

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AHAlife Holdings Limited

ABN

15 006 908 701

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	+Class of +securities issued or to be issued	Fully paid ordinary shares  Unlisted options  Unlisted performance rights
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<b>Vendor Offer</b> <ul style="list-style-type: none"><li>- 75,785,135 fully paid ordinary shares</li><li>- 20,741,873 fully paid ordinary shares (restricted securities)</li><li>- 6,219,031 unlisted options</li><li>- 2,963,820 unlisted options (restricted securities)</li></ul> <b>Incentive Securities Offer (all restricted securities)</b> <ul style="list-style-type: none"><li>- 4,000,000 fully paid ordinary shares</li><li>- 10,000,000 unlisted options</li><li>- 5,000,000 unlisted performance rights</li></ul>

+ See chapter 19 for defined terms.

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3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p><b>Vendor Offer</b></p> <ul style="list-style-type: none"> <li>- 96,527,008 fully paid ordinary shares</li> <li>- 3,841,044 unlisted options, exercisable at USD\$0.08475 per option, expires on 5 October 2021</li> <li>- 163,285 unlisted options, exercisable at USD\$0.08475 per option, expires on 25 October 2021</li> <li>- 188,907 unlisted options, exercisable at USD\$0.20716 per option, expires on 1 June 2022</li> <li>- 2,053,474 unlisted options, partially vested, exercisable at USD\$0.09102 per option, expires on 8 November 2022</li> <li>- 326,564 unlisted options, exercisable at USD\$0.0973 per option, expires on 22 March 2023</li> <li>- 63,720 unlisted options, partially vested, exercisable at USD\$0.0973 per option, expires on 31 July 2023</li> <li>- 1,686,938 unlisted options, partially vested, exercisable at USD\$0.09416 per option, expires on 19 August 2024</li> <li>- 858,919 unlisted options, partially vested, exercisable at USD\$0.40 per option, expires on 27 July 2025</li> </ul> <p><b>Incentive Securities Offer</b></p> <ul style="list-style-type: none"> <li>- 4,000,000 fully paid ordinary shares</li> <li>- 5,000,000 unlisted and unvested options exercisable at a price of AUD\$0.20 per option, expires on 27 July 2019</li> <li>- 5,000,000 unlisted and unvested options exercisable at AUD\$0.30 per option, expires on 27 July 2019</li> <li>- 5,000,000 unlisted and unvested performance rights, expires on 27 July 2019 if they are unvested at the time</li> </ul>
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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Fully paid ordinary shares – Yes</p> <p>Unlisted options – Yes, upon exercise</p> <p>Unlisted performance rights – Yes, upon conversion</p>
5	Issue price or consideration	<p><b>Vendor Offer</b></p> <ul style="list-style-type: none"> <li>- 96,527,008 fully paid ordinary shares and 9,182,851 unlisted options in consideration for 100% of the diluted share capital of AHAlife Holdings Inc</li> </ul> <p><b>Incentive Securities Offer</b></p> <ul style="list-style-type: none"> <li>- 4,000,000 fully paid ordinary shares at an issue price of AUD\$0.45 per share</li> </ul> <p>The following securities are issued to certain key management personnel for nil consideration pursuant to the Incentive Securities Offer:</p> <ul style="list-style-type: none"> <li>- 5,000,000 unlisted and unvested options exercisable at a price of AUD\$0.20 per option, expires on 27 July 2019</li> <li>- 5,000,000 unlisted and unvested options exercisable at AUD\$0.30 per option, expires on 27 July 2019</li> <li>- 5,000,000 unlisted and unvested performance rights, expires on 27 July 2019 if they are unvested at the time</li> </ul>

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><b>Vendor Offer</b>  Securities issued pursuant to the Vendor Offer are being issued as consideration for 100% of the diluted share capital in AHAlife Holdings Inc.</p> <p><b>Incentive Securities Offer</b>  These securities are being issued to align the interests of key management personnel in the company with those of the shareholders.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	26 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	7,945 unlisted options
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>Shareholder approval for the issue of the below securities obtained at the EGM held on 7 July 2015.</p> <p><b>Vendor Offer</b></p> <ul style="list-style-type: none"> <li>- 96,527,008 fully paid ordinary shares.</li> <li>- 9,174,906 unlisted options.</li> </ul> <p><b>Incentive Securities Offer</b></p> <ul style="list-style-type: none"> <li>- 4,000,000 fully paid ordinary shares.</li> <li>- 10,000,000 unlisted options.</li> <li>- 5,000,000 unlisted performance rights.</li> </ul>

+ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure A	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	27 July 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		135,036,933	Fully paid ordinary shares

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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		3,250,000	Unlisted options, exercisable at \$0.20 per option, expires on 30 June 2017
		637,500	Unlisted options, exercisable at \$0.20 per option, expires on 16 July 2017
		637,500	Unlisted and unvested options, exercisable at \$0.20 per option, expires on 16 July 2019
		1,313	Unlisted options, exercisable at \$40.00 per option, expires on 22 February 2018
		1,188	Unlisted options, exercisable at \$80.00 per option, expires on 30 November 2015
<b>Vendor Offer</b>			
		20,741,873	Restricted securities – Fully paid ordinary shares escrowed for 24 months from the date of reinstatement to ASX
		1,858,332	Restricted securities – Unlisted options, partially vested, exercisable at USD\$0.09102 per option, expires on 8 November 2022

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<sup>+</sup> See chapter 19 for defined terms.

<b>Vendor Offer – continued</b>	
1,105,488	Restricted securities – Unlisted options, partially vested, exercisable at USD\$0.09416 per option, expires on 19 August 2024
3,841,044	Unlisted options, exercisable at USD\$0.08475 per option, expires on 5 October 2021
163,285	Unlisted options, exercisable at USD\$0.08475 per option, expires on 25 October 2021
188,907	Unlisted options, exercisable at USD\$0.20716 per option, expires on 1 June 2022
195,142	Unlisted options, partially vested, exercisable at USD\$0.09102 per option, expires on 8 November 2022
326,564	Unlisted options, exercisable at USD\$0.09745 per option, expires on 22 March 2023
63,720	Unlisted options, partially vested, exercisable at USD\$0.09745 per option, expires on 31 July 2023

+ See chapter 19 for defined terms.

Vendor Offer - continued	
581,450	Unlisted options, partially vested, exercisable at USD\$0.09416 per option, expires on 19 August 2024
858,919	Unlisted options, partially vested, exercisable at USD\$0.40 per option, expires on 27 July 2025
Incentive Securities Offer	
4,000,000	Restricted securities – Fully paid ordinary shares escrowed for 24 months from the date of reinstatement to ASX
5,000,000	Restricted securities – Unlisted and unvested options exercisable at a price of AUD\$0.20 per unlisted option, expires on 27 July 2019, escrowed for 24 months from the date of reinstatement to ASX

+ See chapter 19 for defined terms.



<b>Incentive Securities Offer – continued</b>	
5,000,000	Restricted securities – Unlisted and unvested options exercisable at AUD\$0.30 per options, expires on 27 July 2019, escrowed for 24 months from the date of reinstatement to ASX
5,000,000	Restricted securities – Unlisted and unvested Performance rights, expires on 27 July 2019 if they are unvested at the time, escrowed for 24 months from the date of reinstatement to ASX

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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+ See chapter 19 for defined terms.

## Part 2 - Pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the <sup>+</sup> securities will be offered  |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates  |  |
| 15 | <sup>+</sup> Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/><br/>Cross reference: rule 7.7.</small> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |

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<sup>+</sup> See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

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+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

### Entities that have ticked box 34(b)

38 Number of <sup>+</sup>securities for which  
<sup>+</sup>quotation is sought

39 <sup>+</sup>Class of <sup>+</sup>securities for which  
quotation is sought

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<sup>+</sup> See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional <sup>+</sup>securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in clause 38)

Number	<sup>+</sup> Class

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<sup>+</sup> See chapter 19 for defined terms.

**Quotation agreement**

1        +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2        We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4        We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
Company secretary

Date: 27 July 2015

Print name:     Andrew Whitten

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	277,896,636 (before consolidation of existing shares on a 20:1 basis)
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	44,444,444 (issued 23 July 2015) 75,785,135 (issued 27 July 2015)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	264,000,402
<b>“A”</b>	134,125,813

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	20,118,871
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>911,120 (issued 23 July 2015)</p> <p>7,945 (issued 27 July 2015)</p>
<b>“C”</b>	919,065
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p><b>“A” x 0.15</b></p> <p><i>Note: number must be same as shown in Step 2</i></p>	20,118,871
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	919,065
<b>Total [“A” x 0.15] – “C”</b>	19,199,806

+ See chapter 19 for defined terms.



## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	134,125,813
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	13,412,581
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li><i>This applies to equity securities – not just ordinary securities</i></li> <li><i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	13,412,581
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	13,412,581

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+ See chapter 19 for defined terms.