SAFETRACE® software system will be able to integrate hospitals with blood centers and provide a vein-to-vein tracking of the blood supply. SAFETRACE TX received FDA clearance on January 29, 1999.

The Company continues to concentrate its development efforts on enhancements to its existing SAFETRACE® blood bank product and SAFETRACE TX , Wyndgate s transfusion management information system software product. The FDA has cleared both products for sale in the United States.

In 1999, the Company introduced PeopleMed. PeopleMed supports chronic disease management as an ASP. PeopleMed s system uses the Internet to coordinate sources and users of a patient s clinical information, including laboratory, pharmacy, primary and specialty care providers, claims, and medical records. In addition to the system s Internet capabilities, PeopleMed also plans to include interfaces to hand-held devices, fax machines, alphanumeric pagers, interactive voice response, and many types of patient-monitoring devices in its information infrastructure.

## Competition

Currently, the Company is aware of two primary competitors to its SAFETRACE® software product: MAK-SYSTEM Corp. in France, and Medware Information Systems, Inc. in the United States. There are four primary competitors in the United States to its SAFETRACE TX product, Misys plc., MEDIWARE Information Systems, Inc., SCC Soft Computer and Cerner Corp. Some of these competitors are larger and have greater resources than the Company.

The Company believes it is able to compete on the basis of the capabilities of the technology currently available in SAFETRACE® and SAFETRACE TX .

## Dependence on Major Customers

The Company, through its Wyndgate division, currently has 35 SAFETRACE® customers and 44 SAFETRACE TX customers with over 204 sites in the United States. It intends to continue to target domestic and international blood centers, plasma centers and hospital donor and transfusion centers.

No customers accounted for more than 10% of the Company s revenues during 2001 or 2000. In April 1999, the Company entered into a termination agreement with a former customer who had previously licensed multiple sites for SAFETRACE®. The agreement resolved all outstanding contractual issues and resulted in payments to the Company during 1999 of approximately \$919 thousand, or approximately 17% of 1999 revenue.

## ROYALTY AND COMMISSION AGREEMENTS

**The Royalty Group.** Pursuant to a development agreement between Wyndgate and the Royalty Group, Wyndgate developed SAFETRACE® and must make royalty payments to the Royalty Group based on a percentage of Wyndgate's SAFETRACE® license fees collected, measured by cash received from SAFETRACE® licensees, net of certain fees and charges. The royalty schedule is based upon the first date of SAFETRACE® license invoicing, which was September 14, 1995. The royalty amounts are computed as a percentage of software license fees collected.

**Ortho Clinical Diagnostics, Inc.** In 1996, the Company entered into an Exclusivity and Software Development agreement (the Exclusivity Agreement) with Ortho-Clinical Diagnostics, Inc. (OCD), successor to Ortho Diagnostic Systems Inc., a wholly owned subsidiary of Johnson & Johnson. The Exclusivity Agreement provided OCD the exclusive right to negotiate with the Company with respect to the Company's activities and developments in information technology and intellectual property relating to donor and transfusion medicine. In connection with this agreement, the Company received \$500 thousand in 1996, which was recorded as deferred revenue.

In May 1997, the Company received a request from OCD to continue its evaluation of the Company's technology, on a non-exclusive basis, with the intent of responding to the Company by July 14, 1997 regarding whether or not OCD would propose some form of transaction with the Company. The Company received an additional \$500 thousand from OCD during 1997 which was recorded as deferred revenue until the Company provided the software development services as defined in the Exclusivity Agreement. The Company finalized the Manufacturer's Representative and Software Development Agreement (OCD Agreement) during June 1999 making OCD the exclusive *in-vitro* diagnostics manufacturer's representative for the SAFETRACE TX product in defined territories around the world. The total of \$1 million which was included in deferred revenue as of December 31, 1998 is being recognized as follows: \$500 thousand was recognized ratably over the term of the 22 month contract which ended in June of 2001 and \$500 thousand will be recognized upon completion of development work in the future as mutually agreed.

**Siemens Medical Solutions** During September of 1999, the Company entered into a non-exclusive marketing and support agreement with Shared Medical Systems Corporation. (SMS). Under this agreement, SMS will market the Company's blood bank products on a preferred basis. The Company will pay a commission to SMS based on the software license fee for each sale SMS has facilitated. The initial term of the agreement is for three years from the signing date of this agreement. This agreement is automatically renewed for one-year periods if neither party terminates the agreement within 60 days of expiration.

**Sysmex Infosystems America, Inc.** During 2000, the Company entered into a non-exclusive marketing and support agreement with Sysmex Infosystems America, Inc. (SIA). Under this agreement, SIA will market the Company's blood bank products on a preferred basis. The Company will pay a commission to SIA based on the software license fee for each sale SIA has facilitated. The initial term of the agreement is for three years from the signing date of this agreement. This agreement is automatically renewed for one-year periods if neither party terminates the agreement within 60 days of expiration.

**Triple G Systems Group, Inc.** During 2000, the Company entered into a non-exclusive marketing and support agreement (the Non-Exclusive Agreement #2) with Triple G Systems Group, Inc. (Triple G). Triple G, under the Non-Exclusive Agreement #2, will market the Company's SAFETRACE TX products on a preferred basis. The Company will pay to Triple G a commission based on a percentage of the software license fee that Triple G facilitates through their marketing efforts. This agreement is effective for three years and will renew for additional one-year periods, at the expiration of the term, if neither party terminates this agreement in writing within 60 days of expiration.

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**National Jewish Medical and Research Center.** In November 2000, the Company, through its PeopleMed subsidiary, entered into a development and non-exclusive Marketing Agreement with National Jewish Medical and Research Center (National Jewish). This agreement has an initial term of three years and is automatically extended for one year terms if neither party gives 90 days written notice. Under the terms of this agreement, the Company will pay National Jewish a royalty for all sales of PeopleMed's products that use National Jewish's protocols. In addition, in February 2002, PeopleMed signed a Sales and Marketing Agreement with National Jewish, whereby National Jewish will be paid a commission for sales of PeopleMed's products facilitated by National Jewish.

**Cardiovascular Disease Management, LLC.** In May 2001, the Company, through its PeopleMed subsidiary, entered into a development and non-exclusive marketing agreement with Cardiovascular Disease Management (CVDM). This agreement has an initial term of three years and is automatically extended for one year terms if neither party gives 60 days written notice. Under the terms of this agreement, the Company will pay

CVDM a royalty for all sales of PeopleMed's products that use CVDM's protocols.

## GOVERNMENT APPROVAL AND REGULATION

The FDA requires all blood tracking application software vendors to submit a 510(k) application for review. The application process for FDA review and compliance with FDA guidelines relates to computer software products regulated as medical devices. The FDA considers software products intended for the following to be medical devices: (i) use in the manufacture of blood and blood components; or (ii) maintenance of data used to evaluate the suitability of donors and the release of blood or blood components for transfusion or further manufacturing. As medical device manufacturers, the Company and its competitors are required to register with the Center for Biologics Evaluation and Research (CBER), list their medical devices, and submit a pre-market notification or application for pre-market review. In April 1997, the Company's Wyndgate division received notification from the FDA of its finding of substantial equivalence of SAFETRACE®. This determination provides a 510(k) clearance and permits the Company to continue to market SAFETRACE®. On January 29, 1999, the 510(k) clearance was received for SAFETRACE TX.

The Company's products and services are subject to regulations adopted by governmental authorities, including the FDA, which governs blood center computer software products regulated as medical devices. The Company is also required to follow applicable Quality System Regulations (QSR) of the FDA, which include testing, control and documentation requirements, as well as similar requirements in other countries, including International Standards Organization (ISO) 9001 standards.

In 1996 Congress passed legislation that impacted the healthcare information management. The Healthcare Information Portability and Accountability Act (HIPAA) requires the Department of Health and Human Services (HHS) to enact standards for information sharing, security and patient confidentiality. Although HHS has not issued clarification on many of the topics under HIPAA, the Company believes these regulations will have an important impact on requiring advanced management information systems that will enable various healthcare organizations to comply with emerging requirements.

HIPAA contains provisions regarding the confidentiality and security of patient medical record information. Standards for the electronic handling of health data and security of patient information became effective in 2000. This legislation requires the Secretary of Health and Human Services, or HHS, to (a) adopt national standards for electronic health information transactions, (b) adopt standards to ensure the integrity and confidentiality of health information, and (c) establish a schedule for implementing national health data privacy legislation or regulations. The standards and legislation will impact the customers' ability to obtain, use or disseminate patient information, which will extend to their use of the Company's products. The Company believes that the proposed standards issued to date would not materially affect the business of the Company. The Company cannot determine the potential impact of the standards that might finally be adopted.

## FINANCING AGREEMENTS WITH RELATED PARTIES

In April 1998, Global Med entered into financing agreements with Online Credit and Fronteer Capital, Inc. (Fronteer Capital), a subsidiary of eVision. Online Credit committed to extend a line of credit in the amount of \$1.5 million and Fronteer Capital committed to extend \$1.65 million under separate agreements. The interest rate under both agreements was 12% per annum. In consideration for the commitments, Global Med issued Online Credit and Fronteer Capital warrants to purchase 6 million and 1 million shares, respectively, of Global Med common stock exercisable at \$0.25 per share. Fronteer Capital would be granted an additional warrant to acquire 5 million shares of Global Med common stock at \$0.25 per share upon the initial borrowing under the financing agreement. Additionally, Online Credit was granted the right to appoint five members to the Board of Directors of Global Med so long as there are any amounts outstanding under its original agreement. Online Credit has appointed such members to the Board of Directors of Global Med. In the event of default, amounts due under these commitments are convertible into common shares of Global Med at \$0.05 per share.

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In October 1998, eBanker and Global Med agreed to an assignment of the loan commitment from Fronteer Capital, excluding the warrant to purchase 1 million shares of common stock issued in connection with the commitment. Global Med issued eBanker a warrant to purchase 5 million shares of Global Med common stock at \$0.25 per share upon initial borrowing under the financing agreement in October 1998. Additionally, in October 1998, eBanker purchased from Online Credit \$1 million of its \$1.5 million total notes receivable from Global Med and a warrant to purchase 4 million shares of common stock of Global Med at \$0.25 per share for a total purchase price of \$1.1 million.

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As of December 31, 1998, Global Med owed eBanker the \$1.65 million under Fronteer Capital's original financing agreement plus the \$1 million under Online Credit's original financing agreement for a total of \$2.65 million. Additionally, at December 31, 1998 Global Med owed Online Credit \$500 thousand under its financing agreement. Amounts borrowed under these agreements were initially due in April 1999.

In March 1999, Online Credit exercised its remaining 2 million warrants in cancellation of the remaining \$500 thousand it had extended to Global Med. Additionally, eBanker extended the due date for the \$2.65 million outstanding under its financing agreements with Global Med until April 15, 2000. In consideration for the extension, Global Med paid eBanker a 2% fee in the form of 42.4 thousand shares of Global Med common stock and the default conversion feature of the loans was increased from \$0.05 per share to \$0.25 per share.

In March 1999, eBanker extended a \$750 thousand bridge loan to Global Med due in December 1999. The outstanding bridge loan balance was convertible into common shares of Global Med at the rate of \$1.13 per share. The bridge loan bears interest at 12% and eBanker was paid a 2% commitment fee in the form of 13 thousand shares of Global Med's common stock.

In April 1999, Online Credit entered into a bridge loan commitment with Global Med for \$2 million due in April 2000. The outstanding bridge loan balance was convertible into shares of Global Med at the rate of \$1.15 per share. The bridge loan bears interest at 12% and Online Credit was paid a 5% commitment fee in the form of 87 thousand shares of Global Med's common stock.

In October 1999, Online Credit, as agreed to by Global Med, assigned to eBanker its \$2 million bridge loan commitment to Global Med and transferred to eBanker the 87 thousand shares of Global Med common stock issued in consideration for the loan commitment to eBanker. Also in October 1999, eVision and eBanker entered into a lock up agreement whereby Global Med issued 50 thousand and 450 thousand shares of its common stock to eVision and eBanker, respectively, in consideration for eVision and eBanker agreeing to restrict sales of their holdings of Global Med common stock and warrants for a period of one year.

In December 1999, the \$750 thousand bridge loan was extended to September 2000. In consideration for the extension, eBanker received a 2% fee in the form of 13 thousand shares of Global Med common stock and the conversion rate was reduced from \$1.15 per share to \$0.50 per share.

At December 31, 1999, \$4.4 million was outstanding under eBanker's financing agreements with Global Med and \$1 million remained available under the bridge loan commitment of eBanker.

In April 2000, the \$2.65 million loans and the \$2 million bridge loan were extended to January 2001. Under the terms of the extension, if the loans were not repaid by January 2001, they would automatically extend to April 2001, the conversion features would be eliminated and eBanker would be granted warrants to acquire Global Med common stock at \$0.50 per share. The number of warrants to be issued would be based on the total principal and interest outstanding divided by the exercise price of \$0.50 per share. A conversion feature was added to the \$2.65 million loans that entitled eBanker to convert the loans into shares of Global Med common stock at a rate of \$1.68 per share. Additionally, the \$750 thousand bridge loan was extended to January 2001. In consideration for these extensions, eBanker was paid a 2% fee in the form of 160 thousand shares of Global Med common stock.

In November 2000, eBanker agreed to exercise warrants to purchase 8 million shares of common stock of Global Med at \$0.25 per share in exchange for canceling \$2 million of its notes receivable from Global Med. The remaining \$3.4 million outstanding under the various financing agreements and accrued interest of \$428.7 thousand were combined into one agreement and the due date was extended to July 1, 2001. Global Med agreed to pay interest of 12% per annum on a semi-annual basis, with the first interest payment due May 19, 2001. The 8 million shares of common stock were issued on February 28, 2001 and are considered outstanding as of November 19, 2000. In consideration for the extension of the remaining principal and interest, eBanker received a fee of 5% payable in 197.6 thousand shares of common stock of Global Med. As the principal and interest were not paid in full by July 1, 2001, the due date of the principal automatically extended to July 1, 2003 and Global Med issued eBanker warrants to acquire up to 10.186 million shares of Global Med common stock with an exercise price of \$0.50 per share. Also, on July 1, 2001, the outstanding debt was no longer convertible into the common stock of the Company at \$1.00 per share. Additionally, upon the occurrence of certain events related to a certain contract Global Med is negotiating, Global Med will have the right, in its discretion, to put its shares of common stock worth up to \$1.5 million to eBanker at \$0.50 per share in the form of exchanging debt for common stock. The outstanding loan balance is convertible into the common stock of Global Med at eBanker's option at a rate of \$1.00 per share. The default conversion rate under this extension is \$1.00 per share. As consideration for this provision, eBanker was issued 500 thousand restricted shares of Global Med common stock. As a result of these transactions, eBanker obtained control of Global Med and Global Med was reflected in

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eBanker's consolidated financial statements as a consolidated subsidiary effective November 19, 2000.

The loan with eBanker is secured by all of Global Med's assets including its shares in PeopleMed and the assets of PeopleMed and Global Med, including intellectual property. As part of the November 19, 2000 Loan Agreement, the Personal Guarantee of Dr. Michael I. Ruxin, as dated August 12, 1998, and assigned to eBanker, was reduced from \$1.5 million to \$650 thousand plus pro rata accrued interest. The personal guarantee is limited to certain of Dr. Ruxin's assets. As part of the November 19, 2000 Financing Agreement, Global Med agreed to register and maintain registration for all present and future shares including underlying warrants, belonging to eBanker. Global Med may file a registration statement for these shares and warrants during 2002.

At December 31, 2000, principal of \$3.829 million and accrued interest of \$54 thousand were outstanding under the financing agreements between eBanker and Global Med and there were no remaining amounts available under the commitment agreement.

On March 22, 2001, Global Med and eBanker entered into an interest payment option agreement that provides that Global Med may have the option, with five days prior written notice, to elect and pay to eBanker, before July 1, 2001, Global Med's entire interest payment calculated for the life of loan agreement dated November 19, 2000, in the form of 1.747 million shares of Global Med common stock (calculated at \$0.6875 per share, which was the prevailing market price on March 22, 2001). In the event that Global Med pays down any principal on the loan prior to July 1, 2003, eBanker will return a number of shares determined by calculating the pro-rata interest avoided due to early repayment of principal divided by \$0.6875 per share. eBanker will make this calculation on July 1, 2001, July 1, 2002 and July 1, 2003.

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On June 20, 2001, the Company elected to exercise the interest payment option. As a result, eBanker will be issued 1.747 million shares of the Company's common stock as payment for the interest expense on the Company's outstanding loan balance with eBanker of \$3.829 million through the loan's maturity date of July 1, 2003. The 1.747 million shares have not been issued, but are considered outstanding as of June 20, 2001, the date the interest option was exercised. These shares were valued at \$1.188 million based on the Market Value of the stock on June 20, 2001. The Company recorded \$681 thousand in a contra-equity account associated with the issuance of these shares as of December 31, 2001. In addition, \$507 thousand in accrued interest related to the eBanker loan was eliminated from the Company's accrued expenses balance as of December 31, 2001, as a result of this transaction.

Also, on July 1, 2001, the outstanding debt was no longer convertible into the common stock of the Company at \$1.00 per share.

If Global Med defaults on the repayment of any amount borrowed under the combined note issued to eBanker, all existing members of the Board of Directors of Global Med will be required to resign and eBanker will have the right to appoint all new members.

At December 31, 2001, principal of \$3.829 million and \$0 accrued interest were outstanding under the financing agreements between eBanker and Global Med.

### **Consulting Agreement**

The Company entered into a Consultancy Agreement, effective as of February 24, 2000, for a period of twenty-four (24) months, with National Financial Communications Corporation, dba OTC Financial Network (OTC Financial). OTC Financial provided consulting services, with the expressed intent and goal of getting the Company, or its successor or assigns, listed on the Nasdaq Stock Market which included providing financial community and investor relations for the Company, and advising the Company, as requested, regarding financial community and investor relations.

Upon execution of this agreement, the Company issued to OTC Financial 250,000 shares of restricted common stock. The Company canceled its agreement with OTC Financial in February of 2001.

### **EMPLOYEES**

As of March 1, 2002, the Company had 42 full-time employees, consisting of 2 employees in the corporate offices in Denver, Colorado and 39 at Wyndgate's offices near Sacramento, California. The Company has employment agreements with certain personnel. The Company's employees are not represented by a labor union or subject to collective bargaining agreements. The Company has never experienced a work stoppage and



believes that its employee relations are satisfactory.

## ITEM 2. DESCRIPTION OF PROPERTY

As of March 15, 2002, the Company occupied two primary locations. The Company occupies approximately 1,252 square feet of office space in Lakewood, Colorado and the lease expires on February 14, 2007. The Company leases approximately 15 thousand square feet of office space in El Dorado Hills, California, expiring on May 31, 2006.

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## ITEM 3. LEGAL PROCEEDINGS

The Company is not a party to any legal proceedings which management believes to be material, and there are no such proceedings which are known to be contemplated. The foregoing notwithstanding, on September 8, 2000, a law suit was filed in the United States District Court for the Southern District of New York, Case No. 00 CIV. 6769, against certain shareholders and directors of the Company, including, eVision, eBanker, American Fronteer Financial Corporation ( AFFC ), Fai H. Chan, Tony T.W. Chan, Robert Trapp, Kwok Jen Fong, Jeffrey M. Busch, Gary L. Cook and other officers and directors of these entities for alleged misrepresentations and/or omissions of material facts in private offering memoranda, communications with shareholders, and in eVision's Annual Report on Form 10-K, in violation of Sections 10(b) and Rule 10b-5 of the Securities and Exchange Act of 1934. Among other items, the plaintiffs were seeking compensatory damages of no less than \$70 million. On March 19, 2001, the United States District Court dismissed the lawsuit in response to a Motion to Dismiss filed by the defendants on December 7, 2000. On July 12, 2001, the plaintiffs filed an appeal of the dismissal. The defendants intend to vigorously defend the appeal, if filed.

## ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of the security holders during the fourth quarter ended December 31, 2001.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### Market Information

The Units sold by the Company in its initial public offering, each of which consisted of two shares of common stock and one warrant, commenced trading on the Nasdaq Small-Cap Market on February 12, 1997. On March 13, 1997, the common stock and warrants included in the Units began to trade separately and the Units ceased to trade. On February 9, 1998, the Company's common stock and warrants were delisted from the Nasdaq Small-Cap Market, and commenced trading on the Bulletin Board. OTC Bulletin Board Market quotations reflect inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

The following table sets forth the quarterly high and low bid prices for the Company's common stock for the two years ended December 31, 2001.

### COMMON STOCK

| <u>Fiscal Quarter Ended:</u> | <u>High:</u> | <u>Low:</u> |
|------------------------------|--------------|-------------|
| December 31, 2001            | \$ 0.7500    | \$ 0.4500   |
| September 30, 2001           | 0.8600       | 0.4500      |
| June 30, 2001                | 1.0100       | 0.5312      |
| March 31, 2001               | 1.4375       | 0.4688      |
| December 31, 2000            | \$ 1.3281    | \$ 0.4063   |
| September 30, 2000           | 2.0000       | 1.0000      |
| June 30, 2000                | 2.6875       | 0.9375      |

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 **Holders**

As of December 31, 2001, the Company had approximately 143 holders of record of the Company's common stock, excluding those held in street name.

 **Dividends**

The payment of dividends by the Company is within the discretion of its Board of Directors and depends in part upon the Company's earnings, capital requirements and financial condition. Since its inception, the Company has not paid any dividends on its common stock and does not anticipate paying such dividends in the foreseeable future. The Company intends to retain earnings, if any, to finance its operations.

 **Recent Sales of Unregistered Securities**

During the year ended December 31, 2001, Global Med issued 2.08 million shares of unregistered common stock. The unregistered shares issued during 2001 were comprised of the following:

- 1.747 million common shares issued to eBanker in connection with payment of interest. These shares were valued at \$1.188 million.
- 300 thousand common shares issued to a director of the Company as consideration for consulting services. These shares were valued at \$203 thousand.
- 25 thousand common shares issued as consideration for intellectual property used for development of software. These shares were valued at \$19 thousand.
- 8 thousand common shares issued as consideration for investor relations services. These shares were valued at \$5 thousand.

The issuance of shares for payment of the above were made in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended ( "1933 Act" ). The purchaser had access to full information concerning the Company. The certificates for the shares contain a restrictive legend advising that the shares may not be offered for sale, sold or otherwise transferred without having first been registered under the 1933 Act or pursuant to an exemption from registration under the 1933 Act. No underwriters were involved in the transactions.

Heng Fung and subsidiaries received warrants to purchase a total of 12 million shares of Global Med's common stock as compensation for certain financing arrangements. eBanker exercised warrants to acquire 8 million of these during 2000 and Online Credit exercised 2 million warrants during 1999. The Company registered the common shares underlying these warrants in February 1999. The registration rights on these warrants have expired. In July 2001, eBanker received warrants to purchase 10,186 million shares of Global Med's common stock as compensation for certain financing arrangements. The Company plans to register the common shares underlying these warrants and the remaining unexercised 2 million warrants under the financing arrangements and all the common shares owned by eBanker during 2002.

 **ITEM 6. SELECTED FINANCIAL DATA**

This table sets forth selected financial data of Global Med for the periods indicated. This data should be read in conjunction with and is qualified by reference to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Item 7 in this Annual Report on Form 10-K and our audited consolidated financial statements, including the notes thereto and the independent auditors' reports thereon and the other financial information included in Item 8 in this Form 10-K. The selected data in this section are not intended to replace the consolidated financial statements included in this Report.

## GLOBAL MED TECHNOLOGIES, INC.

SELECTED HISTORICAL FINANCIAL AND OPERATING DATA  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

|  | Year Ended December 31 |            |            |            |        |
|--|------------------------|------------|------------|------------|--------|
|  | 2001                   | 2000       | 1999       | 1998       |        |
|  | ----                   | ----       | ----       | ----       |        |
| Revenues: .....  | \$ 6,224               | \$ 4,379   | \$ 5,390   | \$ 4,787   | \$ 2   |
| Cost of revenues: .....  | 2,510                  | 1,629      | 2,947      | 2,250      | 1      |
| Gross profit .....   | 3,714                  | 2,750      | 2,443      | 2,537      |        |
| OPERATING EXPENSES:  |                        |            |            |            |        |
| General and administrative .....                                       | 2,529                  | 2,766      | 2,431      | 1,769      | 2      |
| Sales and marketing .....  | 1,545                  | 1,417      | 972        | 975        | 1      |
| Research and development .....   | 306                    | 709        | 334        | 1,973      | 3      |
| Depreciation and amortization .....                                    | 254                    | 164        | 520        | 567        |        |
| Restructuring charges .....  | --                     | --         | --         | 132        |        |
| Loss from continuing operations<br>before other income (expense) ..... | (920)                  | (2,306)    | (1,814)    | (2,879)    | (7)    |
| OTHER INCOME (EXPENSES):   |                        |            |            |            |        |
| Interest income .....  | 25                     | 16         | 117        | 18         |        |
| Interest expense .....   | (25)                   | (41)       | (91)       | (100)      |        |
| Interest expense to related party ...                                  | (453)                  | (577)      | (374)      | --         |        |
| Financing costs to related party ....                                  | (317)                  | (1,984)    | (6,039)    | (6,031)    |        |
| Other .....  | --                     | --         | 256        | 355        |        |
| Loss from continuing operations .....                                  | (1,690)                | (4,892)    | (7,945)    | (8,637)    | (7)    |
| Loss from discontinued operations .....                                | --                     | --         | --         | --         |        |
| Gain on sale of discontinued operations .                              | --                     | --         | --         | --         | 1      |
| Net loss .....   | \$ (1,690)             | \$ (4,892) | \$ (7,945) | \$ (8,637) | \$ (7) |
| Basic and diluted loss per common share                                |                        |            |            |            |        |
| Loss from continuing operations .....                                  | \$ (0.07)              | \$ (0.36)  | \$ (0.75)  | \$ (1.05)  | \$ (   |
| Gain from discontinued operations .....                                | --                     | --         | --         | --         |        |
| Loss per share .....   | \$ (0.07)              | \$ (0.36)  | \$ (0.75)  | \$ (1.05)  | \$ (   |
| Weighted average number of common<br>shares outstanding .....          | 23,300                 | 13,745     | 10,554     | 8,228      | 7      |

As of December 31,

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|                                      | 2001       | 2000       | 1999       | 1998     |       |
|--------------------------------------|------------|------------|------------|----------|-------|
|                                      | ----       | ----       | ----       | ----     |       |
| Balance Sheet Data:                  |            |            |            |          |       |
| Cash and equivalents .....           | \$ 677     | \$ 1,210   | \$ 330     | \$ 821   | \$ 2  |
| Working Capital deficit .....        | \$ 1,088   | \$ 1,025   | \$ 1,107   | \$ 2,528 | \$ 2  |
| Total Assets .....                   | \$ 3,167   | \$ 4,348   | \$ 3,588   | \$ 7,589 | \$ 4  |
| Long-term borrowings                 |            |            |            |          |       |
| including capital leases .....       | \$ 3,936   | \$ 3,894   | \$ 4,579   | \$ 2,305 | \$    |
| Stockholders' equity (deficit) ..... | \$ (4,602) | \$ (3,745) | \$ (4,283) | \$ 1,361 | \$ (1 |

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**RISKS ASSOCIATED WITH FORWARD-LOOKING STATEMENTS**

*This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the 1933 Act and Section 21E of the Securities Exchange Act of 1934, as amended ( 1934 Act ), and the Company intends that such forward-looking statements be subject to the safe harbors for such statements under such sections. The Company's forward-looking statements include the plans and objectives of management for future operations, including plans and objectives relating to the Company's planned marketing efforts and future economic performance of the Company. The forward-looking statements and associated risks set forth in this Annual Report on Form 10-K include or relate to among other things: (i) the ability of the Company to obtain a meaningful degree of consumer acceptance for its software products and proposed software products, (ii) the ability of the Company to market its software products and proposed software products on a national and international basis at competitive prices, (iii) the ability of the Company's software products and proposed software products to meet government regulations and standards, (iv) the ability of the Company to develop and maintain an effective national and international sales network, (v) success of the Company in forecasting demand for its software products and proposed software products, (vi) the ability of the Company to maintain pricing and thereby maintain adequate profit margins, (vii) the ability of the Company to achieve adequate intellectual property protection for the Company's software products and proposed software products, and (viii) the ability of the Company and its customers to successfully and timely implement the Company's software products.*

*The forward-looking statements herein are based on current expectations that involve a number of risk and uncertainties. Such forward-looking statements are based on assumptions that, among other things, the Company will market and provide software products on a timely basis, that there will be no material adverse competitive or technological change in condition of the Company's business, that demand for the Company's software products will significantly increase, that the Company's Chief Executive Officer will remain employed as such by the Company, that the Company's forecasts accurately anticipate market demand and that there will be no material adverse change in the Company's operations, business or governmental regulation affecting the Company or its suppliers. The foregoing assumptions are based on judgments with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. Accordingly, although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any such assumption could prove to be inaccurate and therefore there can be no assurance that the results contemplated in forward-looking statements will be realized. In addition, as disclosed elsewhere in this Annual Report on Form 10-K, there are a number of other risks inherent in the Company's business and operations which could cause the Company's operating results to vary markedly and adversely from prior results or the results contemplated by the forward-looking statements. Growth in absolute and relative amounts of cost of sales, research and development, sales and marketing and other operating expenses or the occurrence of other events could cause actual results to vary materially from the results contemplated by the forward-looking statements. Management decisions, including budgeting, are subjective in many respects and periodic revisions must be made to reflect actual conditions and business developments, the impact of which may cause the Company to alter its marketing, capital investment and other expenditures, may also materially and adversely affect the Company's liquidity, financial position and results of operations. In light of significant uncertainties inherent in the forward-looking information included in this Annual Report on Form 10-K, the inclusion of such information should not be regarded as a representation by the Company or any other person that the Company's objectives or plans will be achieved.*

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**GENERAL**

The Company designs, develops, markets and supports information management software products for blood banks, hospitals, centralized transfusion centers and other health care related facilities. Revenues for Wyndgate are derived from the licensing of software, the provision of consulting and other value-added support services and the re-sale of hardware and software obtained from vendors. Revenues for PeopleMed are derived, generally, from providing ASP services. The Company operates in one segment.

**YEAR ENDED DECEMBER 31, 2001 COMPARED TO YEAR ENDED DECEMBER 31, 2000****RESULTS OF OPERATIONS**

**Revenues.** Revenues are comprised of software sales, maintenance and usage fees revenues, implementation and consulting revenues, and the re-sale of hardware and software obtained from vendors.

Revenues from license fees, maintenance and usage fees increased \$1.353 million, or 38.5% to \$4.869 million for the year ended December 31, 2001 compared to \$3.516 million for the year ended December 31, 2000. The increase in these revenues was due primarily to a \$669 thousand increase in license fees, a \$371 thousand increase in usage fees, and a \$247 thousand increase in PeopleMed revenues.

Revenues from implementation and consulting services increased \$492 thousand or 57.0% to \$1.355 million for the year ended December 31, 2001 compared to \$863 thousand for the year ended December 31, 2000. The increase in 2001 was primarily attributable to an increase in implementation revenues of \$332 thousand. This increase was the result of SafeTrace Tx systems being implemented in 2001 when compared with 2000.

**Cost of Revenues.** Cost of revenues related to software license fees, maintenance and usage fees increased \$336 thousand, or 29.9% to \$1.46 million for the year ended December 31, 2001 from \$1.124 million for the year ended December 31, 2000. The increase was mainly due to increased costs associated with maintenance. Cost of sales associated with implementations and other consulting revenues increased \$545 thousand, or 107.9% to \$1.05 million during the year ended December 31, 2001 when compared to \$505 thousand for the year ended December 31, 2000. The increase in costs is associated with increased levels of implementation and an increase of \$368 thousand in costs associated with an engineering contract.

The overall gross profit as a percentage of revenues was 59.7% and 62.8% for the years ended December 31, 2001 and 2000, respectively.

**General and Administrative.** General and administrative expenses decreased \$237 thousand, or 8.6%, to \$2.529 million for the year ended December 31, 2001 compared to \$2.766 million for the year ended December 31, 2000. The reduction in general and administrative expenses was primarily due to a reduction in contract services fees of \$217 thousand, a reduction in legal expenses of \$18 thousand, and a reduction in accounting fees of \$78 thousand, offset by an increase in bad debt expense of \$96 thousand.

**Sales and Marketing.** Sales and marketing expenses were \$1.545 million and \$1.417 million for the years ended December 31, 2001 and 2000, respectively. The increase in sales and marketing expenses of \$128 thousand, or 9.0%, was primarily attributable to higher commissions and labor expenses. These increases were partially offset by lower tradeshow and other marketing related expenses.

**Research and Development.** Research and development expenses decreased \$403 thousand, or 56.8%, to \$306 thousand for the year ended December 31, 2001 from \$709 thousand for the year ended December 31, 2000. The decrease in research and development expenses was primarily due to decreased development efforts associated with PeopleMed software products. Net capitalized software development costs decreased to \$808 thousand from \$1.177 million as of December 31, 2001 and 2000, respectively. Management anticipates research and development costs will continue to be substantial. Management's plans for the Company's future software products and services require continual

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research and development expenditures in order to continue to capitalize on the Company's existing technological base and its existing software development capabilities.

**Interest Income.** Interest income increased \$9 thousand to \$25 thousand in 2001 from \$16 thousand in 2000.

**Interest Expense.** Interest expense decreased \$140 thousand to \$478 thousand for the year ended December 31, 2001 from \$618 thousand for the year ended December 31, 2000. This decrease was primarily due to decreases in the average debt levels associated with the Company's related party financing agreements.

**Financing Costs.** For the years ended December 31, 2001 and 2000, the Company recognized \$317 thousand and \$1.984 million, respectively, in financing costs expenses associated with certain financing agreements and the issuance of warrants to eBanker. During 2000, the Company recognized \$940 thousand in financing costs associated with this sale of stock to eVision. The decrease in financing costs in 2001 was primarily due to the fact that no common stock was sold at a discount to a related party.

**Net Loss.** The Company's net loss during 2001 as compared to 2000 decreased \$3.2 million. The net loss includes the recognition of a total of \$317 thousand and \$1.984 million of financing costs to a related party during the year ended December 31, 2001 and 2000, respectively. The loss before other income (expense) decreased \$1.386 million to \$920 thousand from the \$2.306 million loss for 2000. The decrease in loss before other income (expense) is primarily due to the increase in revenues.

### YEAR ENDED DECEMBER 31, 2000 COMPARED TO YEAR ENDED DECEMBER 31, 1999

#### RESULTS OF OPERATIONS

**Revenues.** Revenues are comprised of software sales, maintenance and usage fees revenues, implementation and consulting revenues, and the re-sale of hardware and software obtained from vendors.

Revenues from license fees, maintenance and usage fees decreased \$371 thousand, or 9.5% to \$3.516 million for the year ended December 31, 2000 compared to \$3.887 million for the year ended December 31, 1999. The decrease in 2000 was due to the receipt of accelerated software license fee payments of \$919 thousand in 1999. This decrease was partially offset by an increase in the customer base for SafeTrace® and SafeTrace Tx. In addition, the Company recognized revenues related to PeopleMed in the amount of \$247 thousand during 2000 and \$0 during 1999.

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Revenues from implementation and consulting services decreased \$405 thousand or 31.9% to \$863 thousand for the year ended December 31, 2000 compared to \$1.268 million for the year ended December 31, 1999. The decrease in 2000 was primarily attributable to a decrease in implementation revenues of \$508 thousand. This decrease was the result of fewer SafeTrace® systems being implemented in 2000 when compared with 1999. The decrease in revenues was offset by an increase in revenues from software development funding in the amount of \$83 thousand during 2000 and \$0 during 1999. The remaining decrease is primarily due to reduced customization revenues during 2000 when compared to 1999.

The Company discontinued the resale of hardware during 1999; consequently, there were no revenues in 2000 for this service, compared to \$235 thousand in 1999.

**Cost of Revenues.** Cost of revenues related to software license fees, maintenance and usage fees decreased \$342 thousand, or 23.3% to \$1.124 million for the year ended December 31, 2000 from \$1.466 million for the year ended December 31, 1999. The reduction was mainly due to reduced costs associated with a reduction in the Company's work force of approximately 52% in October of 1999 (the Reduction in Force). These costs were partially offset by an increase of \$259 thousand in the expense associated with amortization of software development costs. Cost of sales associated with implementations and other consulting revenues decreased \$729 thousand, or 59.1% from \$505 thousand during the year ended December 31, 2000 when compared to \$1.234 million for the year ended December 31, 1999. This decrease was due to the Reduction in Force and the reduced costs associated with the decrease in revenues.

There were no cost of sales related to the resale of hardware as no sales occurred during 2000 compared with \$247 thousand in 1999.

#### RESULTS OF OPERATIONS

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The overall gross profit as a percentage of revenues was 62.8% and 45.3% for the years ended December 31, 2000 and 1999, respectively.

**General and Administrative.** General and administrative expenses increased \$335 thousand, or 13.8%, to \$2.766 million for the year ended December 31, 2000 compared to \$2.431 million for the year ended December 31, 1999. The increase in general and administrative expenses was due primarily to the amortization of the shares of common stock issued in conjunction with the OTC Financial Agreement in the amount of \$172 thousand, the recognition of \$189 thousand in compensation expenses associated with the issuance of shares of common stock to a related party at a discount, and additional expenses associated with PeopleMed. These increased expenses were partially offset by savings from the Reduction in Force.

**Sales and Marketing.** Sales and marketing expenses were \$1.417 million and \$972 thousand for the years ended December 31, 2000 and 1999, respectively. The increase in sales and marketing expenses of \$445 thousand, or 45.8%, was primarily attributable to the additional sales and marketing costs associated with PeopleMed.

**Research and Development.** Research and development expenses increased \$375 thousand, or 112.3%, to \$709 thousand for the year ended December 31, 2000 from \$334 thousand for the year ended December 31, 1999. The increase in research and development expenses was primarily due to development efforts associated with development of the PeopleMed software product. Net capitalized software development costs decreased to \$1.177 million from \$1.566 million as of December 31, 2000 and 1999, respectively. Management anticipates research and development costs will continue to be substantial. Management's plans for the Company's future software products and services require continual research and development expenditures in order to continue to capitalize on the Company's existing technological base and its existing software development capabilities.

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**Interest Income.** Interest income decreased \$101 thousand to \$16 thousand in 2000 from \$117 thousand in 1999. This decrease was primarily due to interest income recognized on the collection of a past due note receivable in 1999 that had been totally reserved. The interest income recognized in 1999 from the collection of this receivable was approximately \$99 thousand.

**Interest Expense.** Interest expense increased \$153 thousand to \$618 thousand for the year ended December 31, 2000 from \$465 thousand for the year ended December 31, 1999. This increase was primarily due to increases in the average debt levels associated with the Company's related party financing agreements.

**Financing Costs.** For the years ended December 31, 2000 and 1999, the Company recognized \$1.984 million and \$6.039 million, respectively, in financing costs expense associated with certain financing agreements and the sale of stock to eVision at a discount. During 2000, the Company recognized \$940 thousand in financing costs associated with this sale of stock to eVision. During 1999, the Company incurred additional financing costs expense of \$1.217 million related to the extensions of exercise periods of warrants and the extensions of due dates for loans and lines of credit. The decrease in financing cost in 2000 was primarily due to the fact that no warrants were issued in conjunction with the financing agreements. In addition, the Company recognized approximately \$4.822 million in financing costs during 1999 associated with the amortization of the 12 million warrants issued in conjunction with the April 1998 Financing Agreement, which were amortized to financing costs over the term of the agreements, which expired April 15, 1999.

**Other.** Other income, net, decreased to \$0 from \$256 thousand from 2000 to 1999, respectively. For the year ended December 31, 1999, other income was primarily due to collection of a past due note receivable in the amount of \$250 thousand. The note receivable had been fully reserved for in prior years.

**Net Loss.** The Company's net loss during 2000 as compared to 1999 decreased \$3.053 million. The net loss includes the recognition of a total of \$1.984 million and \$6.039 million of financing costs as of December 31, 2000 and 1999, respectively. Loss before other income (expense) increased \$492 thousand to \$2.306 million from the \$1.814 million loss for 1999 due to decreased sales.

### Quarterly Results of Operations

The following table sets forth certain unaudited quarterly results of operations for each of the quarters in the year ended December 31, 2001. In management's opinion, this unaudited information has been prepared on the same basis as the audited consolidated financial statements and includes all adjustments necessary for a fair presentation of the information for the quarters presented, when read in conjunction with the

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Company's Consolidated Financial Statements and Notes thereto, included elsewhere in this Form 10-K. The Company believes that quarter-to-quarter comparisons of its financial results are not necessarily meaningful and should not be relied upon as an indication of future performance.

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|   | Quarters Ended       |                       |                  |                   |
|---|----------------------|-----------------------|------------------|-------------------|
|   | December 31,<br>2001 | September 30,<br>2001 | June 30,<br>2001 | March 31,<br>2001 |
| Revenues: .....                                     | \$ 1,733             | \$ 1,701              | \$ 1,531         | \$ 1,259          |
| Cost of revenues: .....                             | 770                  | 649                   | 664              | 520               |
| Gross profit: .....                                 | 963                  | 1,052                 | 867              | 739               |
| Operating expenses:                                 |                      |                       |                  |                   |
| General and administrative .....                    | 424                  | 472                   | 930              | 795               |
| Sales and marketing .....                           | 276                  | 333                   | 457              | 536               |
| Research and development .....                      | 25                   | 29                    | 39               | 225               |
| Total operating expenses: .....                     | 725                  | 834                   | 1,426            | 1,556             |
| Operating income (loss) .....                       | 238                  | 218                   | (559)            | (817)             |
| Interest income .....                               | --                   | 13                    | 2                | 10                |
| Interest expense .....                              | (118)                | (125)                 | (116)            | (119)             |
| Financing costs .....                               | (63)                 | (64)                  | (95)             | (95)              |
| Income (loss) before income taxes .....             | 57                   | 42                    | (768)            | (1,021)           |
| Provision for income taxes .....                    | --                   | --                    | --               | --                |
| Net income (loss) .....                             | \$ 57                | \$ 42                 | \$ (768)         | \$ (1,021)        |
| Weighted average shares outstanding:                |                      |                       |                  |                   |
| Basic .....   | 24,284               | 24,311                | 22,333           | 22,236            |
| Diluted .....                                       | 25,773               | 28,150                | 22,333           | 22,236            |
| Net income (loss) per share-basic and diluted ..... | \$ 0.00              | \$ 0.00               | \$ (0.03)        | \$ (0.05)         |

The quarterly information for 2000 and 1999 has not been included as the Company filed under regulation SB and this information was not required.

### LIQUIDITY AND CAPITAL RESOURCES

The Company had cash and cash equivalents of \$677 thousand and \$1.21 million as of December 31, 2001 and 2000, respectively. Additionally, the Company had a net working capital deficit of \$1.088 million and \$1.025 million as of December 31, 2001 and 2000, respectively.

It is expected that cash flows from the Company's existing customer base, new sales, and the Company's current assets, including cash and accounts receivable, will be sufficient to fund the Company's liquidity and capital requirements for the next twelve months excluding acquisitions or major new product development initiatives. Management anticipates that the cash, accounts receivable balances, recurring



revenues, proceeds from the sale of common stock, and any future financing activities will be used to fund the Company's anticipated research and development costs, sales and marketing efforts during the remainder of 2002 and for general working capital purposes. The Company continues to pursue financing alternatives through the issuance of additional equity or debt.

The Company used \$100 thousand, \$570 thousand, and \$1.285 million in operating activities during 2001, 2000, and 1999, respectively. The cash used in operations of \$100 thousand during 2001 consisted primarily of the net loss of \$1.690 million, offset by the amortization of non-cash deferred financing costs of \$317 thousand, non-cash compensation resulting from issuances of common stock, options and warrants of \$383 thousand, depreciation and amortization of \$850 thousand.

Net cash used by investing activities was \$414 thousand, \$318 thousand, and \$1.261 million during 2001, 2000, and 1999, respectively. The Company invested \$208 thousand, \$273 thousand and \$1.049 million in capitalized software development during 2001, 2000, and 1999, respectively.

Net cash used in financing activities was \$19 thousand during 2001. Net cash provided by financing activities was \$1.768 million and \$2.055 million during 2000 and 1999, respectively. The 2000 and 1999 amounts primarily include proceeds from the related party financing agreements.

#### **IMPACT OF INFLATION**

Although it is difficult to predict the impact of inflation on our costs and revenues in connection with our products, we do not anticipate that inflation will materially impact our costs of operation or the profitability of our products when marketed.

#### **RECENTLY ISSUED FINANCIAL ACCOUNTS STANDARDS**

In July 2001, the FASB issued Statement of Financial Accounting Standards ( SFAS ) Nos. 141 and 142 Business Combinations and Goodwill and other Intangible Assets . Statement 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under the guidance of Statement 142, goodwill is no longer subject to amortization over its estimated useful life. Rather, goodwill will be subject to at least an annual assessment for impairment by applying a fair value base test. Statement 142 is effective for financial statement dates beginning after January 1, 2001. The Company adopted this statement January 1, 2001. The adoption of this statement did not have a material effect on the financial position or results of operations of the Company.

In August 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 requires the fair value of a liability for an asset retirement obligation to be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset. SFAS No. 143 is effective September 30, 2003 for the Company. The Company believes the adoption of this statement will have no material impact on its consolidated financial statements.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS 144 requires that those long-lived assets be measured at the lower of carrying amount or fair value, less cost to sell, whether reported in continuing operations or in discontinued operations. Therefore, discontinued operations will no longer be measured at net realizable value or include amounts for operating losses that have not yet occurred. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and, generally, are to be applied prospectively. The Company believes that the adoption of this statement will have no material impact on its consolidated financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Market risk generally represents the risk of loss that may result from the potential change in the value of a financial instrument. Global Med has market risk with respect to its notes receivables and notes payable, both from related parties. Global Med is exposed to interest rate risk in its notes receivable and notes payable. Interest rate risk for notes receivable results when the market rate for similar notes receivable increases and/or the credit worthiness of the borrower deteriorates. Interest rate risk for notes payable results when the market rate of the debt instruments decreases for the notes payable. All of the Company's outstanding notes receivable are with an entity controlled by a director of the Company. All of the Company's debt is with eBanker, a subsidiary of Global Med's parent Company. The Company attempts to reduce interest rate risk by negotiating terms on its notes receivable and debt with eBanker that are consistent with current market rates. As a result of Global Med's relationships with these related parties, the terms of the notes receivable and financing agreement may not be indicative of those that would have resulted if Global Med were unaffiliated with these entities.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA.**

The Financial Statements that constitute Item 8 are attached at the end of this Annual Report on Form 10-K.

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None not previously reported.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT**

**Identification Of Directors and Executive Officers**

The following sets forth certain information with respect to the officers and directors of the Company.

| Name                   | Age | Position   | Officer or<br>Director Since |
|------------------------|-----|--|------------------------------|
| -----                  | --- | -----  | -----                        |
| Michael I. Ruxin, M.D. | 56  | Chairman of the Board and<br>Chief Executive Officer | 1989                         |

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT; COMPLIANCE WITH SECTION 16**

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|                        |    |   |      |
|------------------------|----|---|------|
| Fai H. Chan            | 57 | Director  | 1998 |
| Robert H. Trapp        | 46 | Director  | 1998 |
| Kwok Jen Fong          | 52 | Director  | 1998 |
| Jeffrey M. Busch       | 44 | Director  | 1998 |
| Gary L. Cook           | 44 | Director, Acting Principal<br>Financial Officer and Treasurer                 | 1998 |
| Gordon E. Segal, M.D.  | 50 | Director  | 1997 |
| Gerald F. Willman, Jr. | 44 | Director and Wyndgate Vice<br>President International Business<br>Development | 1995 |
| Tony T.W. Chan         | 27 | Director  | 1999 |
| Thomas F. Marcinek     | 48 | President and Chief Operating<br>Officer                                      | 1998 |
| Soo Theng Lua          | 54 | Director  | 2002 |
| David T. Chen          | 66 | Director  | 2002 |

The directors of the Company are elected to hold office until the next annual meeting of shareholders and until their respective successors have been elected and qualified. Officers of the Company are elected by the Board of Directors and hold office until their successors are elected and qualified.

The following sets forth biographical information concerning the Company's directors and executive officers for at least the past five years. With the exception of Gary Cook, all of the following persons who are executive officers of the Company are full time employees of the Company.

**Michael I. Ruxin, M.D.**, the founder of the Company, has been an officer and director of the Company since its incorporation in 1989 and is currently the Chairman and Chief Executive Officer of the Company. Dr. Ruxin received a B.A. degree from the University of Pittsburgh and a M.D. degree from the University of Southern California. Dr. Ruxin is a licensed physician in California and Colorado.

**Fai H. Chan**, has been a Director of the Company since May 1998. He has been a Director of eVision since December 26, 1997, and Chairman of the Board of Directors and President since February 1998. Mr. Chan is the Chairman and Managing Director of Heng Fung and has been a Director of Heng Fung since September 2, 1992. Mr. Chan was elected Managing Director of Heng Fung on May 1, 1995 and Chairman on June 3, 1995. Heng Fung's primary business activities include real estate investment and development, merchant banking, the manufacturing of building material machinery, pharmaceutical products and retail fashion. Mr. Chan was the President and a Director of Asia SuperNet Corporation, (formerly Powersoft Technologies, Inc.) which owns various industrial companies, from June 1994 until January 2001 and Chief Executive Officer thereof from June 1995 until January 2001; a Director of Intra-Asia Equities, Inc., a merchant banking company, since June 1993; Executive Director of Hua Jian International Finance Co., Ltd. from December 1994 until December 1996; and Chairman of the Board of Directors of American Pacific Bank since March 1988 and Chief Executive Officer thereof between April 1991 and April 1993.

**Robert H. Trapp** has been a Director of the Company since May 1998. He has been a Director of eVision since December 1997 and the Managing Director since February 1998. Mr. Trapp was a Director of Heng Fung from May 1995 to May 2001; a Director of Inter-Asia Equities, Inc., a merchant banking company, since February 1995 and the Secretary thereof since April 1994; Director, Secretary and Treasurer of Asia SuperNet Corporation, (formerly, Powersoft Technologies Inc.), which owns various industrial companies; and the Canadian operational manager of Pacific Concord Holding (Canada) Ltd. of Hong Kong, which operates in the consumer products industry, from July 1991 until

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November 1997.

**Kwok Jen Fong** has been a Director of the Company since May 1998. Mr. Fong has been a Director of eVision since February 1998 and a Director of Heng Fung since May 1995. Mr. Fong has been a practicing solicitor in Singapore for at least the last five years.

**Jeffrey M. Busch** has been a Director of the Company since May 1998. Mr. Busch has been a practicing attorney for over five years. Mr. Busch was a Director of eVision from February 1998 to November 2001.

**Gary L. Cook** has been a Director of the Company since 1998 and the Acting Principal Financial Officer and Treasurer since October 2000. Since 1996, he has been Secretary, Treasurer and Chief Financial Officer of eVision and oversees all accounting, internal and external reporting, treasury and cash management functions. Mr. Cook also is Treasurer of eBanker and Vice-President and Chief Financial Officer of American Fronteer Financial Corporation. From 1994 to 1996, Mr. Cook was self-employed as the principal of a small venture where he researched, directed and managed the start up and development of a small business. From 1982 to 1994, he worked for KPMG LLP lastly of which he was a senior manager responsible for all auditing services for several clients in various financial and other industries. Mr. Cook also directed the training, management and evaluation of staff, developed and implemented accounting, financial reporting and Securities and Exchange Commission reporting systems for major growth companies. Mr. Cook received a B.A. in Accounting from Brigham Young University in 1982 and is a member of the Colorado Society of Certified Public Accountants and the American Institute of Certified Public Accountants.

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**Gordon E. Segal, M.D.**, has been a Director of the Company since April 1997. Since December 1995, he has been co-founder and principal of M & S Ventures, a privately held investment venture capital firm specializing in biotechnology and health care companies. From January 1992 to December 1995, Dr. Segal was a private venture capitalist. Dr. Segal received a B.A. degree in 1973 from Southern Methodist University and a M.D. degree in 1978 from the University of Tennessee. Dr. Segal is a licensed physician in New York and is a board-certified anesthesiologist.

**Gerald F. Willman, Jr.** has been a Director of the Company and a Vice President of the Wyndgate division since May 1995 and Chief Financial Officer from April through August 1998. Mr. Willman was director and then a Vice President of The Wyndgate Group, Ltd., from 1984 to 1995 and was responsible for the overall design and development of the products developed by The Wyndgate Group, Ltd., including research of new technologies. Prior to his employment at The Wyndgate Group, Ltd., he was employed as a development team leader at Systems Research, Inc. Mr. Willman received a B.S. degree from Hampden Sydney College and M.B.A. degree from National University.

**Tony T.W. Chan** has been a Director of the Company since December 1999. Mr. Chan has been the Chief Operating Officer and Director of eVision since 1999. From 1998 to April 1999, Mr. Chan worked as an Investment Banker for Commerzbank, Global Equities, Hong Kong, involved in the establishment of a new regional business center in Hong Kong. From 1996 to 1998, Mr. Chan worked for Peregrine Derivatives specializing in Asian equity financial products. Mr. Chan received a Bachelor of Commerce degree in Finance with honors from the University of British Columbia. Mr. Chan is also a director of American Pacific Bank and eBanker.

**Thomas F. Marcinek** was elected as President and Chief Operating Officer in March 1998. From 1994 until joining the Company, he was the President and owner of Prax Information Systems, Wantagh, New York, a practice management software consulting company. From 1990-1994, he was the President of the Data Technologies Group, a division of Henry Schein, Inc., Melville, New York. From 1985-1990, he was the Vice President of MIS for that same company.

**Soo Theng Lua** has been a director of the Company since March 13, 2002. Mr. Lua has been Executive Chairman of ACPS Investments Pte Ltd, Singapore, which manages investments in manufacturing and securities, since December 2001. Mr. Lua also has been a Director since 1984, and was Managing Director and Principal Consultant from June 2001 to December 2001, of DL Management Consultants Pte Ltd, Singapore, which conducts financial and management consulting projects. From February 1997 to May 2001, he was Director (Institutional Sales) of Ong & Co Pte Ltd, Singapore, which markets and trades securities on the Singapore Exchange. Mr. Lua has been a member of the United Kingdom Chartered Institute of Management Accountants since 1973 and member of the Singapore Institute of Certified Public Accountants since 1973. Mr. Lua received a Bachelor's Degree in Accountancy (B.Acc) from the then University of Singapore in 1973 (now known as National University of Singapore).

**David T. Chen** has been a director of the Company since March 13, 2002. Mr. Chen has been a Director, the Chief Executive Officer and President of American Pacific Bank, Portland, Oregon since 1993, and was a Director of eBanker USA.com, Inc. until January 2002. Mr. Chen

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received a B.A. in Public Administration from Taiwan National Chung-Hsin University in 1959, a M.A. in Political Science from the University of Oregon in 1966 and a B.A. in Math from the University of Washington in 1972.

### Family Relationships

Mr. Tony T.W. Chan is the son of Mr. Fai H. Chan. Both are directors of the Company.

### Involvement In Certain Legal Proceedings

No event required to be reported hereunder has occurred during the past five years.

### Compliance With Section 16(a) Of The Exchange Act

In Item 12 of the Board of Directors, and as such have not been included in the Security Ownership of Beneficial owners. The Company will file a Form 8-K updating this information in the near future. Based on information provided to the Company, it is believed that all of the Company's directors, executive officers and persons who own more than 10% of the Company's common stock were in compliance with Section 16(a) of the Exchange Act of 1934 during the last fiscal year, except as follows: (i) Fai H. Chan, Online Credit International and eCredit each failed to timely file two Forms 4 and one Form 5 with respect to six transactions involving securities of which they are indirect/beneficial owners; however, one of the transactions was disclosed on a timely filed Form 4 by the direct owner of the securities at issue; (ii) Online Credit, eVision and eBanker each failed to timely file one Form 4 and one Form 5 with respect to five transactions; and (iii) Gordon E. Segal failed to timely file two Forms 4 with respect to two transactions. It also has come to the Company's attention that in addition to the Section 16(a) disclosures contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Fai H. Chan, Online Credit International and eCredit each failed to timely file two Forms 4 and one Form 5 with respect to four transactions involving securities of which they are indirect/beneficial owners during fiscal year 1999; however, these transactions were disclosed on timely filed Forms 4 by the direct owners of the securities at issue. No Forms 5 were filed by any of the officers, directors or 10% or more beneficial owners of the Company's common stock during the last fiscal year. However, to the best of the Company's knowledge, other than as set forth above, all transactions by such persons otherwise required to be filed on a form 5 were previously reported on a Form 4 and, therefore, no Form 5 was required to be file.

In May 1998, in connection with the April 1998 Financing Agreements, Fai H. Chan, Online Credit International and certain affiliated persons and entities filed a Schedule 13D with the Securities and Exchange Commission to disclose their beneficial ownership of the Company's common stock. Pursuant to the Securities and Exchange Commission Rule 13d-2(a), if there is a 1% or greater increase or decrease in the percentage of the class of securities beneficially owned by the reporting persons, an amendment to the Schedule 13D is required to be filed with the Securities and Exchange Commission. Since May 1998, Fai H. Chan, Online Credit International and their affiliates have periodically increased their beneficial ownership of the Company's common stock by more than 1%. Although no amendments to the Schedule 13D have been filed, the transactions were disclosed on Forms 4 filed by Fai H. Chan, Online Credit and their affiliates. In addition, by virtue of eBanker's exercise of warrants to purchase 8 million shares of the Company's common stock in November 2000, Fai H. chan, Online Credit and their affiliates now own over 50% of the Company's common stock. Forms 4 have been filed with respect to this transaction and an amendment to the Schedule 13D with respect to all of the above-referenced transactions has been filed.

## ITEM 11. EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table sets forth information regarding compensation paid to the Company's CEO and the other executive officers of the Company who received in excess of \$100,000 of salary and bonus from the Company during the three years ended December 31, 2001:

| Name and Principal<br>Position   | Year | Annual Compensation |              |                               | Long-Term Compensation |                           |
|--|------|---------------------|--------------|-------------------------------|------------------------|---------------------------|
|  |      | Salary              | Bonuses (\$) | Restricted<br>Stock<br>Awards | Options<br>& SARs      | All Other<br>Compensation |
| Michael I. Ruxin,<br>Chairman and CEO  | 2001 | \$ 250,516          |              |                               | 0                      | \$ 16,866 (1)             |
|  | 2000 | 194,750             | ---          | ---                           | 0                      | 13,964 (2)                |
|  | 1999 | 190,000             | ---          | ---                           | 1,000,000              | 16,736 (3)                |
| Thomas F. Marcinek,<br>President and COO   | 2001 | 163,539             |              |                               | 0                      | 5,400 (4)                 |
|  | 2000 | 129,904             | ---          | ---                           | 0                      | 5,400 (5)                 |
|  | 1999 | 125,000             | ---          | ---                           | 500,000                | 10,871 (6)                |
| Gerald F. Willman, Jr.<br>Director and<br>Wyndgate Vice<br>President<br>International<br>Business<br>Development         | 2001 | 105,000             | ---          | ---                           | ---                    | ---                       |
|  | 2000 | 105,142             | ---          | ---                           | ---                    | ---                       |
|  | 1999 | 100,000             | ---          | ---                           | ---                    | ---                       |
| Alan K. Geddes<br>Vice President -<br>Finance, Chief<br>Financial Officer<br>and Treasurer<br>(through July 17,<br>2000) | 2000 | 98,752              | ---          | ---                           | ---                    | 2,586 (7)                 |
|  | 1999 | 125,000             | ---          | ---                           | 200,000 (9)            | 17,139 (8)                |

- (1) Dr. Ruxin received \$5,912 per annum in life insurance premiums and a \$913 per month car allowance.
- (2) Dr. Ruxin received \$3,800 per annum in life insurance premiums and a \$847 per month car allowance.
- (3) Dr. Ruxin received \$3,800 per annum in life insurance premiums and a \$1,078 per month car allowance.
- (4) Mr. Marcinek received a \$450 per month car allowance during 2001.
- (5) Mr. Marcinek received a \$450 per month car allowance during 2000.
- (6) Mr. Marcinek received a \$450 per month car allowance and \$5,471 for cost of an apartment in Sacramento, California for the first six months of 1999.
- (7) Mr. Geddes received a \$431 per month car allowance during the first six months of fiscal year 2000. Mr. Geddes resigned from the Company on July 17, 2000.
- (8) Mr. Geddes received a \$400 per month car allowance and \$12,339 for cost of an apartment in Sacramento, California for the year 1999.
- (9) All of the Stock Options granted to Mr. Geddes were cancelled in accordance with their terms as of October 31, 2000.

**Stock Option Plans and Other Issuances**

In the second quarter of 2001, the Company adopted the 2001 Stock Option Plan ( 2001 Plan ). The 2001 Plan provides for the issuance of options to purchase up to 15 million registered shares of common stock to employees, officers, directors and consultants of the Company. Options may be granted as incentive stock options or as nonqualified stock options. Only employees of the Company are eligible to receive Incentive Options. The 2001 Plan expires on December 28, 2010. As of December 31, 2001, options to purchase 80 thousand shares of the Company's common stock at a weighted average exercise price of \$0.96 per share through 2001 were outstanding under the 2001 Plan, of which 14 thousand options to purchase shares were exercisable.

The Second Amended and Restated Stock Option Plan (Plan) provides for the issuance of options to purchase up to 2.2 million registered shares of common stock to employees, officers, directors and consultants of the Company. Options may be granted as incentive stock or as nonqualified stock options. Only employees of the Company are eligible to receive Incentive Options. The Plan expired on May 31, 2000. As of December 31, 2001, options to purchase 1.251 million shares of the Company's common stock at a weighted average exercise price of \$1.14 per share were outstanding under the Plan, of which 985 thousand options to purchase shares were exercisable.

The Company also periodically grants options to purchase shares of restricted common stock. The shares underlying these options are not registered under the 1933 Act. As of December 31, 2001, there were options to purchase 4.927 million shares of common stock at a weighted average exercise price of \$0.96 outstanding, of which 1.978 million were exercisable at December 31, 2001.

In the second quarter of 2001, the Company amended the 1997 Stock Compensation Plan. The amended 1997 Stock Compensation Plan provides for the issuance of up to 1 million registered shares of common stock to employees, consultants and others involved in the Company's business. A total of 200,000 shares of common stock of Global Med have been issued under the stock compensation plan as of December 31, 2001.

**Option Grants Table**

No options were granted to the Company's Executive Officers during the year ended December 31, 2001.

**Aggregated Option Exercises In 2001 And Year-End Option Values/Table**

| Name               | Shares<br>Acquired<br>on Exercise | Realized | Number of<br>Unexercised<br>Options at<br>Year end<br>Unexercisable | Value of<br>Unexercised<br>In-the-Money<br>Options at<br>year-end<br>(\$)<br>Unexercisable (1) |
|--------------------|-----------------------------------|----------|---|--|
| Michael I. Ruxin   | ---                               | ---      | 250,000 / 2,000,000   | \$ 0 / 700,000   |
| Thomas F. Marcinek | ---                               | ---      | 430,000 / 570,000   | 0 / 350,000  |
| Gerald F. Willman  | ---                               | ---      | 130,000 / 20,000  | 0 / 0  |
| Gary L. Cook       | ---                               | ---      | 40,000 / 10,000   | 0 / 0  |

No options were exercised during 2001 by the Company's executive officers.

(1) Based on the closing bid price of the Company's Stock of \$0.70 per share on December 31, 2001.

**Long-Term Incentive Plan ( LTIP ) Awards Table**

No long term incentive plan awards were granted by the Company to any of the executive officers or directors of the Company during the year ended December 31, 2001.

**Compensation Of Directors**

**Standard Arrangements.** Members of the Company's Board of Directors are not compensated in their capacities as board members. However, the Company reimburses all of its officers, directors and employees for accountable expenses incurred on behalf of the Company. Currently, the Company does not pay any directors fees for attendance at board meetings.

**Other Arrangements.** During 2001, the Company issued 300 thousand shares of unregistered common stock to a director. The Company recognized \$203 thousand in compensation expense associated with these sales as the stock was issued for performance of services not associated with being a director. During 2000, the Company also authorized the issuance of 35 thousand common shares to a director. Of the 35 thousand authorized shares, 7 thousand had been issued as of December 31, 2001. These shares will be issued at a rate of 7 thousand a year as they are earned. These shares were valued at \$37 thousand, and \$15 thousand in compensation expense was recognized during 2001 related to these shares. The Company has no other arrangements pursuant to which any director of the Company was compensated during the year ended December 31, 2001 for services as a director.

On August 1, 1998, the Company entered into an employment agreement with Dr. Ruxin for a period of three years commencing August 1, 1998. The initial term of this agreement was extended for an additional two years beyond the initial term (creating a term of five years from August 1, 1998). Under the agreement, Dr. Ruxin receives a salary of \$190 thousand per year and certain other fringe benefits. Dr. Ruxin's employment agreement includes a cost-of-living increase, plus any other increase which may be determined from time to time at the discretion of the Company's Board of Directors. In July 2001, the Board of Directors authorized an increase in Dr. Ruxin's salary to \$250 thousand per year. Dr. Ruxin's employment under the employment agreement may be terminated by Dr. Ruxin upon the sale by the Company of substantially all of its assets, a decision by merger or consolidation of the Company to terminate its business and liquidate its assets, the Company with another entity or an agreement to such a merger or consolidation or any other type of reorganization, or if the Company makes a general assignment for the benefit of creditors, files for voluntary bankruptcy or if a petition for the involuntary bankruptcy of the Company is filed in which an order for relief is entered and remains in effect for a period of thirty days or more, or if the Company seeks, consents to, or acquiesces in the appointment of a trustee, receiver or liquidator of the Company or any material part of its assets. Dr. Ruxin's employment under the employment agreement also may be terminated by reason of Dr. Ruxin's death or disability or for cause as set forth in the employment agreement. If the Company for any reason other than cause or permanent disability terminates the agreement, the Company must pay Dr. Ruxin compensation, benefits and incentives at the rate in effect at termination for twenty-four months following the date of termination. Pursuant to Dr. Ruxin's Employment Agreement, the Company authorized the issuance to Dr. Ruxin of a nonqualified stock option to purchase 1 million shares of the Company's common stock at \$0.75 per share, exercisable when the Corporation's annual audited financial statements reflect earnings of \$0.01 per share, or after a vesting period of sixty months. The options expire 10 years from the date of grant.

On August 1, 1998, the Company also entered into an employment agreement with Thomas F. Marcinek for a period of three years commencing August 1, 1998. The initial term of this agreement was extended for an additional two years beyond the initial term (creating a term of five years from August 1, 1998). Under the agreement, Mr. Marcinek receives a salary of \$125 thousand per year and certain other fringe benefits. Mr. Marcinek's employment agreement includes an annual cost-of-living increase, plus any other increase which may be determined from time to time at the discretion of the Company's Board of Directors. In January 2002, Mr. Marcinek's salary was increased to \$175 thousand per year. The agreement also contains non-solicitation and annual incentive compensation provisions, subject to Board of Directors approval.

Pursuant to the agreement in 1998, Mr. Marcinek received incentive stock options under the Company's Stock Option Plan, as amended, to purchase an aggregate of 350 thousand shares of the Company's common stock. The options vest at the rate of 20% per year over a period of five years. If the Company (i) sells substantially all its assets, or (ii) merges or consolidates with another entity or otherwise reorganizes or (iii) terminates Mr. Marcinek for any reason other than for cause prior to the expiration of the agreement, then the entire 350 thousand in options shall become 100% vested and immediately exercisable.

Mr. Marcinek may terminate his employment under the employment agreement under the same circumstance as set forth in Dr. Ruxin's employment agreement. If the Company for any reason other than cause or permanent disability terminates Mr. Marcinek's employment



agreement, the Company must pay Mr. Marcinek compensation, benefits and incentives at the rate in effect at termination for twelve months following the date of termination.

During 1999, the Board of Directors approved salary increases for Ruxin and Marcinek. The increases range from 15% to 20% and are payable effective August 1, 1999, when the Company has achieved positive cash flow from operations. The Board of Directors also approved bonuses in amounts of \$50 thousand and \$25 thousand for Ruxin and Marcinek, respectively, payable when the Company has achieved positive cash flow from operations and approval of the Board of Directors. In July 2001, the Board of Directors authorized payment of a portion of the accrued salary increases to Dr. Ruxin and Mr. Marcinek. The Board of Directors authorized that \$50 thousand be paid to Dr. Ruxin and \$25 thousand be paid to Mr. Marcinek of the accrued salaries due them. During 2001, Dr. Ruxin was paid approximately \$27 thousand of the accrued salary increase due him and Mr. Marcinek was paid approximately \$14 thousand of the accrued salary due him. The remaining \$34 thousand unpaid balance of the accrued salary increase payments authorized by the Board of Directors in July 2001 will be paid during 2002.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The Company is currently controlled by Online International and its principals, Fai H. Chan, Kwok Jen Fong, Robert H. Trapp and Tony T. W. Chan, which have appointed six of the nine members of the Board of Directors of the Company. These directors are Fai H. Chan, Kwok Jen Fong, Robert H. Trapp, Tony T. W. Chan, Gary L. Cook and Jeffrey M. Busch. In addition, Online International and its subsidiaries currently own 14.260 million shares of the Company's common stock and warrants which may be exercised and/or converted into 12.3 million shares of the Company's common stock. Online International owns 98.6% of eCredit Singapore (PTE) Ltd., which, in turn, owns 100% of Online Credit. Online International also owns approximately 38% (beneficially approximately 67%) of the outstanding common stock of eVision. eVision owns 40% of the outstanding common stock of eBanker. Online International beneficially owns 11.210 million shares of the Company's common stock; 1 million warrants of the Company's common stock, exercisable at \$0.25 per share until April 14, 2008; 10.168 million warrants of the Company's common stock exercisable at \$0.50 per share until April 14, 2001. eVision owns 100% of the outstanding common stock of AFFC. AFFC owns warrants to purchase 46 thousand units at \$11.55 per unit, exercisable until February 11, 2003, each unit consisting of two shares of common stock and a warrant to purchase one share of common stock at \$7.51, exercisable until February 11, 2003. eVision owns a warrant to purchase 1 million shares of the Company's common stock, exercisable at \$0.25 per share until April 14, 2008.

During 2001, the Company issued eBanker a total of 1.747 million unregistered shares of common stock of the Company in lieu of interest payments through July 1, 2003 on the \$3.829 million note payable to eBanker.

**Security Ownership of Beneficial Owners**

The following table sets forth, as of February 28, 2002, the ownership of the Company's common stock, based upon 24.425 million shares of common stock outstanding, by (i) each director and executive officer of the Company, (ii) all directors and executive officers of the Company as a group, and (iii) all persons known by the Company to beneficially own more than 5% of the Company's common stock.

|            |        | Amount and Nature of Beneficial Owners                 |
|------------|--------|--|
|            |        | -----  |
| Percent of | Shares | Combined<br>Shares of<br>Common<br>Stock and<br>Shares |

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| Name and Address  | Position With Company   | Shares of Common Stock | Common Stock Out- Standing | Underlying Derivative Securities | Underlying Derivative Securities |
|---|---|------------------------|----------------------------|----------------------------------|----------------------------------|
| Michael I. Ruxin, M.D.<br>12600 W. Colfax<br>Suite C-420<br>Lakewood, CO 80215                      | Chairman of the Board and Chief Executive Officer                                       | 456,000                | 1.9%                       | 256,250 (3)                      | 712,250                          |
| Fai H. Chan (1)<br>2601, Island Place Tower<br>510 King's Road<br>North Point, Hong Kong            | Director  | 14,260,195 (4)         | 58.4%                      | 12,574,730 (5)                   | 26,834,925                       |
| Jeffrey M. Busch<br>3828 Kennett Pike<br>Suite 206<br>Greenville, DE 19807                          | Director  | 456,000                | 1.9%                       | 1,000,000 (6)                    | 1,456,000                        |
| Gerald F. Willman, Jr.<br>4925 Robert J. Mathews<br>Parkway, Suite 100<br>El Dorado Hills, CA 95762 | Director and Vice President- International Business Development (Wyndgate Technologies) | 882,514 (7)            | 3.6%                       | 134,000 (8)                      | 1,016,514                        |
| Gordon E. Segal, M.D.<br>340 W. 57th Apt.95<br>New York, NY 10019                                   | Director  | 450,000                | 1.8%                       | 80,250 (9)                       | 530,250                          |
| Thomas F. Marcinek<br>4925 Robert J. Mathews<br>Parkway, Suite 100<br>El Dorado Hills, CA 95762     | President and Chief Operating Officer   | 20,500                 | 0.1%                       | 430,000 (10)                     | 450,500                          |
| 30  |   |                        |                            |                                  |                                  |
| Kwok Jen Fong<br>7 Tamasek Blvd.<br>#43-03 Suntec<br>Tower One<br>Singapore 038987                  | Director  | -0-                    | 0.0%                       | 150,000 (11)                     | 150,000                          |
| Gary L. Cook<br>1888 Sherman Street<br>Suite 500<br>Denver, CO 80203                                | Director, Acting Principal Financial and Accounting                                     | 14,000                 | 0.1%                       | 40,000 (12)                      | 54,000                           |

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|  | Officer and<br>Treasurer |                 |       |                 |  |            |
|--|--------------------------|-----------------|-------|-----------------|--|------------|
| Robert H. Trapp<br>1888 Sherman Street<br>Suite 500<br>Denver, CO 80203            | Director                 | -0-             | 0.0%  | 40,000 (13)     |  | 40,000     |
| Kim Geist<br>12600 W. Colfax<br>Suite C-420<br>Lakewood, CO 80215                  | Secretary                | -0-             | 0.0%  | 16,000 (14)     |  | 16,000     |
| Tony T.W. Chan<br>1888 Sherman Street<br>Suite 500<br>Denver, CO 80203             | Director                 | -0-             | 0.0%  | 20,000 (15)     |  | 20,000     |
| Soo Theng Lua<br>6 Everton Park #01-18<br>Singapore 080006                         | Director                 | -0-             | 0.0%  | -0-             |  | -0-        |
| David T. Chen<br>315 SW 5th Avenue, Suite 201<br>Portland, OR 97204                | Director                 | -0-             | 0.0%  | -0-             |  | -0-        |
| All Directors and Executive<br>Officers as a group (13<br>persons)                 |                          | 16,539,209      | 67.7% | 14,741,230      |  | 31,280,439 |
| Heng Fung<br>2601, Island Place Tower<br>510 King's Road<br>North Point, Hong Kong | None                     | 14,260,195 (16) | 58.4% | 12,324,730 (17) |  | 26,584,925 |

- (1) Fai H. Chan is an officer, director and 11.8% shareholder of Heng Fung and, therefore, is a beneficial owner of the shares beneficially owned by Online Credit International and its subsidiaries. Fong, Trapp, Busch, Cook and Tony T. W. Chan are also officers, directors and/or shareholders of Heng Fung and/or certain of its subsidiaries; however, they disclaim beneficial ownership of the shares beneficially owned by Online Credit International and its subsidiaries. Online Credit International owns 98.6% of the outstanding common stock of Heng Fung Capital (S) Limited ( Heng Fung Capital ). Heng Fung Capital owns 100% of the outstanding common stock of Online Credit Ltd., f.k.a. Heng Fung Finance Company Limited ( Online Credit Ltd. ) and approximately 31% (beneficially approximately 76%) of the outstanding common stock of eVision USA.Com, Inc., formerly known as Fronteer Financial Holdings Ltd. ( eVision ). eVision owns a majority of the outstanding common stock of eBanker USA.com, Inc., formerly Fronteer Development Finance, Inc. ( eBanker ), and 100% of the outstanding common stock of American Fronteer Financial Corporation, formerly RAF Financial Corporation ( AFFC ), and the underwriter of the Company's initial public offering. Online Credit Ltd. owns 2,000,000 shares of the Company's common stock. eBanker owns: (i) 11,210,195 shares of the Company's common stock; (ii) warrants to purchase 1,000,000 shares of the Company's Common Stock, exercisable at \$0.25 per share until April 14, 2008; and (iii) warrants to purchase 10,186,430 shares of the Company's common stock through July 1, 2011, eVision owns: (i) 1,050,000 shares of the Company's common stock; and (ii) warrants to purchase 1,000,000 shares of the Company's common stock, exercisable at \$0.25 per share until April 14, 2008. AFFC owns warrants to purchase 46,100 units at \$11.55 per unit, exercisable until February 11, 2003, each unit consisting of two shares of the Company's common stock and a warrant to purchase one share of the Company's common stock at \$7.51, exercisable until February 11, 2003.

- (2) Calculated pursuant to Rule 13d-3(d) of the 1934 Act. Unless otherwise stated below, each such person has sole voting and investment power with respect to all such shares and, under Rule 13d-3(d), shares not outstanding which are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but are not deemed outstanding for the purpose of calculating the percentage owned by each other person listed.
- (3) Includes 6,250 shares underlying warrants issued in connection with the purchase of 10% Notes and 250,000 shares underlying options. Does not include 2,000,000 shares underlying options which are not exercisable within 60 days of the date hereof.
- (4) Includes the following shares owned by subsidiaries of Online Credit International, of which Mr. Chan is an officer, director and 11.8% shareholder: (i) 2,000,000 shares owned by Online Credit Ltd.; (ii) 11,210,195 shares owned by eBanker; and (iii) 1,050,000 shares owned by eVision.
- (5) Includes the following shares underlying derivative securities owned by subsidiaries of Heng Fung, of which Mr. Chan is an officer, director and 11.8% shareholder: (i) 11,186,430 shares underlying warrants owned by eBanker; (ii) 1,000,000 shares underlying warrants owned by eVision; (iii) 138,300 shares underlying warrants to purchase 46,100 units, each unit consisting of 2 shares of common stock and one warrant, owned by AFFC. Also includes 250,000 shares underlying options issued to Mr. Chan for services as a director of the Company.
- (6) Includes 400,000 shares underlying options and 600,000 shares underlying warrants.
- (7) Includes 346,481 shares owned by Lori J. Willman, the spouse of Mr. Willman.
- (8) Includes 130,000 shares underlying options owned by Mr. Willman and 4,000 shares underlying options owned by Lori J. Willman, the spouse of Mr. Willman. Does not include 20,000 shares underlying options owned by Mr. Willman and 6,000 shares underlying options owned by Mrs. Willman which are not exercisable within 60 days of the date hereof. Mr. Willman has granted individual options to certain employees of Wyndgate Technologies to purchase all or any part of 109,434 of his shares of the Company, exercisable until September 21, 2005.
- (9) Includes 6,250 shares underlying warrants issued in connection with 10% Notes and 74,000 shares underlying options. Does not include 6,000 shares underlying options which are not exercisable within 60 days of the date hereof.
- (10) Includes 430,000 shares underlying options. Does not include 570,000 options which are not exercisable within 60 days of the date hereof.
- (11) Includes 150,000 shares underlying options.
- (12) Includes 40,000 shares underlying options. Does not include 10,000 shares underlying options which are not exercisable within 60 days of the date hereof. Does not include 21,000 shares which do not vest within 60 days of the date hereof.
- (13) Includes 40,000 shares underlying options. Does not include 10,000 shares underlying options which are not exercisable within 60 days of the date hereof.
- (14) Includes 16,000 shares underlying options. Does not include 4,000 shares underlying options which are not exercisable within 60 days of the date hereof.
- (15) Includes 20,000 shares underlying options. Does not include 30,000 shares underlying options which are not exercisable within 60 days of the date hereof.
- (16) Includes the following shares owned by subsidiaries of Heng Fung: (i) 2,000,000 shares owned by Online Credit Ltd.; (ii) 11,210,195 shares owned by eBanker; and (iii) 1,050,000 shares owned by eVision.
- (17) Includes the following shares underlying derivative securities owned by subsidiaries of Online Credit International: (i) 11,186,430 shares underlying warrants owned by eBanker; (ii) 1,000,000 shares underlying warrants owned by eVision; and (iii) 138,300 shares underlying warrants to purchase 46,100 units, each unit consisting of two shares of common stock and one warrant, owned by AFFC.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The Board of Directors of the Company has adopted resolutions that no business transaction, loan or advance will be made by the Company to any officer, director or holder of more than 5% of the Company's common stock, or any affiliate thereof, unless it has been established that a bona fide business purpose exists, that all future transactions between the Company and its officers, directors, or principal shareholders, or any affiliate of any of such person, must be approved or ratified by a majority of the disinterested directors of the Company, and the terms of such transaction must be no less favorable to the Company than could have been realized by the Company in an arms-length transaction with an unaffiliated person. The Company believes that all ongoing transactions with the Company's affiliates are on terms no less favorable than could be obtained from unaffiliated third parties.

The Board of Directors of the Company adopted a resolution in July 1996 that provides that the areas of business in which the Company shall be interested for the purpose of the doctrine of corporate opportunities shall be the business of information management software products and services. Any business opportunity which falls within such areas of interest must be brought to the attention of the Company for acceptance or rejection prior to any officer or director of the Company taking advantage of such opportunity. Any business opportunity outside such areas of interest may be entered into by any officer or director of the Company without the officer or director first offering the business opportunity to the Company.

Dr. Ruxin has personally guaranteed \$650 thousand plus pro rata interest of the outstanding loan balance with eBanker associated with the November 19, 2000 Loan Agreement. The personal guarantee is limited to certain of Dr. Ruxin's assets.

**PART IV**

**ITEM 14. EXHIBITS, FINANCIAL SCHEDULES AND REPORTS ON FORM 8-K**

**(a) Exhibits.**

See EXHIBIT INDEX on page 35

**(b) Current Reports on Form 8-K:**

There were no Current Reports on Form 8-K filed during the fourth quarter ended December 31, 2001.

**Independent Auditors' Report**

**Board of Directors  
Global Med Technologies, Inc. and subsidiary**

We have audited the accompanying consolidated balance sheet of Global Med Technologies, Inc. and subsidiary as of December 31, 2001, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Global Med Technologies, Inc. and subsidiary as of December 31, 2001, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Ehrhardt Keefe Steiner &Hottman PC

Denver, Colorado  
March 8, 2002

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### **Independent Auditors Report**

#### **Board of Directors Global Med Technologies, Inc. and Subsidiary**

We have audited the accompanying consolidated balance sheets of Global Med Technologies, Inc. and Subsidiary as of December 31, 2000 and 1999, and the related consolidated statements of operations, stockholders' deficit and cash flows for the years ended December 31, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Global Med Technologies, Inc. and Subsidiary as of December 31, 2000, and the results of their operations and their cash flows for the years ended December 31, 2000 and 1999 in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Denver, Colorado  
April 12, 2001

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS  
(In thousands)**

|  | December 31, |         |
|--|--------------|---------|
|  | 2001         | 2000    |
| ASSETS   |              |         |
| -----  |              |         |
| CURRENT ASSETS:  |              |         |
| Cash and cash equivalents .....  | \$ 677       | 1,210   |
| Accounts receivable-trade, net of allowance for uncollectible accounts<br>of \$181 and \$50, respectively .....          | 778          | 789     |
| Accrued revenues, net of allowance for uncollectible accounts of<br>\$76 and \$15, respectively .....                    | 426          | 232     |
| Prepaid expenses and other assets .....  | 83           | 105     |
|  | 1,964        | 2,336   |
| EQUIPMENT, FURNITURE AND FIXTURES, AT COST:  |              |         |
| Furniture and fixtures .....   | 270          | 270     |
| Machinery and equipment .....  | 297          | 208     |
| Computer hardware and software .....   | 1,660        | 1,623   |
|  | 2,227        | 2,101   |
| Less accumulated depreciation and amortization .....   | (1,982)      | (1,728) |
|  | 245          | 373     |
| DEFERRED FINANCING COSTS, RELATED PARTY,<br>net of accumulated amortization of none and \$390, respectively .....        | --           | 189     |
| CAPITALIZED SOFTWARE DEVELOPMENT COSTS,<br>net of accumulated amortization of \$2,455 and \$1,858,<br>respectively ..... | 808          | 1,177   |
| NOTE RECEIVABLE, RELATED PARTY .....   | 80           | --      |
| OTHER ASSETS .....   | 70           | 273     |
|  | \$ 3,167     | 4,348   |
|  | 3,167        | 4,348   |

See accompanying notes to the consolidated financial statements.

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GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS (CONTINUED)  
(In thousands)

|  | December 31, |          |
|--|--------------|----------|
|  | 2001         | 2000     |
|  | ----         | ----     |
| LIABILITIES AND STOCKHOLDERS' DEFICIT  |              |          |
| -----  |              |          |
| CURRENT LIABILITIES:   |              |          |
| Accounts payable .....   | \$ 262       | 465      |
| Accrued expenses .....   | 702          | 888      |
| Accrued payroll .....  | 215          | 159      |
| Accrued compensated absences .....   | 429          | 378      |
| Noncompete accrual .....   | 35           | 35       |
| Deferred revenue .....   | 1,333        | 1,299    |
| Current portion of capital lease obligations .....   | 76           | 137      |
|  | -----        | -----    |
| Total current liabilities .....  | 3,052        | 3,361    |
| DEFERRED REVENUE, less current portion .....   | 781          | 838      |
| CAPITAL LEASE OBLIGATIONS, less current portion .....  | 107          | 65       |
| FINANCING AGREEMENTS, RELATED PARTY .....  | 3,829        | 3,829    |
|  | -----        | -----    |
| Total liabilities .....  | 7,769        | 8,093    |
|  | -----        | -----    |
| COMMITMENTS AND CONTINGENCIES (Notes 2, 4, 5 and 9)  |              |          |
| STOCKHOLDERS' DEFICIT:   |              |          |
| Preferred stock, \$.01 par value: Authorized shares - 10,000;<br>none issued or outstanding .....  | --           | --       |
| Common stock, \$.01 par value: Authorized shares - 90,000;<br>issued and outstanding shares-24,256 and 22,229 at December 31,<br>2001 and 2000 ..... | 243          | 222      |
| Additional paid-in capital .....   | 34,357       | 32,482   |
| Warrants and interest, parent company .....  | (1,063)      | --       |
| Accumulated deficit .....  | (38,139)     | (36,449) |
|  | -----        | -----    |
| Total stockholders' deficit .....  | (4,602)      | (3,745)  |
|  | -----        | -----    |
| Total liabilities and stockholders' deficit .....  | \$ 3,167     | 4,348    |
|  | =====        | =====    |

See accompanying notes to the consolidated financial statements.



**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share information)

|   | Year Ended December 31 |         |         |
|---|------------------------|---------|---------|
|   | 2001                   | 2000    | 1999    |
|   | ----                   | ----    | ----    |
| <b>REVENUES:</b>  |                        |         |         |
| License fees, maintenance and usage fees ..                   | \$ 4,869               | 3,516   | 3,887   |
| Implementation and consulting services ....                   | 1,355                  | 863     | 1,268   |
| Hardware sales .....  | --                     | --      | 235     |
|   | -----                  | -----   | -----   |
|   | 6,224                  | 4,379   | 5,390   |
|   | -----                  | -----   | -----   |
| <b>COST OF REVENUES:</b>                                      |                        |         |         |
| License fee, maintenance and usage fees ...                   | 1,460                  | 1,124   | 1,466   |
| Implementation and consulting services ....                   | 1,050                  | 505     | 1,234   |
| Hardware sales .....  | --                     | --      | 247     |
|   | -----                  | -----   | -----   |
|   | 2,510                  | 1,629   | 2,947   |
|   | -----                  | -----   | -----   |
| Gross profit .....  | 3,714                  | 2,750   | 2,443   |
| <b>OPERATING EXPENSES:</b>                                    |                        |         |         |
| General and administrative .....                              | 2,529                  | 2,766   | 2,431   |
| Sales and marketing .....                                     | 1,545                  | 1,417   | 972     |
| Research and development .....                                | 306                    | 709     | 334     |
| Depreciation and amortization .....                           | 254                    | 164     | 520     |
|   | -----                  | -----   | -----   |
| Loss from operations .....                                    | (920)                  | (2,306) | (1,814) |
| <b>OTHER INCOME (EXPENSES):</b>                               |                        |         |         |
| Interest income .....   | 25                     | 16      | 117     |
| Interest expense .....  | (25)                   | (41)    | (91)    |
| Interest expense to related party .....                       | (453)                  | (577)   | (374)   |
| Financing costs to related party .....                        | (317)                  | (1,984) | (6,039) |
| Other .....   | --                     | --      | 256     |
|   | -----                  | -----   | -----   |
| Net loss before taxes .....                                   | (1,690)                | (4,892) | (7,945) |
|   | =====                  | =====   | =====   |
| Income tax expense .....                                      | --                     | --      | --      |
|   | -----                  | -----   | -----   |
| Net loss .....  | \$ (1,690)             | (4,892) | (7,945) |
|   | =====                  | =====   | =====   |
| Basic and diluted loss per common share .....                 | \$ (0.07)              | (0.36)  | (0.75)  |
|   | =====                  | =====   | =====   |
| Weighted average number of common shares<br>outstanding ..... | 23,300                 | 13,745  | 10,554  |
|   | =====                  | =====   | =====   |

See accompanying notes to the consolidated financial statements.

**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (DEFICIT)**  
(In thousands)

|  | Common<br>Shares | Stock<br>Amount | Additional<br>paid-in<br>Capital | Warrants &<br>Interest,<br>parent<br>Company | Accumu<br>Defi |
|--|------------------|-----------------|----------------------------------|--|----------------|
|  | -----            | -----           | -----                            | -----  | -----          |
| Balances, December 31, 1998 .....                                  | 8,882            | \$ 89           | 24,884                           | --   | (23,           |
| Exercise of warrants in relation to financing agreements .....     | 2,000            | 20              | 480                              | --   | -              |
| Issuance of common stock in consideration of debt financings ..... | 156              | 1               | 175                              | --   | -              |
| Issuance of common stock for services .....                        | 100              | 1               | 81                               | --   | -              |
| Issuance of common stock for Lockup Agreement ...                  | 500              | 5               | 292                              | --   | -              |
| Fair value of options issued to consultants .....                  | --               | --              | 26                               | --   | -              |
| Fair value of amendments to warrants .....                         | --               | --              | 1,217                            | --   | -              |
| Employee stock based compensation .....                            | --               | --              | 3                                | --   | -              |
| Net loss .....   | --               | --              | --                               | --   | (7,            |
|  | -----            | -----           | -----                            | -----  | -----          |
| Balances, December 31, 1999 .....                                  | 11,638           | \$ 116          | 27,158                           | --   | (31,           |
| Exercise of warrants in relation to financing agreements .....     | 8,000            | 80              | 1,920                            | --   | -              |
| Issuance of common stock in consideration of debt financings ..... | 857              | 8               | 919                              | --   | -              |
| Exercise of stock options .....                                    | 44               | 1               | 40                               | --   | -              |
| Issuance of common stock at a discount .....                       | --               | --              | 1,129                            | --   | -              |
| Issuance of common stock for cash .....                            | 1,370            | 14              | 671                              | --   | -              |
| Issuance of common stock for services .....                        | 320              | 3               | 444                              | --   | -              |
| Fair value of options issued to consultants .....                  | --               | --              | 37                               | --   | -              |
| Contributed capital .....  | --               | --              | 164                              | --   | -              |
| Net loss .....   | --               | --              | --                               | --   | (4             |
|  | -----            | -----           | -----                            | -----  | -----          |

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Balances, December 31, 2000 ..... 22,229 \$ 222 32,482 -- (36)

See accompanying notes to the consolidated financial statements.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (DEFICIT)  
(In thousands)**

|  | Common<br>Shares | Stock<br>Amount | Additional<br>paid-in<br>Capital | Warrants &<br>Interest,<br>parent<br>Company | Accumulated<br>Deficit | Total   |
|--|------------------|-----------------|----------------------------------|--|------------------------|---------|
|  | -----            | -----           | -----                            | -----  | -----                  | -----   |
| Issuance of common stock for<br>payment of interest,<br>related party (see note 2) ..... | 1,747            | 17              | 1,171                            | --   | --                     | 1,188   |
| Prepaid interest to parent<br>company (see note 2) .....                                 | --               | --              | --                               | (681)  | --                     | (681)   |
| Issuance of warrants to<br>related party (see note 2) ...                                | --               | --              | 510                              | --   | --                     | 510     |
| eBanker warrants (see note 2) .  | --               | --              | --                               | (382)  | --                     | (382)   |
| Issuance of options<br>to consultants .....  | --               | --              | 15                               | --   | --                     | 15      |
| Issuance of common<br>shares for services .....  | 13               | 1               | 10                               | --   | --                     | 11      |
| Issuance of common shares<br>for services, related party ..                              | 267              | 3               | 169                              | --   | --                     | 172     |
| Net loss .....   | --               | --              | --                               | --   | (1,690)                | (1,690) |
|  | -----            | -----           | -----                            | -----  | -----                  | -----   |
| Balances, December 31, 2001 ....   | 24,256           | \$ 243          | 34,357                           | (1,063)                                      | (38,139)               | (4,602) |
|  | =====            | =====           | =====                            | =====  | =====                  | =====   |

See accompanying notes to the consolidated financial statements.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

|  | Year Ended December |         |
|--|---------------------|---------|
|  | 2001                | 2000    |
|  | ----                | ----    |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                   |                     |         |
| Net loss .....   | \$ (1,690)          | (4,892) |
| Adjustments to reconcile net loss to net cash used<br>in operating activities: |                     |         |
| Depreciation and amortization .....  | 254                 | 164     |
| Amortization of software development costs .....                               | 597                 | 663     |
| Amortization of financing costs, related party .....                           | 317                 | 1,984   |
| Issuance of common stock for payment of interest, related party ..             | 453                 | --      |
| Issuance of common stock, options and warrants<br>for services and other ..... | 383                 | 463     |
| Bad debt expense .....   | 95                  | --      |
| Other .....  | --                  | --      |
| Changes in operating assets and liabilities:                                   |                     |         |
| Accounts receivable-trade .....  | (24)                | (344)   |
| Accrued revenues .....   | (255)               | 92      |
| Prepaid expenses and other assets .....  | 22                  | (44)    |
| Accounts payable .....   | (203)               | 162     |
| Accrued expenses .....   | (133)               | 509     |
| Accrued payroll .....  | 56                  | 72      |
| Accrued compensated absences .....   | 51                  | (34)    |
| Deferred revenue .....   | (23)                | 635     |
|  | -----               | -----   |
| Net cash used in operating activities .....                                    | (100)               | (570)   |
|  | -----               | -----   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                   |                     |         |
| Purchases of equipment and fixtures .....                                      | (12)                | (45)    |
| Notes receivable, related party .....  | (80)                | --      |
| Proceeds from sales of property and equipment .....                            | --                  | --      |
| Increase in capitalized software development costs .....                       | (208)               | (273)   |
|  | -----               | -----   |
| Net cash used in investing activities .....                                    | (300)               | (318)   |
|  | -----               | -----   |

See accompanying notes to the consolidated financial statements.

**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**  
(In thousands)

Year Ended December 31,  
2001      2000      1999  
-----      -----      -----

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### CASH FLOWS FROM FINANCING ACTIVITIES:

|  |        |       |       |
|--|--------|-------|-------|
| Borrowings on short-term debt .....                      | \$ --  | 1,000 | 1,450 |
| Principal payments on bridge loan .....                  | --     | --    | (200) |
| Borrowings on bridge loan .....                          | --     | --    | 950   |
| Principal payments under capital lease obligations ..... | (133)  | (122) | (145) |
| Exercise of common stock options .....                   | --     | 41    | --    |
| Minority investment in subsidiary .....                  | --     | 164   | --    |
| Issuance of common stock, net offering costs .....       | --     | 685   | --    |
|  | -----  | ----- | ----- |
| Net cash used by financing activities .....              | (133)  | 1,768 | 2,055 |
|  | -----  | ----- | ----- |
| NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS ..  | (533)  | 880   | (491) |
|  | -----  | ----- | ----- |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR .....     | 1,210  | 330   | 821   |
|  | -----  | ----- | ----- |
| CASH AND CASH EQUIVALENTS AT END OF YEAR .....           | \$ 677 | 1,210 | 330   |
|  | =====  | ===== | ===== |

### SUPPLEMENTAL DISCLOSURES OF NONCASH TRANSACTIONS:

Cash paid for interest in 2001, 2000 and 1999 was \$25 thousand, \$314 thousand and \$314 thousand, respectively. Of the \$25 thousand paid in interest in 2001, none was paid to eBanker. Of the \$314 thousand in cash paid for interest in 2000 and 1999, \$273 thousand and \$224 thousand, respectively, was paid to eBanker.

During 2001, the Company entered into the following noncash transactions:

- The Company issued 1.747 million shares of common stock to eBanker in connection with the prepayment of interest. These shares were valued at \$1.188 million (see note 2).
- The Company issued warrants to purchase 10.186 million shares of the Company's common stock. These warrants were valued at \$510 thousand (see note 2).
- The Company issued 25 thousand common shares issued as consideration for intellectual property used in the development of software. These shares were valued at \$19 thousand.
- The Company issued 300 thousand shares of common stock to a Director of the Company as consideration for consulting services. These shares were valued at \$203 thousand.
- The Company issued 8 thousand shares for investor relations. These shares were valued at \$5 thousand.
- The Company acquired equipment under capital leases in the amount of \$ 114 thousand.

See accompanying notes to the consolidated financial statements.

**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**DESCRIPTION OF BUSINESS**

On May 23, 1995, The Wyndgate Group, Limited (Wyndgate) merged with National MRO, Inc. (National MRO) and National MRO changed its name to Global Data Technologies, Inc., which subsequently changed its name to Global Med Technologies, Inc. Global Med Technologies, Inc. provides information management software products and services to the health care industry.

During 1999, Global Med Technologies, Inc. formed a subsidiary, PeopleMed.com, Inc. ( PeopleMed ), a Colorado corporation, which is approximately 83% owned by the Company to develop a software application designed to give HMO providers and other third party payers access to clinical information for chronic disease patients. This application allows doctors and other medical employees access to a patient's history. Approximately 14% of PeopleMed is owned by certain officers and directors of Global Med Technologies, Inc. The remaining 3% of PeopleMed common shares are owned by unaffiliated shareholders. Global Med Technologies, Inc. and PeopleMed are referred to collectively as the Company or Global Med. The Company operates in one segment.

**RELATED PARTIES**

Global Med is financed primarily through lending arrangements provided by eBanker International, Inc. ( eBanker ) as discussed further below. Until November 28, 2001, eBanker was a consolidated subsidiary of eVision International, Inc. ( eVision ). eVision is majority owned by Heng Fung Holdings Limited ( Heng Fung formerly known as Online Credit International, Limited) and its subsidiary Online Credit Limited (Online Credit). Online Credit and eBanker are shareholders of Global Med. Until November 28, 2001, eVision was also a shareholder of Global Med. Additionally, Online credit and eBanker each hold warrants to acquire 1 million and 11.168 million shares, respectively, of Global Med's common stock with exercise prices that range from \$0.25-\$0.50 per share. As discussed further below and in the accompanying finance statements, in November 2000, eBanker and Global Med entered into a series of transactions that resulted in Global Med becoming a consolidated subsidiary of eBanker.

On November 28, 2001, the shareholders of eVision approved a transaction which transferred certain of the assets of eVision to Online Credit as satisfaction of the certain obligations eVision had with Online Credit. As a result, all of Global Med's common shares held by eVision and all eBanker's common shares and warrants held by eVision were transferred to Online Credit. Consequently, as of November 28, 2001, Global Med remains a consolidated entity of eBanker for accounting purposes; however, eBanker is now directly controlled by Online Credit instead of eVision.

During 2001 and 2000, eVision provided the Company with various accounting services. The Company recognized \$123 thousand, and \$117 thousand in general and administrative expenses related to these services. During 2001, 2000 and 1999, the Company incurred \$453 thousand, \$604 thousand and \$374 thousand, respectively, in interest charges from eBanker. The Company capitalized \$27 thousand in interest charges from eBanker to software development costs during 2000 and none in 2001 and 1999. During 2001, 2000 and 1999, all of the Company's financing costs were derived from arrangements with eBanker or eVision.

As a result of these transactions and relationships, the financial condition and results of operations Global Med may not necessarily be indicative of those that would have resulted if Global Med were unaffiliated with the related party entities mentioned above.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**BASIS OF PRESENTATION**

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During 2001, 2000 and 1999, the Company incurred losses and used significant amounts of cash in operations. For the year ended December 31, 2001, 2000, and 1999 the Company used cash of \$100 thousand, \$570 thousand, and \$1.285 million, respectively, in operating activities. On July 1, 2001, the note payable with eBanker was automatically extended to July 1, 2003. Management anticipates that the cash, accounts receivable balances, recurring revenues, proceeds from the sales of common stock, and any future financing activities will be used to fund the Company's anticipated research and development costs, sales and marketing efforts during the remainder of 2002 and for general working capital purposes. The Company continues to pursue financing alternatives through the issuance of additional equity or debt.

### BASIS OF CONSOLIDATION

The consolidated financial statements include the accounts of Global Med and its majority-owned subsidiary. Intercompany accounts and transactions are eliminated in consolidation. There is no minority interest reflected in the consolidated balance sheets at December 31, 2001 and 2000 because PeopleMed had a stockholders' deficit.

### USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### CASH AND CASH EQUIVALENTS

For purposes of the accompanying statements of cash flows, the Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

### CREDIT RISK AND MARKET RISK

Accounts receivable at December 31, 2001 and 2000 are derived from SAFETRACE® and from SAFETRACE TX sales and related services to blood centers and blood center service providers located in the United States. Historically, the Company has not required collateral or other security to support customer receivables. In order to reduce credit risk, the Company requires substantial down payments and progress payments during the course of an installation of its software products. The Company establishes allowances for doubtful accounts based upon factors surrounding the credit risk specific to customers.

The Company has customers located in numerous locations across the United States and sales are not concentrated in any geographic or economic region.

### EQUIPMENT, FURNITURE AND FIXTURES

Equipment, furniture and fixtures are stated at cost. Depreciation and amortization, which includes amortization of assets under capital leases, is based on the straight-line method over estimated useful lives ranging from three to five years.

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## GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### LONG-LIVED ASSETS

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss is recognized when estimated undiscounted future cash flows expected to be generated by the asset are less than its carrying value. Measurement of the impairment loss is based on the fair value of the asset, which is generally determined using valuation

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techniques such as discounted present value of expected future cash flows. Management does not believe current events or circumstances indicate that the Company's long-lived assets are impaired at December 31, 2001 or 2000.

### SOFTWARE DEVELOPMENT COSTS

In accordance with the provisions of Statement of Financial Accounting Standard (SFAS) No. 86, *Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed*, the Company capitalizes software development and production costs once technological feasibility has been achieved. Software development costs incurred prior to achieving technological feasibility are included in research and development expense in the accompanying statements of operations.

Capitalized software development costs are reported at the lower of unamortized cost or net realizable value. Commencing upon the initial product release or when software development revenue has begun to be recognized, these costs are amortized, based on current and future revenue for each product with an annual minimum equal to the straight-line amortization over the remaining estimated economic life of the product, generally three years. During the quarter ended September 30, 2001, the company revised its estimated period for amortizing capitalized software development costs for SafeTrace Tx from three to approximately four years. The change in estimate was based primarily on a revised product life cycle of this product and future revenue estimates. For the years ended December 31, 2001, 2000 and 1999, the Company recorded approximately \$596 thousand, \$663 thousand and \$403 thousand of amortization, respectively. Amortization of capitalized software costs is included in cost of revenues in the accompanying statements of operations.

### NONCOMPETE AGREEMENTS

The Company has entered into noncompete agreements with three key employees, two of which also served on the Company's Board of Directors, for \$350 thousand. The terms of the agreements are for the greater of five years or the term of the related employee's employment contract. At December 31, 2001 and 2000, \$35 thousand remains payable whenever sufficient cash flow is available as determined by the Company's Board of Directors.

### INCOME TAXES

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is required to the extent any deferred tax assets may not be realizable.

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## GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### FINANCIAL INSTRUMENTS

The fair value of a financial instrument represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. Significant differences can arise between the fair value and carrying amount of financial instruments that are recognized at historical cost amounts. The fair value of the Company's debt instruments approximates fair value based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. Also, the carrying amounts of the Company's financial assets approximate fair value due to the short-term maturities of these items.

#### REVENUE RECOGNITION

The Company recognizes revenue in accordance the American Institute of Certified Public Accountants Statement of Position (SOP) No. 97-2, Software Revenue Recognition.



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The Company's standard software license agreement for the Company's products provides for an initial fee to use the product in perpetuity up to a maximum number of users. Fees from software licenses are recognized as revenue upon shipment, provided fees are fixed and determinable and collection is probable. Fees from licenses sold together with consulting services are generally recognized upon shipment provided that the above criteria have been met, payment of the license fees is not dependent upon the performance of the consulting services and the consulting services are not essential to the functionality of the licensed software. In instances in which the consulting services are not essential to the functionality of the software but payment of the license fee is due at the earlier of the performance of specific consulting services or the passage of time, the license fee is recognized ratably over the anticipated period of performance of the services or ratably over the license fee billing period, whichever is more readily determinable. If the consulting services are essential to the functionality of the product or any portion of the payment of the license fee is contingent solely upon the performance of consulting services, license fees are recognized ratably over the anticipated period of performance of the consulting services.

The Company provides consulting services that include implementation, training and the performance of other services to its customers. Revenue from such services is generally recognized ratably over the period during which the applicable service is to be performed.

Support agreements generally call for the Company to provide technical support and software updates, on an when-and-if-available basis to customers. Revenue on technical support and software update rights is recognized ratably over the term of the support agreement.

Revenues from the re-sale of hardware and software, obtained from vendors, is recognized at the time the hardware and software are delivered to customers.

PeopleMed has contracts that include fixed fee and per-member fees. The Company recognizes revenues from these contracts as services are provided.

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### GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### RESEARCH AND DEVELOPMENT

Research and development costs are charged to expense as incurred. Research and development funding by others is deferred and offset against capitalizable costs. Funded research and development in excess of capitalizable costs is recognized as contract research and development when the related product is ready for commercial release.

#### SIGNIFICANT CUSTOMERS

During the year ended December 31, 2001 and 2000 there were no customers accounting for more than 10% of revenue. Revenue for the year ended December 31, 1999, includes \$919 thousand (approximately 17%), of accelerated software license fee payments in connection with a multiple site customer agreement that was terminated and replaced by two separate agreements.

#### LOSS PER COMMON SHARE

Basic net loss per common share excludes dilution and is computed by dividing net loss by the weighted-average number of common shares outstanding during the periods presented. Diluted net loss per common share reflects the potential dilution of securities that could participate in the earnings unless their effort is antidilutive. Stock options, warrants outstanding and their equivalents are included in diluted computations through the treasury stock method unless they are antidilutive. Convertible securities are included in diluted computations through the if converted method unless they are antidilutive. Common share equivalents are excluded from the computation, as their effect would be antidilutive. For the years ended December 31, 2001, 2000 and 1999 approximately 4.5 million, 14.5 million and 10.9 million equivalent dilutive securities (primarily convertible debt, common stock options, and warrants), respectively, have been excluded from the weighted-average number of common shares outstanding for the diluted net loss per share computations as they are antidilutive.

#### STOCK BASED COMPENSATION

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The Company has adopted the disclosure method provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*. As permitted under SFAS No. 123, the Company continues to account for stock-based compensation for awards to employees under the intrinsic value based method of accounting as prescribed by Accounting Principles Board Opinion No. 25 (APB No. 25), *Accounting for Stock Issued to Employees*. Stock based compensation paid to consultants and other non-employees is accounted for at fair value under the provisions of SFAS No. 123.

### RECENTLY ISSUED FINANCIAL ACCOUNTING STANDARDS

In July 2001, the FASB issued SFAS Nos. 141 and 142 *Business Combinations* and *Goodwill and other Intangible Assets*. Statement 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under the guidance of Statement 142, goodwill is no longer subject to amortization over its estimated useful life. Rather, goodwill will be subject to at least an annual assessment for impairment by applying a fair value base test. The Company adopted this statement January 1, 2001. The adoption of this statement did not have a material effect on the financial position or results of operations of the Company.

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### GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In August 2001, the FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligations*. SFAS No. 143 requires the fair value of a liability for an asset retirement obligation to be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset. SFAS No. 143 is effective September 30, 2003 for the Company. The Company believes the adoption of this statement will have no material impact on its consolidated financial statements.

In October 2001, the FASB issued SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. SFAS 144 requires that those long-lived assets be measured at the lower of carrying amount or fair value, less cost to sell, whether reported in continuing operations or in discontinued operations. Therefore, discontinued operations will no longer be measured at net realizable value or include amounts for operating losses that have not yet occurred. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and, generally, are to be applied prospectively. The Company believes that the adoption of this statement will have no material impact on its consolidated financial statements.

#### NOTE 2. FINANCING AGREEMENTS, RELATED PARTY

##### *Summary of Financing Agreements*

At December 31, 2001 and 2000, the Company had \$3.829 million outstanding under a financing agreement with eBanker.

At December 31, 2001 and 2000 the accrued interest balances on the loans from eBanker were \$0 and \$54 thousand, respectively. The accrued interest balance is included in accrued expense in the balance sheet.

##### *Financing Agreements with Related parties*

In April 1998, Global Med entered into financing agreements with Online Credit and Fronteer Capital, a subsidiary of eVision. Online Credit committed to extend a line of credit in the amount of \$1.5 million and Fronteer Capital committed to extend \$1.65 million under separate agreements. The interest rate under both agreements was 12% per annum. In consideration for the commitments, Global Med issued Online Credit and Fronteer Capital warrants to purchase 6 million and 1 million shares, respectively, of Global Med common stock exercisable at \$0.25 per share. Fronteer Capital would be granted an additional warrant to acquire 5 million shares of Global Med common stock at \$0.25 per share upon the initial borrowing under the financing agreement. Additionally, Online Credit was granted the right to appoint five members to the board of directors of Global Med so long as there are any amounts outstanding under its original agreement. Online Credit has appointed such members to the Board of Directors of Global Med. In the event of default, amounts due under these commitments were convertible into common shares of Global Med at \$0.05 per share.

**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

In October 1998, eBanker and Global Med agreed to an assignment of the loan commitment from Fronteer Capital, excluding the warrant to purchase 1 million shares of common stock issued in connection with the commitment. Global Med issued eBanker a warrant to purchase 5 million shares of Global Med common stock at \$0.25 per share upon initial borrowing under the financing agreement in October 1998. Additionally, in October 1998, eBanker purchased from Online Credit \$1 million of its \$1.5 million total notes receivable from Global Med and a warrant to purchase 4 million shares of common stock of Global Med at \$0.25 per share for a total purchase price of \$1.1 million.

As of December 31, 1998, Global Med owed eBanker the \$1.65 million under Fronteer Capital's original financing agreement plus the \$1 million under Online Credit's original financing agreement for a total of \$2.65 million. Additionally, at December 31, 1998 Global Med owed Online Credit \$500 thousand under its financing agreement. Amounts borrowed under these agreements were initially due in April 1999.

In March 1999, Online Credit exercised its remaining 2 million warrants in cancellation of the remaining \$500 thousand it had extended to Global Med. Additionally, eBanker extended the due date for the \$2.65 million outstanding under its financing agreements with Global Med until April 15, 2000. In consideration for the extension, Global Med paid eBanker a 2% fee in the form of 42.4 thousand shares of Global Med common stock and the default conversion feature of the loans was increased from \$0.05 per share to \$0.25 per share.

In March 1999, eBanker extended a \$750 thousand bridge loan to Global Med due in December 1999. The outstanding bridge loan balance was convertible into common shares of Global Med at the rate of \$1.13 per share. The bridge loan bears interest at 12% and eBanker was paid a 2% commitment fee in the form of approximately 13 thousand shares of Global Med's common stock.

In April 1999, Online Credit entered into a bridge loan commitment with Global Med for \$2 million due in April 2000. The outstanding bridge loan balance was convertible into shares of Global Med at the rate of \$1.15 per share. The bridge loan bears interest at 12% and Online Credit was paid a 5% commitment fee in the form of approximately 87 thousand shares of Global Med's common stock.

In October 1999, Online Credit, as agreed to by Global Med, assigned to eBanker its \$2 million bridge loan commitment to Global Med and transferred to eBanker approximately 87 thousand shares of Global Med common stock issued in consideration for the loan commitment to eBanker. Also in October 1999, eVision and eBanker entered into a lock up agreement whereby Global Med issued 50 thousand and 450 thousand shares of its common stock to eVision and eBanker, respectively, in consideration for eVision and eBanker agreeing to restrict sales of their holdings of Global Med common stock and warrants for a period of one year.

In December 1999, the \$750 thousand bridge loan was extended to September 2000. In consideration for the extension, eBanker received a 2% fee in the form of approximately 13 thousand shares of Global Med common stock and the conversion rate was reduced from \$1.15 per share to \$0.50 per share.

At December 31, 1999, \$4.4 million was outstanding under eBanker's financing agreements with Global Med and \$1 million remained available under the bridge loan commitment of eBanker.

**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

In April 2000, the \$2.65 million loans and the \$2 million bridge loan were extended to January 2001. Under the terms of the extension, if the loans were not repaid by January 2001, they would automatically extend to April 2001, the conversion features would be eliminated and eBanker would be granted warrants to acquire Global Med common stock at \$0.50 per share. The number of warrants to be issued would be based on the total principal and interest outstanding divided by the exercise price of \$0.50 per share. A conversion feature was added to the \$2.65 million loan that entitled eBanker to convert the loan into shares of Global Med common stock at a rate of \$1.68 per share. Additionally, the \$750 thousand bridge loan was extended to January 2001. In consideration for these extensions, eBanker was paid a 2% fee in the form of 160 thousand shares of Global Med common stock.

In November 2000, eBanker agreed to exercise warrants to purchase 8 million shares of common stock of Global Med at \$0.25 per share in exchange for canceling \$2 million of its notes receivable from Global Med. The remaining \$3.4 million outstanding under the various financing agreements and accrued interest of \$428.7 thousand were combined into one agreement and the due date was extended to July 1, 2001. Global Med agreed to pay interest of 12% per annum on a semi-annual basis, with the first interest payment due May 19, 2001. The 8 million shares of common stock were issued on February 28, 2001 and are considered outstanding as of November 19, 2000. In consideration for the extension of the remaining principal and interest, eBanker received a fee of 5% payable in 197.6 thousand shares of common stock of Global Med. As the principal and interest were not paid in full by July 1, 2001, the due date of the principal automatically extended to July 1, 2003 and Global Med issued eBanker warrants to acquire up to 10.186 million shares of Global Med common stock with an exercise price of \$0.50 per share. Also, on July 1, 2001, the outstanding debt was no longer convertible into the common stock of the Company at \$1.00 per share. Additionally, upon the occurrence of certain events related to a certain contract Global Med is negotiating, Global Med will have the right, in its discretion, to put its shares of common stock worth up to \$1.5 million to eBanker at \$0.50 per share in the form of exchanging debt for common stock. The outstanding loan balance is convertible into the common stock of Global Med at eBanker's option at a rate of \$1.00 per share. The default conversion rate under this extension is \$1.00 per share. As consideration for this provision, eBanker was issued 500 thousand restricted shares of Global Med common stock. As a result of these transactions, eBanker obtained control of Global Med and Global Med was reflected in eBanker's consolidated financial statements as a consolidated subsidiary effective November 19, 2000.

The loan with eBanker is secured by all of Global Med's assets including its shares in PeopleMed and the assets of PeopleMed and Global Med, including intellectual property. As part of the November 19, 2000 Loan Agreement, the Personal Guarantee of Dr. Michael I. Ruxin, as dated August 12, 1998, and assigned to eBanker, was reduced from \$1.5 million to \$650 thousand plus pro rata accrued interest. The personal guarantee is limited to certain of Dr. Ruxin's assets. As part of the November 19, 2000 Financing Agreement, Global Med agreed to register and maintain registration for all present and future shares including underlying warrants, belonging to eBanker.

If Global Med defaults on the repayment of any amount borrowed under the combined note issued to eBanker, all existing members of the board of directors of Global Med will be required to resign and eBanker will have the right to appoint all new members.

At December 31, 2000, principal of \$3.829 million and accrued interest of \$54 thousand were outstanding under the financing agreements between eBanker and Global Med and there were no remaining amounts available under the commitment agreement.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

On March 22, 2001, Global Med and eBanker entered into an interest payment option agreement that provides that Global Med may have the option, with five days prior written notice, to elect and pay to eBanker, before July 1, 2001, Global Med's entire interest payment calculated for the life of loan agreement dated November 19, 2000, in the form of 1.747 million shares of Global Med common stock (calculated at \$0.6875 per share, which was the prevailing market price on March 22, 2001). In the event that Global Med pays down any principal on the loan prior to July 1, 2003, eBanker will return a number of shares determined by calculating the pro-rata interest avoided due to early repayment of principal divided by \$0.6875 per share. eBanker will make this calculation on July 1, 2001, July 1, 2002 and July 1, 2003.

On June 20, 2001, the Company elected to exercise the interest payment option. As a result, eBanker will be issued 1.747 million shares of the Company's common stock as payment for the interest expense on the Company's outstanding loan balance with eBanker of \$3.829 million through the loan's maturity date of July 1, 2003. The 1.747 million shares have not been issued, but are considered outstanding as of June 20,

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2001, the date the interest option was exercised. These shares were valued at \$1.188 million based on the market value of the stock on June 20, 2001. The Company recorded \$681 thousand in a contra-equity account associated with the issuance of these shares as of December 31, 2001. In addition, \$277 thousand in accrued interest related to the eBanker loan was eliminated from the Company's accrued expenses balance as of June 30, 2001, as a result of this transaction. After this transaction, the effective interest rate on the loan remained at 12% per annum.

On July 1, 2001 in accordance with the terms of the existing financing agreement, eBanker received the right to warrants to acquire up to 10.186 million shares of Global Med common stock with an exercise price of \$0.50 per share. These warrants were valued at \$510 thousand. On July 1, 2001 the maturity date of the note payable was automatically extended to July 1, 2003; and as of that date, the outstanding debt is no longer convertible into the common stock of the Company at \$1.00 per share. If Global Med defaults on repayment of any amount borrowed under the existing financing agreement, all existing members of the Board of Directors of Global Med will be required to resign and eBanker will have the right to appoint all new members. The warrants expire on July 1, 2011. November 2000 financing agreement between the Company and eBanker, the Company is obligated to maintain current registration on the shares, underlying the warrants, for resale under the Securities Act of 1933 ( 1933 Act ). The Company used independent, third party consultants for estimating the fair value of the warrants to purchase 10.186 million shares of the Company's common stock. The warrants were valued at \$510 thousand. The Company recorded \$510 thousand in deferred financing costs associated with the issuance of these warrants as of July 1, 2001. The Company is ratably amortizing the costs associated with these warrants over 24 months, the remaining life of the note payable as of July 1, 2001. The Company recognized approximately \$128 thousand in financing costs related to the issuance of these warrants as of December 31, 2001.

At December 31, 2001, principal of \$3.829 million and \$0 accrued interest were outstanding under the financing agreements between eBanker and Global Med.

### NOTE 3. RISKS AND UNCERTAINTIES

Global Med designs, develops, markets and supports information management software products for blood banks, hospitals, centralized transfusion centers and other healthcare related facilities. Global Med currently has customers and recognizes revenues from its proprietary products. However, the number of customers and levels of revenue have not been sufficient for Global Med to attain profitable operations. Global Med has incurred significant cumulative operating losses. Additionally, Global Med currently has an accumulated shareholders' deficit. The ultimate success of Global Med is dependent upon a number of factors such as increasing market acceptance of its products, the addition of significant new customers and maintaining effective cost controls, none of which is assured.

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### GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### NOTE 4. INCOME TAXES

The Company has net operating loss carryforwards of approximately \$21.8 million which expire in the years 2006 to 2021. Net operating loss carryforwards of \$4.82 million are subject to limitation under Section 382 of the Internal Revenue Code due to the various changes in ownership during 2000 and 1999.

Actual income tax benefit differs from the amount calculated using the Federal statutory tax rate as follows:

|   | 2001         | 2000        | 1999        |
|---|--------------|-------------|-------------|
|   | ----         | ----        | ----        |
| Expected tax benefit                                  | \$ (574,000) | (1,663,000) | (2,700,000) |
| Effect of permanent differences                       | 275,000      | 752,000     | 1,640,000   |
| Change in valuation allowance for deferred tax assets | 339,000      | 1,063,000   | 1,230,000   |
| State tax benefit, net of federal benefit             | (28,000)     | (89,000)    | (130,000)   |
| Other   | (12,000)     | (63,000)    | (30,000)    |
|   | -----        | -----       | -----       |
| Income tax expense                                    | \$ --        | --          | --          |
|   | =====        | =====       | =====       |

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The components of the deferred tax assets and liabilities as of December 31, 2001 and 2000 are as follows:

|  | 2001         | 2000        |
|--|--------------|-------------|
|  | ----         | ----        |
| Deferred tax assets:   |              |             |
| Net operating loss carryforward                              | \$ 8,597,000 | 8,380,000   |
| Allowance for uncollectible accounts and notes<br>receivable | 64,000       | 26,000      |
| Unearned revenue and accrued expenses                        | 1,282,000    | 1,344,000   |
|  | -----        | -----       |
| Gross deferred tax assets                                    | 9,943,000    | 9,750,000   |
| Valuation allowance  | (9,624,000)  | (9,285,000) |
|  | -----        | -----       |
| Net deferred tax assets                                      | 319,000      | 465,000     |
| Deferred tax liabilities:                                    |              |             |
| Capitalized software development costs                       | 319,000      | 465,000     |
| Accelerated depreciation for tax purposes                    | --           | --          |
|  | -----        | -----       |
| Gross deferred tax liabilities                               | 319,000      | 465,000     |
|  | -----        | -----       |
| Deferred tax assets, net                                     | \$ --        | --          |
|  | =====        | =====       |

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### GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In assessing the realizability of deferred tax assets, management concluded that it is not more likely than not that the deferred tax assets would be realized. The ultimate realization of the deferred tax assets is dependent on the generation of future taxable income in the period in which the temporary differences become deductible. The Company has established a valuation allowance for deferred taxes due to the uncertainty that the deferred tax assets will be utilized.

#### NOTE 5. LEASES

The Company leases equipment and office space. Rental expense under operating leases was approximately \$206 thousand, \$203 thousand and \$119 thousand, net of sublease income of \$0, \$52 thousand and \$94 thousand for the years ended December 31, 2001, 2000 and 1999, respectively. Certain leases of equipment and fixtures are classified as capital leases. A principal stockholder of the Company has personally guaranteed repayment of certain capital lease obligations.

Included in equipment, furniture and fixtures in the accompanying consolidated balance sheets are the following assets held under capital leases:

|  | December 31, |           |
|--|--------------|-----------|
|  | 2001         | 2000      |
|  | ----         | ----      |
| Furniture and fixtures                         | \$ 127,000   | 127,000   |
| Machinery and equipment                        | 255,000      | 167,000   |
| Computer hardware and software                 | 820,000      | 734,000   |
|  | -----        | -----     |
| Assets under capital leases                    | 1,202,000    | 1,028,000 |
| Less accumulated depreciation and amortization | (1,029,000)  | (868,000) |

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|                                 |            |         |
|---------------------------------|------------|---------|
|                                 | -----      | -----   |
| Assets under capital lease, net | \$ 173,000 | 160,000 |
|                                 | =====      | =====   |

The following represents the minimum lease payments remaining under capital leases and the future minimum lease payments for all non-cancelable operating leases at December 31, 2001:

|   | Capital<br>Leases | Operating<br>Leases |
|---|-------------------|---------------------|
|   | -----             | -----               |
| 2002  | \$ 89,000         | \$ 186,000          |
| 2003  | 38,000            | 187,000             |
| 2004  | 31,000            | 190,000             |
| 2005  | 29,000            | 195,000             |
| 2006 and thereafter                                     | 31,000            | 101,000             |
|   | -----             | -----               |
| Total minimum lease payments                            | 218,000           | \$ 859,000          |
|   |                   | =====               |
| Less amount representing interest                       | (35,000)          |                     |
|   | -----             |                     |
| Present value of minimum lease payments                 | 183,000           |                     |
| Less current portion of obligations under capital lease | (76,000)          |                     |
|   | -----             |                     |
| Obligations under capital lease, less current portion   | \$ 107,000        |                     |
|   | =====             |                     |

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARYNOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**NOTE 6. STOCKHOLDERS EQUITY**

In the second quarter of 2001, the Company amended the 1997 Stock Compensation Plan. The amended 1997 Stock Compensation Plan provides for the issuance of up to 1 million registered shares of common stock to employees, consultants and others involved in the Company's business. A total of 200,000 shares of common stock of Global Med have been issued under the stock compensation plan as of December 31, 2001.

*Stock Compensation Plan*

In 2000, the Company issued 30 thousand shares of common stock to a third party for services under the stock compensation plan and authorized the issuance of 35 thousand shares to a Director of the Company in his role as active CFO. Of the 35 thousand authorized shares as of December 31, 2000, 7 thousand were issued during 2001. These remaining shares will be issued at a rate of 7 thousand per year as they are earned. The market value of the shares that had been issued or authorized was \$65 thousand, based on quoted market prices. During December 2001, the 30 thousand shares of common stock issued to a third party in 2000 were constructively returned to the Company as part of a final settlement with this third party. This resulted in the Company recognizing a reduction in the statement of operations during 2001, of \$28 thousand. During the year ended December 31, 2001, the Company recognized \$15 thousand in the statement of operations associated with the 35 thousand shares authorized in the year ended December 31, 2000 to be issued to a director in his role as active CFO. During the years ended December 31, 2000 and 1999, \$28 thousand and approximately \$63 thousand, respectively, was recognized in the Company's statements of operations as the services were performed.

*Sales of Common Stock*

During 2000, eVision purchased 1 million shares of common stock of the Company for \$500 thousand. A director purchased 200 thousand shares of common stock for \$100 thousand and 170 thousand shares were sold to a shareholder for \$85 thousand. In connection with the sales to eVision and the director, the Company recognized financing costs of \$940 thousand and \$189 thousand of compensation expense, respectively.

*Consultancy Agreement*

The Company entered into a consultancy agreement, effective as of February 24, 2000, for a period of twenty-four (24) months, with National Financial Communications Corporation, dba OTC Financial Network (OTC Financial). OTC Financial provided consulting services, with the expressed intent and goal of getting the Company, or its successor or assigns, listed on the Nasdaq Stock Market which included providing financial community and investor relations for the Company; and advising the Company, as requested, regarding the financial community and investor relations.

Upon execution of this agreement, the Company agreed to issue to OTC Financial, or its assigns, 250 thousand shares of Global Med restricted common stock, 125 thousand of which are to be included in a registration statement intended to be filed during 2001.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

On the effective date of the agreement, the 250 thousand shares of common stock had a fair value of \$375 thousand based on quoted market prices of the Company's common stock. The amount has been recorded as a prepaid expense and is being amortized over the term of the agreement. The Company cancelled its agreement with OTC in February 2001. As a result, the Company recognized the remaining unamortized costs associated with the 250 thousand shares in the amount of \$172 thousand in the quarter ended March 31, 2001.

**PEOPLEMED**

March and October of 2000, PeopleMed sold 50 thousand and 160 thousand shares, respectively, of its \$.001 par value common stock at \$1.0 per share for a total of \$210 thousand. The cash payments received less offering costs are reflected as contributed capital in the accompanying financial statements. In addition, 5 thousand shares of PeopleMed common stock were granted to an officer of PeopleMed for services valued at \$5 thousand.

**NOTE 7. STOCK OPTION PLANS AND WARRANTS**

In the second quarter of 2001, the Company adopted the 2001 Stock Option Plan (2001 Plan). The 2001 Plan provides for the issuance of up to 15 million shares of the common stock to employees, officers, directors, and consultants of the Company. Options may be granted as incentive stock options or non-qualified stock options. The 2001 Plan expires on December 28, 2010. As of December 31, 2001, options to purchase 80 thousand shares of the Company's common stock at a weighted average exercise price of \$0.96 per share through 2001 were outstanding under the 2001 Plan, of which 14 thousand options to purchase shares were exercisable.

The Company's Amended and Restated Stock Option Plan (the Plan) provides for the issuance of options to purchase up to 2.2 million shares of common stock to employees, officers, directors and consultants of the Company. Options may be granted as incentive or nonqualified stock options. Only employees of the Company are eligible to receive incentive options. The Plan expired on May 31, 2000. As of December 31, 2001, options to purchase 1.251 million shares of the Company's common stock at a weighted average exercise price of \$1.14 per share were outstanding under the Plan of which 985 thousand options to purchase shares, were exercisable. Options granted under the Plan vest on a straight-line basis based on schedules as determined by the Board of Directors upon grant and generally expire 10 years after grant.

During 2001, the company issued 34 thousand stock options. During 2000, the Company also issued 255 thousand non-qualified stock options to certain employees.



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During 2000, the Company granted two outside consultants non-qualified options to purchase 35 thousand shares of the Company's common stock. The fair value of these options grants was \$64 thousand and was charged to the statement of operations as these options were earned.

In 1999, two consultants were granted nonqualified options to each purchase 20 thousand shares of the Company's common stock at \$0.66 per share. The fair value of these grants was \$26 thousand and was charged to the statement of operations over a two year period.

In 1999, the Board of Directors approved a grant of nonqualified options, to purchase 1.5 million shares of the Company's common stock to two officers of the Company, which are exercisable only at the earlier of (i) such time as the earnings of the Company are at least \$.01 per share, reported in the Company's audited financial statements; (ii) such time as the Company is sold or merged, or there is a change in control of the Company; or (iii) 5 years from the effective date, and are exercisable at \$0.5625 per share for a period of ten years.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

The following table presents the activity for options for the years ended as of December 31:

|                                | 2001      |         | 2000      |         | 1999      |         |
|--------------------------------|-----------|---------|-----------|---------|-----------|---------|
|                                | Options   | Price*  | Options   | Price*  | Options   | Price*  |
| Outstanding, beginning of year | 6,336,971 | \$ 0.85 | 7,015,216 | \$ 0.90 | 4,391,216 | \$ 0.98 |
| Granted                        | 34,000    | 0.64    | 290,000   | 1.34    | 3,020,500 | 0.62    |
| Forfeited/canceled             | (113,000) | 1.01    | (924,425) | 0.81    | (396,500) | 0.94    |
| Exercised                      | --        | --      | (44,000)  | 0.92    | --        | --      |
| Outstanding, end of year       | 6,257,971 | 0.85    | 6,336,971 | 0.85    | 7,015,216 | \$ 0.90 |

\* Price reflects the weighted average exercise price.

The following table presents the composition of options outstanding and exercisable as of December 31, 2001:

| Range of exercise prices | Options Outstanding |         |       | Exercisable Options |         |  |
|--------------------------|---------------------|---------|-------|---------------------|---------|--|
|                          | Amount              | Price*  | Life* | Amount              | Price*  |  |
| \$ 0.56 - 1.00           | 5,312,998           | \$ 0.68 | 7.5   | 2,205,932           | \$ 0.73 |  |
| 1.03 - 1.50              | 297,500             | 1.18    | 7.9   | 204,500             | 1.13    |  |
| 1.51 - 2.00              | 420,973             | 1.73    | 6.4   | 342,473             | 1.76    |  |
| 2.45 - 3.00              | 213,000             | 2.51    | 5.7   | 211,000             | 2.50    |  |
| 3.75                     | 13,500              | 3.75    | 5.0   | 13,200              | 3.75    |  |
| Total December 31, 2001  | 6,257,971           | 0.85    | 7.4   | 2,977,105           | 1.01    |  |

\*Price and life reflect the weighted average exercise price and weighted average remaining contractual life, respectively.

*Pro forma disclosures*

The fair value of options granted during 2001, 2000 and 1999 were determined using the following weighted average assumptions:

A risk-free rate of approximately 4.39%, 5.65% and 6.14%; an average expected lives of 5 years; a dividend yield of 0%; and volatility of 326%, 284%, and 244% for the years ended December 31, 2001, 2000 and 1999, respectively.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

For the purposes of pro forma disclosures, the estimated fair value of the employee options is amortized to expense over the options vesting period. Pro forma information is as follows:

|                              | 2001           | 2000           | 1999           |
|------------------------------|----------------|----------------|----------------|
| Pro forma net loss           | \$ (1,998,000) | \$ (5,558,000) | \$ (8,865,000) |
| Pro forma net loss per share | (0.09)         | (0.40)         | (0.84)         |

The estimated fair value of the total options granted during the years ended December 31, 2001, 2000 and 1999 was \$22 thousand, \$387 thousand and \$1.787 million, respectively. The estimated fair value compensation expense associated with the options granted during 2001, 2000 and 1999 and their respective portions vesting were \$12 thousand, \$37,000 and \$183 thousand, respectively, for the years ended December 31, 2001, 2000 and 1999.

*Warrants*

The following summarizes the outstanding warrants to purchase shares of common stock of Global Med for the years ended December 31, 2001, 2000 and 1999:

|                                     | Number of<br>Warrants | Weighted<br>Average<br>Exercise Price |
|-------------------------------------|-----------------------|---------------------------------------|
|                                     | -----                 | -----                                 |
| <b>Balance at December 31, 1998</b> | 14,645,888            | \$ 0.91                               |
| Issued                              | 2,045,588             | 3.61                                  |
| Exercised                           | (2,000,000)           | 0.25                                  |
| Canceled                            | (2,045,588)           | 3.60                                  |
|                                     | -----                 | -----                                 |
| <b>Balance at December 31, 1999</b> | 12,645,888            | 1.01                                  |
| Exercised                           | (8,000,000)           | 0.25                                  |
|                                     | -----                 | -----                                 |
| <b>Balance at December 31, 2000</b> | 4,645,888             | \$ 2.31                               |
| Issued                              | 10,186,430            | 0.50                                  |
|                                     | -----                 | -----                                 |
| <b>Balance at December 31, 2001</b> | 14,832,318            | 1.07                                  |
|                                     | =====                 | =====                                 |

All of the outstanding warrants are exercisable and expire in the years 2002 to 2011.

On December 22, 1999, the Board of Directors extended the exercise time of its previously issued 1.457 million Class A Warrants from February 11, 2002 to February 11, 2003. The Company has also reduced the exercise price of these warrants from \$4.55 to \$3.00 per share. This resulted in expense to the Company of \$900 thousand. AFFC, the original underwriter, was issued warrants to acquire approximately 46 thousand units exercisable at \$11.55 per unit until January 14, 2002. Each unit consists of two shares of common stock and a warrant to purchase one share of common stock at \$7.51 per share. The Company extended the underwriter's warrants until February 11, 2003, but did not reduce the exercise price of the underwriter's warrants. Using the Black Scholes model for estimating fair value, the Company recognized \$78 thousand of financing costs expense on this transaction.

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**GLOBAL MED TECHNOLOGIES, INC. AND SUBSIDIARY NOTES  
TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

On June 2, 1999, the Board of Directors authorized the extension of the 10% Note Warrants. These warrants to purchase 188 thousand shares of common stock of Global Med at \$3.75 per share were originally granted on June 26, 1996 and were exercisable for a period of three years, through June 26, 1999. The expiration date was extended to June 26, 2004 by the Board of Directors. All other terms remained the same. Using the Black Scholes model for estimating fair value, the Company recognized \$238 thousand of financing costs expense on this transaction.

On July 1, 2001, the Company issued 10.168 million warrants to eBanker exercisable at \$0.50 per share. See note 2 for further discussion.

**NOTE 8. CONTRIBUTIONS TO RETIREMENT PLAN**

The Company has a 401(k) retirement plan which covers eligible employees, as defined, of the Company (the 401(k) Plan). Employees may defer up to fifteen percent of their annual compensation up to the maximum amount as determined by the Internal Revenue Service. Under the 401(k) Plan, the Company, at its discretion, may make contributions to the plan. No Company contributions were made to the 401(k) Plan in 2001, 2000 or 1999.

**NOTE 9. COMMITMENTS AND CONTINGENCIES**

The Company is charged a royalty on applicable SAFETRACE® and SAFETRACE TX revenues. Royalty expenses were approximately \$46 thousand, \$8 thousand and \$21 thousand for the years ended December 31, 2001, 2000 and 1999, respectively, and are included in cost of revenues in the accompanying statement of operations. Future royalties will be 3%-4% of applicable revenues. The Company is charged a commission by its marketing partners for sales on applicable SAFETRACE TX revenues. During the years ended December 31, 2001, 2000 and 1999, the Company recognized commissions expense of \$77 thousand, \$125 thousand and \$0, respectively, which are included in sales and marketing expenses in the accompanying statement of operations.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GLOBAL MED TECHNOLOGIES, INC.**  
A Colorado Corporation

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Date: March 28, 2002

By: /s/ Michael I. Ruxin  
Michael I. Ruxin, Chairman of the Board  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the Registrant and in the capacities and on the dates indicated have signed this report below.

Date: March 28, 2002

By: /s/ Michael I. Ruxin  
Michael I. Ruxin, Chairman of the Board  
and Chief Executive Officer and Director

Date: March 28, 2002

By: /s/ Thomas F. Marcinek  
Thomas F. Marcinek, President and Chief  
Operating Officer

Date: March 28, 2002

By: /s/ Gary L. Cook  
Gary L. Cook, Director, Acting Principal  
Financial and Accounting Officer and Treasurer

Date: March 28, 2002

By: /s/ Gerald F. Willman, Jr.  
Gerald F. Willman, Jr., Director and Wyndgate  
Vice President - International Business Development

Date: March 28, 2002

By: \_\_\_\_\_  
Fai H. Chan, Director

Date: March 28, 2002

By: /s/ Robert H. Trapp  
Robert H. Trapp, Director

Date: March 28, 2002

By: \_\_\_\_\_  
Kwok Jen Fong, Director

Date: March 28, 2002

By: /s/ Jeffrey M. Busch  
Jeffrey M. Busch, Director

Date: March 28, 2002

By: /s/ Gordon E. Segal  
Gordon E. Segal, Director

Date: March 28, 2002

By: /s/ Tony T.W. Chan  
Tony T.W. Chan, Director

Date: March 28, 2002

By: /s/ Soo Theng Lua  
Soo Theng Lua, Director

Date: March 28, 2002

By: \_\_\_\_\_  
David T. Chen, Director

Washington, D.C. 20549

**EXHIBITS**

**TO**

**FORM 10-KSB**

**GLOBAL MED TECHNOLOGIES, INC.**

**and SUBSIDIARY**

**EXHIBIT INDEX**

| <u>Exhibit<br/>Number</u> | <u>DESCRIPTION</u>  |
|---------------------------|---|
| 3.1                       | Amended and Restated Articles of Incorporation, filed June 2, 1995 (1)  |
| 3.2                       | Articles of Amendment to the Articles of Incorporation, filed March 5, 1996 (1)   |
| 3.3                       | Articles of Amendment to the Articles of Incorporation, filed May 30, 1996 (1)  |
| 3.4                       | Bylaws, as amended (1)  |
| 4.1                       | Form of Representative's Warrants to Purchase Units (1)   |
| 4.2                       | Form of Class A common stock Purchase Warrant Certificate (1)   |
| 4.3                       | Specimen copy of stock certificate for common stock, \$.01 par value (1)  |
| 10.1                      | Lease Agreement, dated April 15, 1992, and Lease Addendums, dated April 8, 1992 and October 21, 1994 (1)  |
| 10.2                      | Lease Agreement, dated July 19, 1995, and Lease Addendum (1)  |
| 10.3                      | Employment Agreement, dated May 24, 1995, between the Company and Michael I. Ruxin, as amended July 8, 1995, August 1, 1995, September 21, 1995 and July 15, 1996 (1) |
| 10.4                      | Employment Agreement, dated May 24, 1995, between the Company and William J. Collard, as amended July 22, 1996 (1)  |
| 10.5                      | Employment Agreement, dated June 28, 1995, between the Company and Joseph F. Dudziak (1)  |
| 35                        |   |
| 10.6                      | Employment Agreement, dated February 8, 1996, between the Company and L.E. "Gene" Mundt (1)   |
| 10.7                      | Amended and Restated Stock Option Plan, as amended on May 5, 1995, May 29, 1996 and December 11, 1996 (1)   |
| 10.7                      | (A) Amendment dated March 31, 1997, to the Amended and Restated Stock Option Plan. (2)  |

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- 10.8 Voting Agreement, dated May 23, 1995 (1)
- 10.9 Shareholders Agreement dated August 16, 1991, as amended on May 5, 1995 September 1996, June 24, 1996, July 25, 1996, Consent and Waiver, dated July 12, 1996, and Rescission of Shareholders Agreement, dated June 22, 1996 (1)
- 10.10 Agreement dated April 8, 1996, between the Company and LMU & Company, and Stock Purchase Option, dated April 8, 1996 (1)
- 10.11 Form of Drug Testing Service Contract (1)
- 10.12 Form of License Agreements (1)
- 10.13 Warrant Agreement, dated February 11, 1997, between Global Med and American Securities Transfer & Trust, Inc. (1)
- 10.14 Exclusivity and Software Development Agreement, dated November 14, 1996, between and among Global Med and Ortho Diagnostic Systems Inc. (1)
- 10.15 Amendment, dated November 14, 1996, to Agreement dated April 8, 1996, between the Company and LMU & Company, and Stock Purchase Option, dated April 8, 1996 (1)
- 10.16 Amendment, dated January 14, 1997, to Agreement dated April 8, 1996, between the Company and LMU & Company, and Stock Purchase Option, dated April 8, 1996 (1)
- 10.17 Interim Management Agreement, dated July 7, 1997, between the Company and National Medical Review Offices, Inc. (1)
- 10.18 Asset Purchase Agreement, dated August 18, 1997, between the Company and National Medical Review Offices, Inc. (1)
- 10.19 Third Amendment to Exclusivity and Software Development Agreement, dated September 17, 1997 between Global Med and Ortho Diagnostic Systems, Inc. (1)
- 10.20 Second Amended and Restated Stock Option Plan, as amended October 3, 1997 and December 2, 1997 (3)
- 10.21 Fourth Amendment to Exclusivity and Software Development Agreement, dated December 22, 1997 between Global Med and Ortho Diagnostic Systems, Inc. (4)
- 10.22 Development Agreement, dated July 12, 1996 between Global Med and The Institute for Transfusion Medicine, dated July 12, 1996, as amended January 12, 1998 (4)
- 10.23 Loan Commitment, dated April 14, 1998, between Heng Fung Finance Company Limited and the Company, as amended on April 16, 1998 (4)

- 10.24 Loan Commitment, dated April 14, 1998, between Fronteer Capital, Inc. and the Company, as amended on April 16, 1998 (4)
- 10.25 Amendment to Loan Commitment, dated April 16, 1998, between Heng Fung Finance Company Limited and the Company (4)
- 10.26 Amendment to Loan Commitment, dated April 16, 1998, between Fronteer Capital, Inc. and the Company (4)

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- 10.27 Second Amendment to Loan Commitments, dated April 20, 1998 between the Company, Heng Fung Finance Company Limited and Fronteer Capital, Inc. (4)
- 10.28 Employment Agreement, dated August 1, 1998, between the Company and Michael I. Ruxin (5)
- 10.29 Employment Agreement, dated August 1, 1998, between the Company and Alan K. Geddes (5)
- 10.30 Employment Agreement, dated August 1, 1998, between the Company and Thomas F. Marcinek (5)
- 10.31 Consultancy Agreement, dated August 1, 1998, between the Company and Jeffrey M. Busch, Esq. (5)
- 10.32 Warrant to Purchase Common Shares dated April 20, 1998, issued by the Company to Heng Fung Finance Company Limited (5)
- 10.33 Warrant to Purchase Common Shares dated April 20, 1998, issued by the Company to Fronteer Capital, Inc.(5)
- 10.34 Loan Agreement, dated August 12, 1998, between the Company and Heng Fung Finance Company Limited (5)
- 10.35 Loan Agreement, dated August 12, 1998, between the Company and Fronteer Capital, Inc. (5)
- 10.36 Personal Guaranty, dated August 12, 1998, by Michael I. Ruxin, M.D. as Guarantor, the Company as Debtor and Fronteer Capital, Inc. as Beneficiary (5)
- 10.37 Assignment, Assumption and Consent Agreement, dated September 28, 1998, by the Company, Michael I. Ruxin, M.D., Fronteer Capital Inc. and Fronteer Development Finance, Inc. (5)
- 10.38 Loan and Warrant Purchase and Sale Agreement, dated October 7, 1998, between the Company, Heng Fung Finance Company Limited and Fronteer Development Finance (5)
- 10.39 Promissory Note, dated October 30, 1998, by the Company as Maker and Fronteer Development Finance as the Holder (5)
- 10.40 Warrant to Purchase Common Shares, dated October 30, 1998, issued by the Company to Fronteer Development Finance Inc. (5)
- 10.41 Promissory Note, dated October 26, 1998, by the Company as Maker and Fronteer Development Finance, Inc. as the Holder (5)

- 10.42 Promissory Note, dated October 26, 1998, by the Company as the Maker and Heng Fung Finance Company Limited as the Holder (5)
- 10.43 Warrant to Purchase Common Shares, dated October 26, 1998, issued by the Company to Fronteer Development Finance, Inc. (5)
- 10.44 Warrant to Purchase Common Shares, dated October 26, 1998, issued by the Company to Heng Fung Finance Company Limited (5)
- 10.45 Employment Agreement, dated February 1, 1999, between the Company and James Flynt (6)
- 10.46 Bridge Loan Agreement, dated March 18, 1999, between the Company and eBanker USA.Com, Inc. (6)
- 10.47

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First Amendment to Loan Agreement among the Company, Michael I. Ruxin, M.D., eBanker USA.Com, Inc. and Heng Fung Finance Company Limited, dated March 18, 1999 (6)

- 10.48 Office Lease between the Company and Golden Hill Partnership, dated January 11, 1999 (6)
  - 10.49 Standard Industrial/Commercial Multi-Tenant Lease between the Company and James W. Cameron, Jr., dated February 8, 1999 (6)
  - 10.50 Settlement Agreement and Release of All Claims between the Company and William J. Collard and Hollis Gailey, dated December 22, 1998 (6)
  - 10.51 Bridge Loan Agreement, dated April 13, 1999, between the Company and Heng Fung Finance Company Limited (7)
  - 10.52 Revised Bridge Loan Agreement, dated May 7, 1999, between the Company and eBanker USA.com, Inc. (7)
  - 10.53 Loan Agreement dated April 12, 2000 between the Company and eBanker (8)
  - 10.54 Loan Agreement dated April 14, 2000 between the Company and eBanker (8)
  - 10.55 Loan extension dated April 14, 2000 between the Company and eBanker (8)
  - 10.56 Loan Agreement dated November 19, 2000 between the Company and eBanker (9)
  - 10.57 Interest payment option dated March 21, 2001 between the Company and eBanker (9)
  - 10.58 2001 Stock Option Plan (11)
  - 10.59 Amended and Restated 1997 Stock Compensation Plan (12)
  - 21 Subsidiaries of the Company
  - 23 Consent of Independent Auditors - Deloitte & Touche LLP
    - 23.1 Consent of Independent Auditors - Ehrhardt Keefe Steiner & Hottman PC
  - 99 Proxy and Right of First Refusal Agreement, dated November 14, 1996, between and among Ortho Diagnostic Systems Inc. and Michael I. Ruxin, William J. Collard, Gerald F. Willman, Jr., Lori J. Willman, Timothy Pellegrini and Gordon Segal (1)
- 
- (1) The documents identified are incorporated by reference from the Company's Registration Statement on Form SB-2 (No. 333-11723).
  - (2) Incorporated by reference from the Company's Registration Statement on Form S-8 (No. 333-28155).
  - (3) Incorporated by reference from the Company's Registration Statement on Form S-8 (No. 333-45031).
  - (4) Incorporated by reference from the Company's Annual Report on Form 10-KSB for the year ended December 31, 1997.
  - (5) Incorporated by reference from the Company's Registration Statement on Form SB-2 (No. 333-52761).
  - (6) Incorporated by reference from the Company's Annual Report on Form 10-KSB for the year ended December 31, 1998.
  - (7) Incorporated by reference from the Company's Form 10-QSB for the quarterly period ended March 31, 1999.



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- (8) Incorporated by reference from the Company's Form 10-QSB for the quarterly period ended March 31, 2000.
- (9) Incorporated by reference from the Company's Form 10-Q for the quarterly period ended March 31, 2001.
- (10) Incorporated by reference from the Company's Schedule 14A dated March 15, 2001.
- (11) Incorporated by reference from the Company's Registration Statement on Form S-8 (No. 333-60674)
- (12) Incorporated by reference from the Company's Registration Statement on Form S-8 (No. 333-60672)