

AHAlife Holdings Limited

Level 5, 126 Phillip Street
Sydney NSW 2000

ACN: 006 908 701

<http://www.ahalifeholdings.com.au>



AHAlife Holdings Limited

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Friday, 12 July 2019

11.00 AM AEST

Address

Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **11.00 am** (AEST) on Friday, 12 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

1. Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.
2. Complete and sign the enclosed Proxy Form and return the form:
 - (a) by post to:
Automic, GPO Box 5193, Sydney NSW 2001; or
 - (b) by hand to:
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - (c) by fax to: (02) 8583 3040

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of AHAlife Holdings Limited ACN 006 908 701 will be held **11.00 am** (AEST) on Friday, 12 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting** or **Extraordinary General Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on Wednesday, 19 July 2019. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Part A: Ratification of Prior Issue of Securities

1. **Resolution 1** – Ratification of Prior Issue of Consideration Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 26,538,339 Consideration Options issued on 28 February 2019 to JD2 Media LLC on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) JD2 Media LLC; or
- (b) an Associate of JD2 Media LLC.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. **Resolution 2 – Ratification of Prior Issue of Tranche 1 Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 142,551,828 fully paid ordinary shares issued on 5 and 7 June 2019 (**Tranche 1 Shares**) for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue and received the Tranche 1 Shares; or
- (b) an Associate of any person described in (a) above.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Part B: Tranche 2 of the Placement

3. **Resolution 3 – Approval of Tranche 2 Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 107,733,887 fully paid ordinary shares (**Tranche 2 Shares**) at an issue price of 0.7 cents (\$0.007) per share on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. **Resolution 4 – Director Participation in Placement (Michael Hill)**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 10,714,285 fully paid ordinary shares at an issue price of 7 cents (\$0.007) per share to Michael Hill (or his nominee), Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Michael Hill (or his nominee);
- (b) a person who might obtain a material benefit, except a benefit solely by reason of being a holder of ordinary securities in the Company if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. **Resolution 5 – Director Participation in Placement (Michael Everett)**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 10,714,285 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per share to Michael Everett (or his nominee), Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Michael Everett (or his nominee);
- (b) a person who might obtain a material benefit, except a benefit solely by reason of being a holder of ordinary securities in the Company if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. **Resolution 6** – Director Participation in Placement (Christopher Colfer)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 7,142,857 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per share to Christopher Colfer (or his nominee), Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Christopher Colfer (or his nominee);
- (b) a person who might obtain a material benefit, except a benefit solely by reason of being a holder of ordinary securities in the Company if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. **Resolution 7** – Director Participation in Placement (Arnaud Massenet)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 25,000,000 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per share to Arnaud Massenet (or his nominee), Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Arnaud Massenet (or his nominee) being the person who is to receive securities in relation to the entity;
- (b) a person who might obtain a material benefit, except a benefit solely by reason of being a holder of ordinary securities in the Company if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Andrew Whitten
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 11.00am (AEST) on Friday, 12 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Part A: Ratification of Prior Issue of Securities

Resolution 1 – Ratification of Prior Issue of Consideration Options

Background

As announced by the Company on 28 February 2019, the Company successfully completed the acquisition of all assets relating to Design Milk, the globally recognised, US based digital media platform dedicated to modern design.

As part of the consideration payable by the Company, the Company issued 26,538,339 unlisted and unvested options (**Consideration Options**) to the vendor of the assets, JD2 Media LLC, by utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 26,538,339 Consideration Options to JD2 Media LLC, which was issued on 28 February 2019 by utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12-month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of approval of this Resolution is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait 12 months after the issue.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 26,538,339 Consideration Options.

- (b) Each of the Consideration Options were issued at nil cash consideration.
- (c) Each of the Consideration Options have the following terms:
 - (i) Exercise price: Nil
 - (ii) Exercise ratio: One (1) Consideration Option is exercisable into one (1) fully paid ordinary share of the Company, which shall rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company
 - (iii) Vesting time: 2 January 2020
 - (iv) Expiry date: 28 February 2022
- (d) The Consideration Options were issued to the vendor of the assets of Design Milk, JD2 Media LLC as part of the consideration payable by the Company.
- (e) As the Consideration Options were issued as part of the consideration payable by the Company to acquire the assets of Design Milk, no funds were raised from the issue.
- (f) A voting exclusion statement applies to this item of business, as set out in the Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 1.

Resolution 2 – Ratification of Prior Issue of Tranche 1 Shares

Background

As announced by the Company on 29 May 2019, the Company successfully completed a placement to institutional, sophisticated and professional investors (**Placement**) of 303,857,142 new fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share raising approximately \$2,127,000 (before costs) for the Company.

In the same announcement, the Company also advised that it had launched a share purchase plan to permit eligible existing shareholders to subscribe for Shares at the same issue price as the Placement (0.7 cents).

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A, and the second tranche (**Tranche 2**) subject to Shareholder approval.

On 5 and 7 June 2019, the Company completed Tranche 1 of the Placement, which resulted in the issue of 142,551,828 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (**Tranche 1 Shares**), raising approximately \$997,863 (before costs) for the Company.

74,915,761 Tranche 1 Shares were issued under ASX Listing Rule 7.1 and 67,636,067 Tranche 1 Shares were issued under ASX Listing Rule 7.1A.

Shareholder approval is being sought under this Resolution to ratify the issue of the Tranche 1 Shares.

ASX Listing Rule 7.1 restricts listed companies as to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% capacity**), unless an exception applies.

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing

Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A (**10% capacity**). The Company is an eligible entity and sought and received Shareholder approval for its 10% capacity at its Annual General Meeting held on 27 November 2018.

The Company may refresh its 15% capacity and 10% capacity under ASX Listing Rule 7.4 pursuant to which holders of ordinary securities ratify and approve previous issues of securities made without prior approval under ASX Listing Rule 7.1 but within the company's 15% capacity or made in accordance with the 10% capacity available under ASX Listing Rule 7.1A.

By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of ASX Listing Rules 7.1 and 7.1A up to its 15% capacity and 10% capacity, respectively, without needing to seek further Shareholder approval.

Accordingly, Resolution 2 seeks Shareholder approval to allow the Company to refresh its 15% capacity and 10% capacity, respectively.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) The Company issued 123,706,845 Tranche 1 Shares on 5 June 2019, of which 56,070,778 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1 and 67,636,067 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1A. The Company issued 18,844,983 Tranche 1 Shares on 7 June 2019, all of which were issued pursuant to ASX Listing Rule 7.1.
- (b) The Tranche 1 Shares were issued at an issue price of 0.7 cents (\$0.007) per Share.
- (c) The Tranche 1 Shares issued rank in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Tranche 1 Shares were issued to institutional, sophisticated and professional investors.
- (e) Funds raised under the Placement will be used to support the Company's growth strategy, support the recent launch of two new Design Milk websites, and develop and launch additional e-commerce websites.
- (f) A voting exclusion statement applies to this item of business, as set out in the Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 0.

Part B: Tranche 2 of the Placement

Resolution 3 – Approval of Tranche 2 Shares

Background

As announced by the Company on 29 May 2019, completion of Tranche 2 of the Placement is subject to Shareholder approval being obtained.

Accordingly, the Company is seeking Shareholder approval under this Resolution to issue 107,733,887 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (**Tranche 2 Shares**) to non-related parties which will raise \$754,137 (before costs) for the Company. Shareholder approval for the Director participation in Tranche 2 is being sought under Resolutions 4-7 of this Notice.

The effect of this Resolution is for Shareholders to approve the issue of 107,733,887 Tranche 2 Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Directors to issue the Shares without using the Company's annual 15% placement capacity.

Information Required by Listing Rule 7.3

The following information in relation to these equity securities is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Tranche 2 Shares to be issued is 107,733,887.
- (b) The Tranche 2 Shares will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the shares will occur on the same date.
- (c) The Tranche 2 Shares will be issued at an issue price of 0.7 cents (\$0.007) per Share.
- (d) The Tranche 2 Shares will be issued to institutional, sophisticated and professional investors.
- (e) The Tranche 2 Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company .
- (f) Funds raised under the Placement will be used to support the Company's growth strategy, support the recent launch of two new Design Milk websites, and develop and launch additional e-commerce websites.
- (g) A voting exclusion statement applies to this item of business, as set out in the Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 3.

Resolutions 4-7 – Director Participation in Placement

Background

As announced by the Company on 29 May 2019, pursuant to Tranche 2 of the Placement, Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet, existing Non-Executive Directors of the Company, wish to participate in the Placement on the same terms as offered to other non-related parties.

Accordingly, Shareholder approval is being sought under this Notice for each of the aforementioned Directors to be able to participate in the Placement as follows:

- (a) Resolution 4: Michael Hill (or his nominee) to be issued 10,714,285 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (value of \$75,000);
- (b) Resolution 5: Michael Everett (or his nominee) to be issued 10,714,285 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (value of \$75,000); and
- (c) Resolution 6: Christopher Colfer (or his nominee) to be issued 7,142,857 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (value of \$50,000).
- (d) Resolution 7: Arnaud Massenet (or his nominee) to be issued 25,000,000 fully paid ordinary shares at an issue price of 0.7 cents (\$0.007) per Share (value of \$175,000).

Related Party Approvals

ASX Listing Rule 10.11 provides that the Company, as a listed company, must not issue equity securities to a related party without Shareholder approval.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

Accordingly, as Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet are current Directors of the Company, each of them is a “related party” of the Company, and the proposed issue of Shares to each of them requires Shareholder approval under Listing Rule 10.11.

In relation to the Chapter 2E requirements, the Company notes that the proposed issue of Shares to Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet are on the same terms and the same issue price of 0.7 cents (\$0.007) per Share, as offered and completed to other non-related party investors under the Placement.

Accordingly, each of the non-conflicted Directors of the Company (in relation to a particular Director who proposes to participate in the Placement) formed the view that the issue of the Shares subject of Resolutions 4-7 to Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet falls within the “arm’s length” exception as set out in section 210 of the Corporations Act. Accordingly, the Company relies on this exception for the purposes of Resolutions 4-7 under this Notice.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Shares to Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are current Non-Executive Directors of the Company, being Messrs Michael Hill, Michael Everett, Christopher Colfer and Arnaud Massenet.
- (b) The maximum number of Shares to be issued:
 - (i) to Michael Hill (or his nominee) is 10,714,285;
 - (ii) to Michael Everett (or his nominee) is 10,714,285; and
 - (iii) to Christopher Colfer (or his nominee) is 7,142,857.
 - (iv) to Arnaud Massenet (or his nominee) is 25,000,000.
- (c) The Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (d) The Shares will be issued at an issue price of 0.7 cents (\$0.007) per Share, which are on the same terms and issue price as offered and completed to other non-related party investors under the Placement.
- (e) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

- (f) Funds raised under the Placement will be used to support the Company's growth strategy, support the recent launch of two new Design Milk websites, and develop and launch additional e-commerce websites.

Enquiries

Shareholders are asked to contact the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (Outside Australia) if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Company or **AHL** means AHALife Holdings Limited ACN 006 908 701.

Consideration Options means the unlisted and unvested options that were issued by the Company as part of the consideration to acquire the assets of Design Milk, as announced by the Company on 28 February 2019.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or “\$” means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means the meeting of the Company’s members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 12 June 2019 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the two tranche placement to institutional, sophisticated and professional investors (which includes related parties) as announced by the Company on 29 May 2019.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Limited.

Tranche 1 means the first tranche of the Placement, which was completed on 5 and 7 June 2019.

Tranche 2 means the second tranche of the Placement, for which completion is subject to Shareholder approval, which is being sought under this Notice.



AHALife Holdings Limited | ACN 006 908 701

EGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: AHL

Your proxy voting instruction must be received by 11.00am (AEST) on **Wednesday, 10 July 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact	Return your completed form		All enquiries to Automic	
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au	WEBCHAT https://automic.com.au/

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of AHAlife Holdings Limited, to be held at 11.00 am (AEST) on Friday, 12 July 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 hereby: Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
	The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Ratification of Prior Issue of Consideration Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Ratification of Prior Issue of Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Approval of Issue of Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Director Participation in Placement (Michael Hill)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Director Participation in Placement (Michael Everett)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Director Participation in Placement (Christopher Colfer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Director Participation in Placement (Arnaud Massenet)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			