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SHOP DIRECTLY
FROM THE WORLD'S
MOST UNIQUE
DESIGNERS AND
ARTISANS

Merger Agreement with INT Corporation

- AHAlife signed a merger agreement with INT Corporation on 12th May, 2015 whereby INT will acquire 100% of AHAlife Holdings Inc.
- Completion is subject to a number of conditions precedent, including shareholder approval on 7th July, 2015 and the fund raising.
- AHAlife shareholders will be issued c.96.5 shares and 9.2m options in INT (post-consolidation)
 which will result in AHAlife shareholders owning approximately 60%¹ of the merged group
- As part of the transaction, INT has issued a prospectus to raise between \$15M to \$19.9M (includes oversubscriptions) with new shareholders owning between 22.6% and 27.9% of the company
- The ASX listing will enable AHAlife to extend its customer acquisition strategy and global expansion of its proprietary digital marketplace
- Further details can be found in INT's pathfinder prospectus dated 15th June, 2015 to be lodged on or about 23rd June, 2015
- Lead manager to General Offer is Blue Ocean Equities

Based on maximum subscription under the prospectus of \$19.9M. INT can issue up to a further \$1.5M oversubscriptions, which would make total \$21.4m



AHAlife Overview

- Goal: To be the global market leader, go-to marketplace for the premium/luxury industry
- AHAlife is a major curated luxury online marketplace that connects discerning consumers with independent premium designer brands
- Founded in 2010
- USD\$23M in funding since inception from investors.
- The Company connects over 2,500 independent designers with over 300K registered users with the ability to ship to 220 countries across the globe.
- AHAlife has over 70 curators, which includes industry experts and participants from around the globe. Further information on the curators can be viewed on www.ahalife.com/curators
- AHAlife operates via a drop-ship (no-inventory) model
- Average customer: 1st time on AHAlife spends USD\$164. Returning customers purchase 6 times a year and their AOV is USD\$196 (based on calendar 2014 year).

What We Stand For



Conscious Consumption

What you own is part of your self-expression. Choose high quality objects that inspire you and help you live life to the fullest.



Celebrating and Protecting Creativity

Join us in empowering designers, artisans and innovators to thrive online by purchasing and treasuring their unique creations.



The Thrill of the AHA!

Immerse yourself in our inspiring world. Stumble-upon amazing creations and take back the joy of shopping.

AHAlife In the Press

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"One of the World's 50 Most Innovative Companies of 2013."

WALL STREET JOURNAL

"I was taken by [Shauna Mei's] story, and by the [company's emphasis on storytelling]."

Forbes

"A Bold New E-Commerce Experience: Going Where No One Has Gone Before"

The New York Times

"Offering Web Buyers a Thrill of Discovery"



"AHAlife adds curation and social influence to sell luxury goods."

InStyle

"Curated by some of the brightest minds in the industry. It's like having Tim Gunn as your personal shopper."



"Best of the Web List 2012"





Publicly Traded Marketplaces

Company	Country	Nature of Business 20	014 Revenue (USD\$	millions)	
eBay Inc	USA	US headquartered e-commerce company providing consumer to consumer and business to consumer sales services	17,902	THE POWER OF ONLINE MARKETPLACES Successful online marketplaces deliver a network effect and have attractive business models They have been able to achieve a level of scale in a time period that was not possible before the internet in an online marketplace, where anyone is able to buy from any operating seller and many of the barriers to becoming a seller to a global marketplace are removed Buyers want to go where there are the most sellers, and the sellers want to go where there are the most buyers Examples of publicly traded companies developing successful online marketplace are detailed opposite	
Alibaba Group Holding Ltd	China	China based e-commerce company providing consumer-to-consumer, business-to-consumer a business-to-business sales services	nd 8,592		
Rakuten Inc	Japan	Japan based e-commerce site connecting buyers and sellers in an online marketplace	5,015		
MercadoLibre SA	Argentina	South American based e-commerce site offering a marketplace, payments, advertising and e-building solutions	ng 557		
Shutterstock	USA	Global marketplace for commercial digital cor including images, video and music	ntent, 328		
GrubHub	USA	Online and mobile platform for restaurant pick and delivery orders	с-up 2 54		
Etsy, Inc.	USA	Peer-to-peer e-commerce website focused on handmade or vintage items and supplies, as well as unique factory-manufactured items under Etsy's guidelines	196		

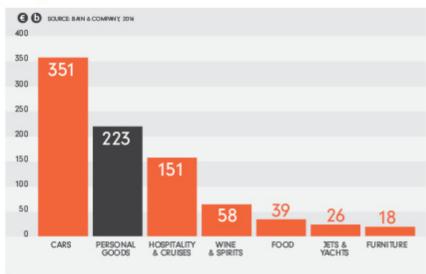


Market Opportunity

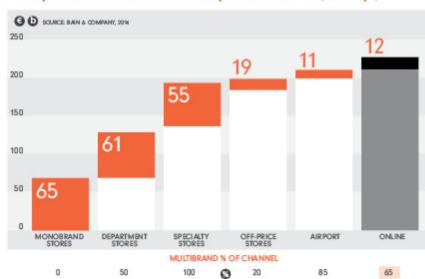
AHALIFE IS WELL-POSITIONED TO LEAD DEVELOPMENT OF THE GLOBAL LUXURY ONLINE LIFESTYLE MARKET



Luxury Personal Goods Market is €223b



Luxury Personal Goods Market By Sales Channel, 2014 (€)



Online sales of luxury items represent ~5% of the total €223B market, at €12B.

Traditional bricks & mortar shopping is more likely to be Monobrand.

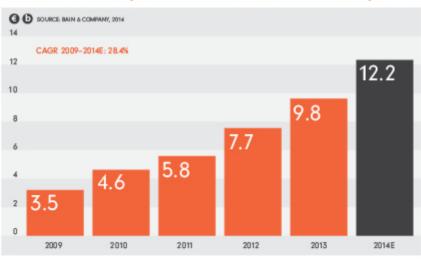
Within the Online channel, Multibrand environments are preferred by customers and represent 65% of all channel sales.

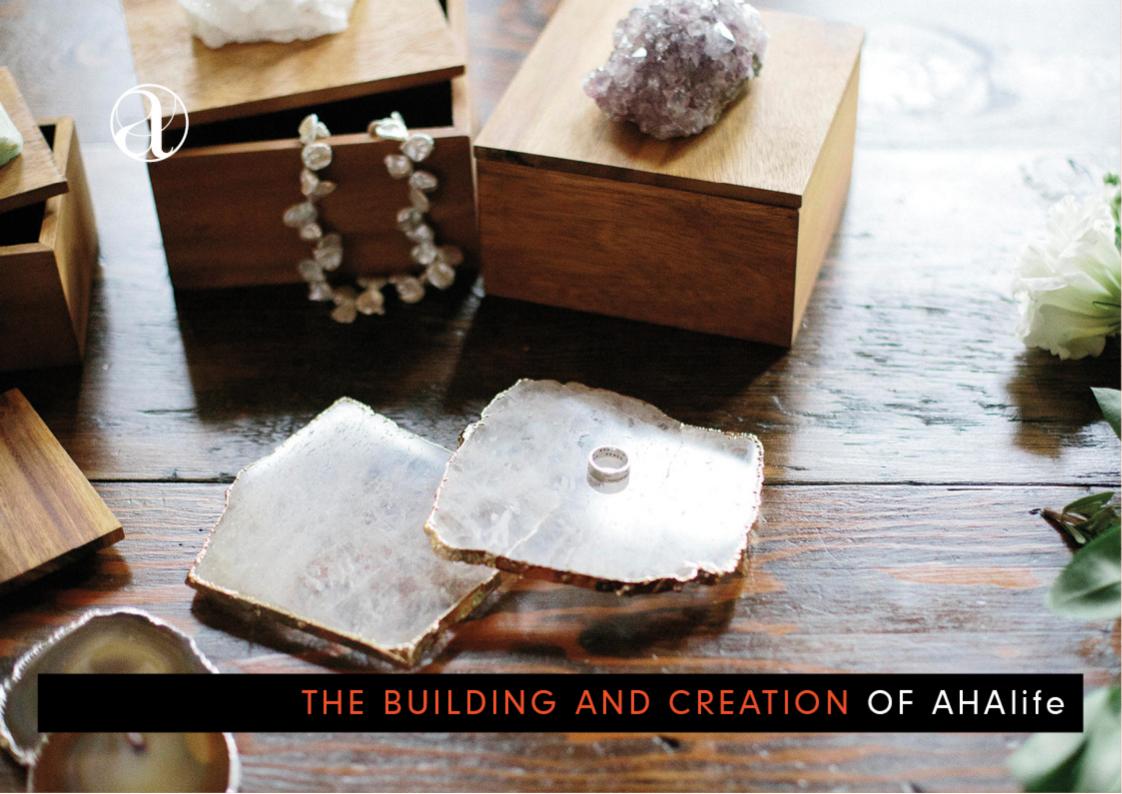
AHAlife's Multibrandstyle offering is accepted by luxury online shoppers.

Luxury Personal Goods Market by Product Category, 2007-2014 (€)



Global Online Luxury Personal Goods Market, 2009-2014 (€)





The Management Team



SHAUNA MEI, FOUNDER AND CEO,

BORN in Inner Mongolia, China & Fluent in Mandarin

MIT ALUMNUS in Computer Science, Electrical Engineering, and Al

PROFESSIONAL EXPERIENCE

- · Goldman Sachs Private Equity and Investment Banking
- · Co-Founder of Aronsson Group, Luxury Investment and Advisory Firm with former CEO of Donna Karan, Marc Jacobs, and Oscar de la Renta
- . COO of Casall, €20MM Revenue Luxury Swedish Activewear Company

ACCOLADES

- · Fast Company's 1000 Most Creative People
- Fast Company's 1000 Most Innovative People in Business
- Winner of SmartCEO's Future50 Award
- Finalist for Ernst & Young Entrepreneur of the Year



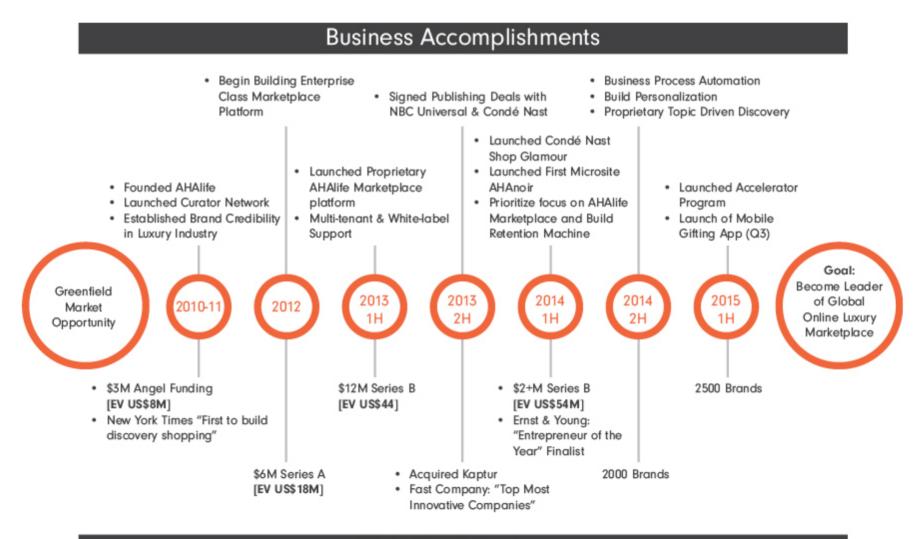
SACHIN DEVAND, CO-FOUNDER, PRESIDENT AND CTO

Indian Institute of Technology (IIT) **ALUMNUS** in Computer Science

PROFESSIONAL EXPERIENCE

- · Built a real-time social graph of 1 billion users on the web for targeting relevance based display ads for 33Across
- · Built one of the first Demand Side Platforms (DSP) for digital advertising industry for LucidMedia acquired by Videology
- · Built search query categorization platform for every AOL online search
- · Built semantic analysis engine including concept clustering, discovery and auto categorization of documents for lifesciences and government agencies for Entrieva
- Build a federated local search engine for DexOnline, yp.com.
- · Discovery engine for AMEX publishing travel & leisure, food & wine
- Patent Holder in Machine Learning Semantic Analysis & Targeting #WO2007076080 A3

The AHAlife Growth Story



Notable Milestones

Company Advisors & Investor Network

AHAlife's investors and advisors span luxury retail, eCommerce, media, technology and well-being lifestyle: all key tenets for AHAlife's business model



STEVE SADOVE Former CEO Saks Fifth Avenue



DEEPAK CHOPRA Spirituality & Weliness Author



FERN MALLIS Founder of NY Fashion Week



ARI EMANUEL CEO of William Morris **Endeavor and IMG**



RENAUD DUTREIL Former Chairman LVMH



JON TEO Co-Founder of Binary





(Ranks Among Top 3 eCommerce Companies in the World, Largest in Japan)1 TYO:4755



(China's Leading Online Discount Retailer for Brands)2 VIP Shop NYSE:VIPS



(The global leader in sports, entertainment, media, and fashion, operates in more than 25 countries)

William Morris Endeavor and IMG



(Silicon Valley Based VC)



(New York City Based VC)

¹ source: www.rakuten.com

² source: ir.vip.com

AHAlife Curator Network



Source: www.ahalife.com/curators

The Board of Directors



MIKE HILL NON-EXECUTIVE CHAIRMAN

More than twenty years experience working on corporate and private equity transactions in Australia and the UK. Chairman of ASX listed entities - RHP, HJB, MOU and INT



SHAUNA MEI, FOUNDER AND CEO, BORN in Inner Mongolia, China & Fluent in Mandarin

MIT ALUMNUS in Computer Science, Electrical Engineering, and Al



MIKE EVERETT NON-EXECUTIVE DIRECTOR

More than twenty five years of capital markets and advisory experience as Co-head of Financing Group at Goldman Sachs. Founded Reunion Capital Partners. Non-Executive Director of ASX listed entities – RHP, HJB and INT



SACHIN DEVAND, CO-FOUNDER, PRESIDENT AND CTO

Indian Institute of Technology (IIT) ALUMNUS in Computer Science

- Advisory Board of AHAlife Holdings Inc includes Steve Sadove, Deepak Chopra, Fern Mallis, Ari Emanuel, Renaud Dutreil and Jonathan Teo
- Andrew Whitten Company Secretary





Why Brands Work With AHAlife



End-to-end solution, including site design, marketing tools, analytics, customer service and global shipping to over **220 countries**



Fast Self-Service on-boarding in under 24 hours



Customizable digital storefront



Content solutions provided, including editorial design and email communication

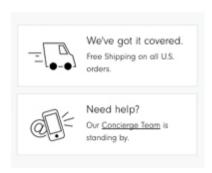


Self-managed for brands to control consumer experience

AHAlife Offering for Brands



CUSTOMIZABLE DIGITAL STOREFRONT



END-TO-END LOGISTICS + CUSTOMER SERVICE + GLOBAL SHIPPING



BRAND PORTAL + CUSTOM ANALYTICS +
ORDER MANAGEMENT SYSTEM



NETWORK EFFECT OF CURATORS, PUBLISHERS + OTHER BRANDS



PROMOTIONS + CRM



ONLINE MARKETING, AFFILIATE NETWORK, AND PR

Brand Experience



Universal T Tote

Malson Takuye from Bangkok, Thailand

Description

Whether you're off to a business neeting or traveling in high style, tote along this German shrunkenealf handbag. With brown alligator handles it's streamlined and classic design mean this bag will weather the times.

More Details







Maison Takuya from Banglok, Thailand

OUR STORY





usury accessories orealed by fusing technology and

n y 🖂

Be the first to get updates and exclusive offers.

FEATURED PRODUCTS

'Made in Thailand" Is the Future of Luxury. Really.

Being discerning means not confusing fashisn with huxary. Fashion's ephemeral; true huxary—bie Maison Tahaga's figitally designed, poinstakingly handmade leather youls—lasts a lifetime. Need we say more?

By NANCY MACDONELL

OUR PRODUCTS





Strong colors, minimal embellishments, the highest quality leather, the uniqueness that results from being crafted entirely by hand—Maison Takuya leather goods are made for the most discerning people in the world.









Ostrich Stripe iPhone 6 Case

Aligator Phone & Case

Shop the Collection

François Russo of Maison Takuya is nothing if not a perfectionist. A Frenchman who relocated to Thailand to found a leather goods house, by a delicated, body and soul, to true luxury, which is why he had his artisans trained by the best craftsmen in the world to construct bags entirely by hand, something that's far more rare than you might think —i.s. just because it's got a designer lated is no assurance that is wasn't stitched on a machine. "European luxury houses have a more industrial way of working now," says Russo. "Our customer knows it's more important toknow that our brand is 100-percent controlled and owned by us. Customers today are more attached to a manufacturer's spirit rather than to a label."

Why Consumers Engage with AHAlife

- One Stop Shop: Opportunity to discover, interact with and purchase a wide range of independent premium branded products in single marketplace
- Convenience: Consumers more and more prefer to purchase non-fit oriented products online
- No Retailers: AHAlife platform allows consumers to follow, purchase and interact directly with AHAlife brands
- Quality & Trust: AHAlife's editorial voice creates a trusted environment where curated brands increase consumer confidence. Centralized Concierge and operations ensures quality customer experience.



The AHAlife Customer

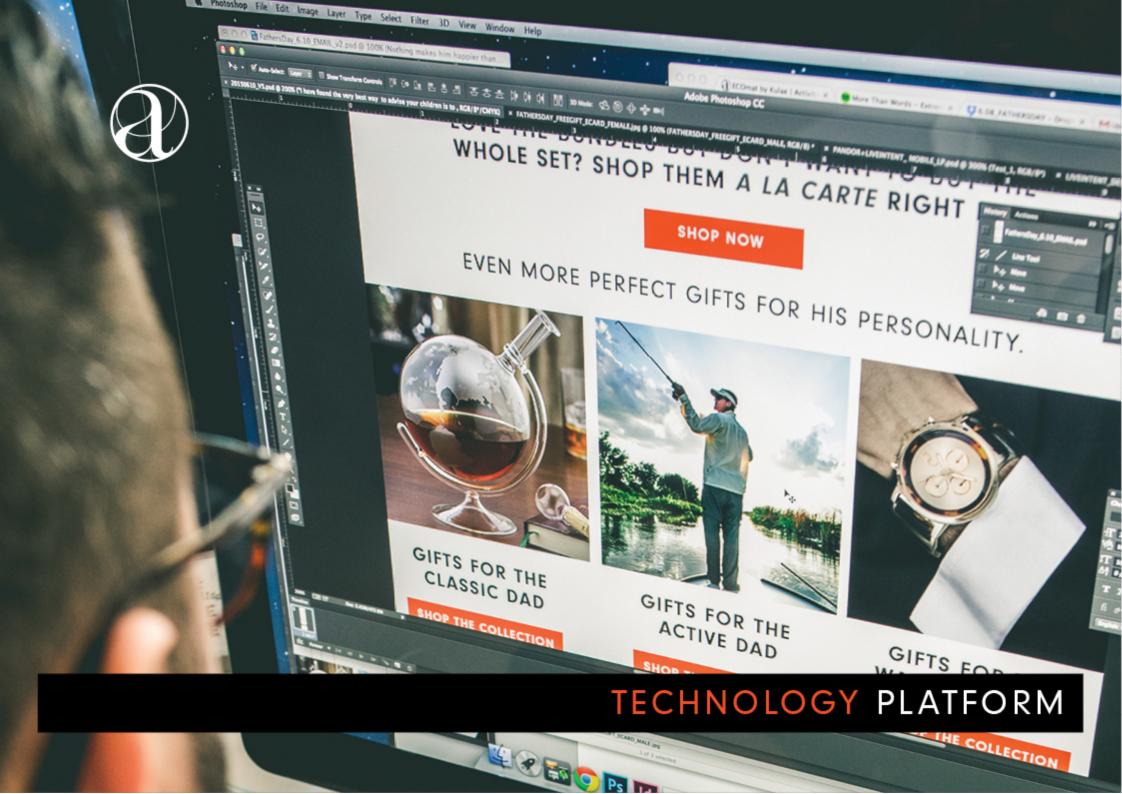
- In-the-know, savvy and well-traveled consumers
- Gender Mix: 65% Women, 35% Men
- Age: 25-55
- Household Income: 150K+
- Geography: Urban Cities New York, LA, San Fran, Chicago, Miami, Houston, London, Sydney etc.
- Education: Over-indexed for College and Grad
 School degrees

"This is my go-to destination to buy gifts and find things I can't find anywhere else" AHAlife 2x Repeat Male Customer



"Very special items are selected for even the most savvy of shoppers"

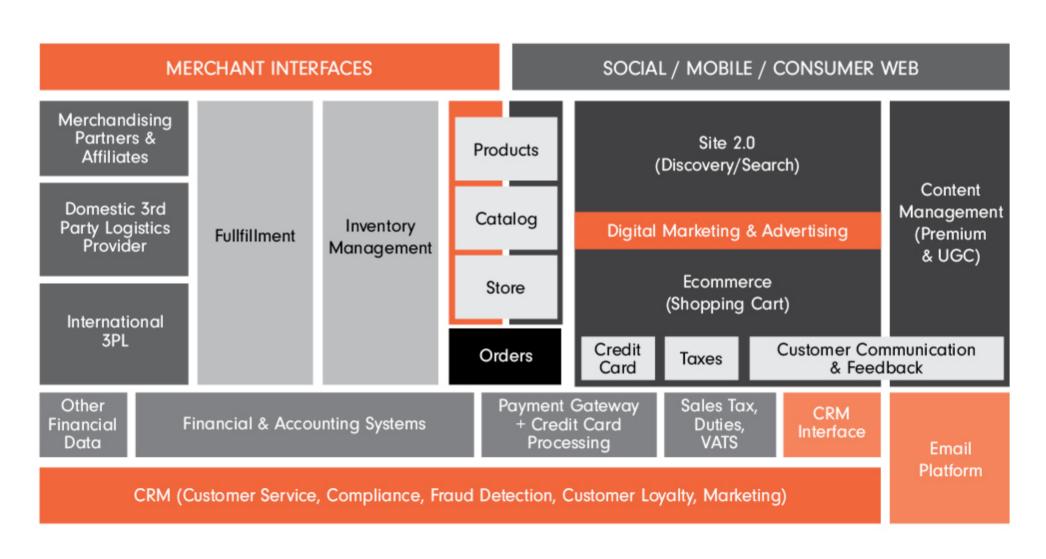
AHAlife 10x Repeat Female Customer



AHAlife's technology capabilities have been purpose built



AHAlife Commerce Platform



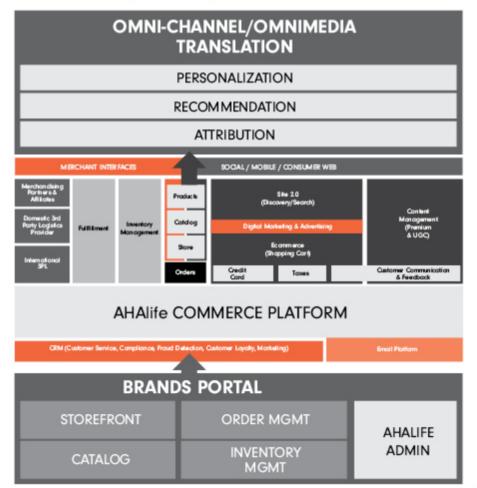
AHAlife Global Marketplace



Microsite					
WEB	APP	EMAIL	SOCIAL		

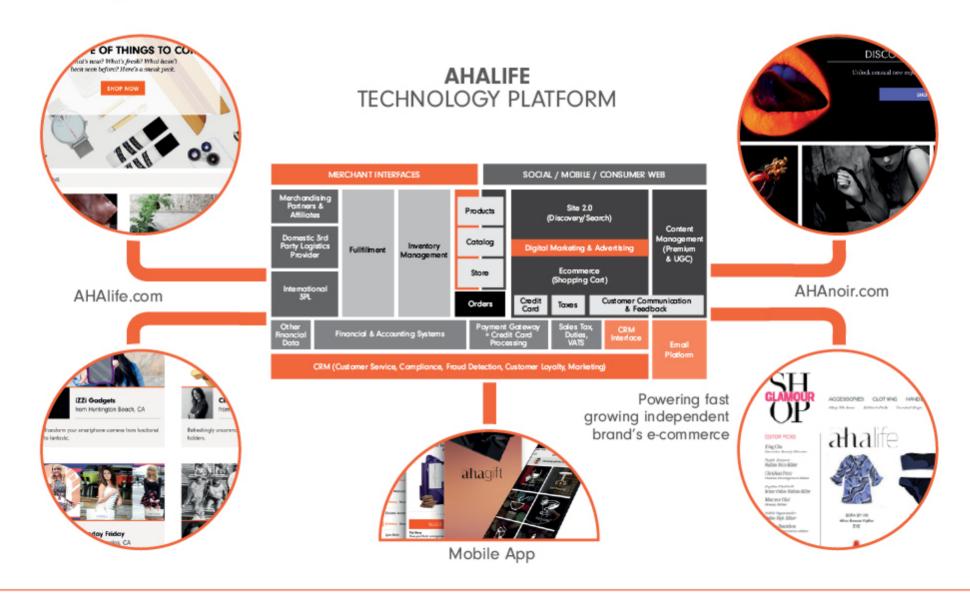








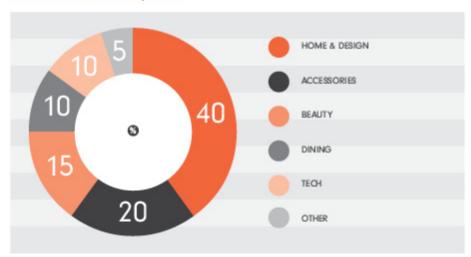
Extending the AHAlife Platform





Business Model

As at 31st December, 2014



Gross margin achieved for 12 months ending 31st December, 2014 consists of

- Product Margin (approx. 50%)
 - Depending upon product cost agreement with brands
- Order Fulfillment Costs (approx. 5%)
 - · International Brand Inbound Shipping to US
- Incentives and Offers (approx. 13%)
 - Marketing offers, discounts and credits vary depending on active marketing campaigns and season

Key Metrics

Registered Users (April 30, 2015)	303K	
1st time customer AOV (2014)	USD\$164	
Repeat customer AOV (2014)	USD\$196	
Average Repeat Rate (2014)	6 times/Year	
Return Rate (2014)	3.5%	
Inventory Risk	Nil	
No of orders (2014)	16,410	
Number of orders from repeat		
customers (2014)	5,608	
Revenue Contribution From Repe	eat	
Customers (Q1 2015)	48%	
NPS Rating of	69 ¹	
(compares to Amazon at 64 in 2014)		

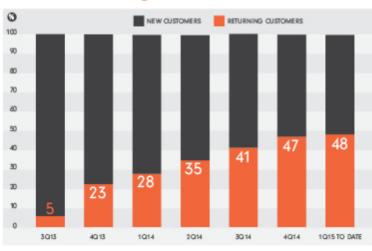
¹ Net Promoter Score: A widely used customer loyalty metric created by Bain & Co. and named by Harvard Business Review as "One number you need to grow"

AHAlife Key Financials

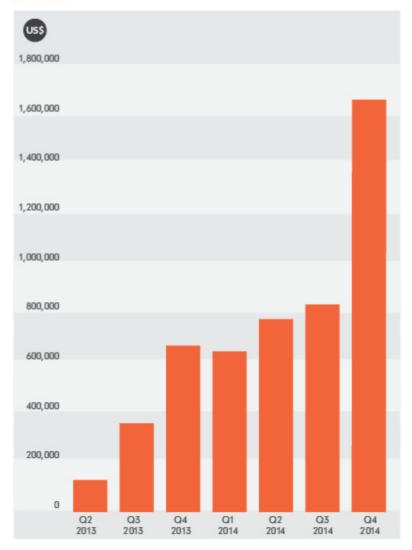
Number of Orders



First Time vs. Returning Customers



Revenue



AHAlife Key Financials

USD '000	Unaudited Dec '13	Audited Dec '14	
Registered Users Product Sales Software License Fees Shipping Revenue Gross Revenue Incentives & Offers	194 1,183 296 8 1,487 (100)	251 2,858 115 190 3,163 (494)	Approximately US\$1.128 million of losses in the year ended 31 December
Net Revenue Gross Profit Gross Profit Margin	1,387 728	2,669 1,319 49.4%	2014 have been attributed to licensing activities that was
General & Operational Ex Technology Marketing Employee Costs	xpenses	1,713 814 760 3,598	discontinued in the first half of the year.
Total Costs EBITDA Depreciation EBIT		6,885 (5,566) (45) (5,611)	

Use of Proceeds & Growth Drivers

USE OF PROCEEDS

Description	Minimum subscription	Maximum subscription ^(a)
Settlement of AHAlife bank loan	\$2,514,000	\$2,514,000
Expenses of the Offer	\$1,000,000	\$1,253,000
Due Diligence and Transaction Costs	\$625,000	\$625,000
Marketing Costs	\$3,000,000	\$4,700,000
Employment Costs	\$5,850,000	\$8,260,000
Technology Costs	\$630,000	\$920,000
Administration and Other Working Capital	\$1,381,000	\$1,628,000
Total	\$15,000,000	\$19,900,000

Notes

(x) The Company reserves the right to accept Oversubscriptions up to \$1,500,000, therefore, the maximum amount that may be raised under this Prospectus is \$21,400,000. The additional \$1,500,000 will be applied as follows: additional \$75,000 to expenses of the Offers, and additional \$1,425,000 to marketing costs.

ORGANIC

CUSTOMER LEVERS

- Search: SEM/SEO
- Social: Facebook/Polyvore/ Pinterest etc
- Affiliate Marketing
- · Brand Customer Activation
- Content Marketing/Paid Editorial
- · Media Partnerships

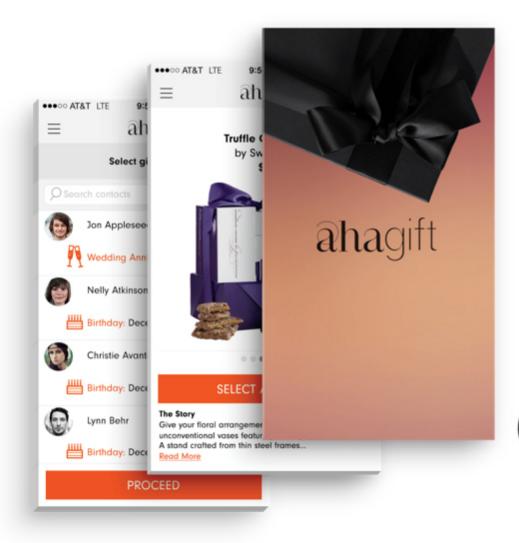
RETENTION LEVERS

- · Loyalty Program
- · Email Program & Triggers
- · Refer-a-Friend
- Concierge
- Retargeting
- · Mobile Gifting App

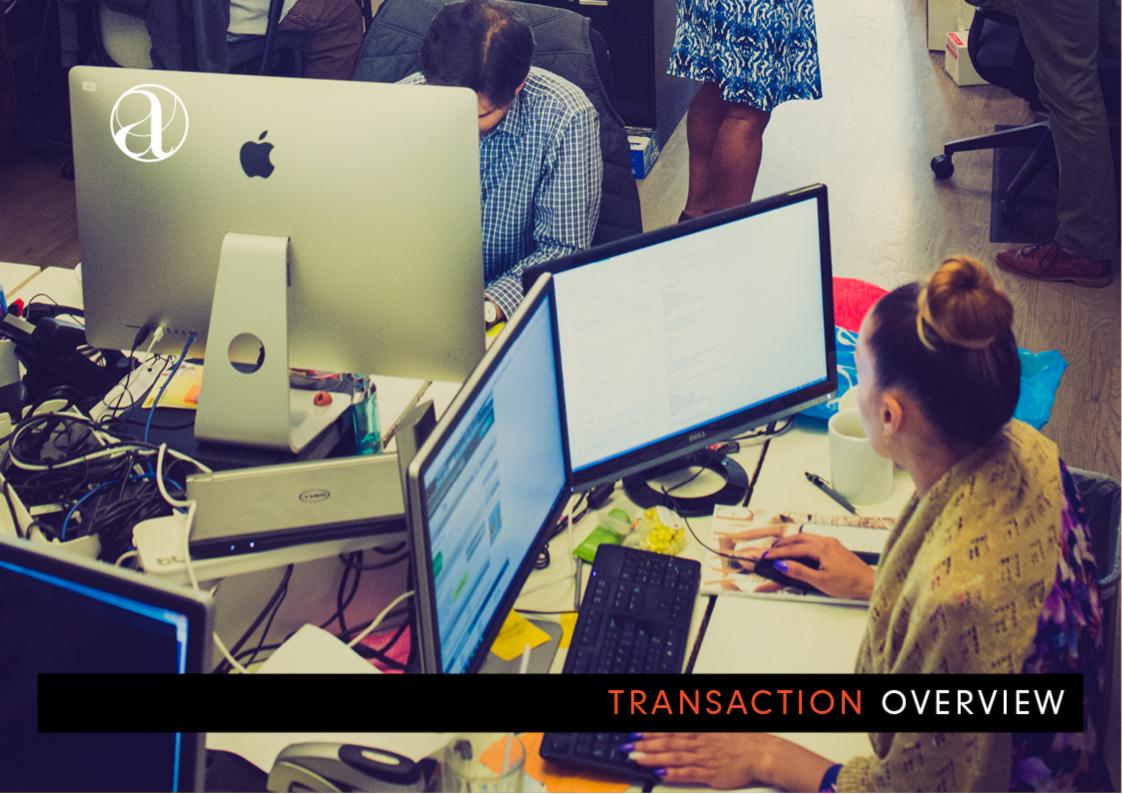
STRATEGIC

- Acquisition of sub-scale business capable of being transitioned to AHAlife
- New technology releases to drive customer acquisition.
 eq: Gifting App
- Further market segmentation with dedicated sites in specific product categories eg: AHAnoir
- · Joint Ventures
- Dedicated expansion into other countries outside of the US

Owning the Mobile Gifting Market









DEAL STRUCTURE

Key Statistics of the Offers	Minimum	Maximum
	subscription	subscription(b)
Issue Price per New Share	\$0.45	\$0.45
Total number of New Shares issued under the General Offer	33,333,333	44,222,222
Cash proceeds to be received under the General Offer	\$15,000,000	\$19,900,000
Number of Consideration Shares issued under the Vendor Offer	96,539,349	96,539,349
Number of Loan Shares issued under the Incentive Securities Offer	4,000,000	4,000,000
Number of existing Shares on issue (post-Consolidation)	13,894,832	13,894,832
Total number of post-Consolidation Shares on issue at listing on ASX	147,767,514	158,656,403
Market capitalisation at Issue Price (\$0.45)(a)	\$66,495,381	\$71,395,381
Ownership of General Offer investors following completion of the Offers	22.56%	27.87%
Options and performance rights on issue following completion		
of the Offers	28,702,406	28,702,406

Notes:

- (a) Market capitalisation is usually determined by multiplying the number of Shares on issue by the price that the Shares trade on the ASX from time to time. For indicative purposes only, market capitalisation assumes the Issue Price as shown. Shares may not trade at the Issue Price after re-instatement to the ASX. If Shares trade below the Issue Price, the market capitalisation will be lower than the amount shown.
- (b) The Company reserves the right to accept Oversubscriptions of up to \$1,500,000 through the issue of a further 3,333,333 New Shares, which will be issued utilising the Company's existing capacity under Listing Rules 7.1 and 7.1A. The maximum amount that may be raised under this Prospectus is therefore \$21,400,000 by the issue of 47,555,555 New Shares.

Executive Incentives

Post-Consolidation						
				Vesting Conditions		
	Number	Exercise Price	Expiry Date	Continuous Employment Period	Financial Target	Share Price target
Unvested Executive Options	5m	\$0.20	4 Years	3 Years	-	20 day VWAP of >\$0.75
Unvested Performance Options	5m	\$0.30	4 Years	3 Years	Rolling 12 mth revenue >USD\$20m	
Unvested Performance Rights	5m	Nil	4 Years	4 Years	Rolling 12 mth revenue >USD\$20m	20 day VWAP of >\$1.20
Restricted Loan Shares	4m	Issue Price		Escrow Period		Vesting Condition
- Tranche 1 (1/3 of Loan Shares)		\$0.45	33.30%	18 months of continuous employment		20 day VWAP of >\$1.50
- Tranche 2 (Further 1/3 of Loan Shares)		\$0.45	33.30%	36 months of continuous employment		20 day VWAP of >\$1.50
- Tranche 3 (Final 1/3 of Loan Shares)		\$0.45	33.30%	54 months of continuous employment		20 day VWAP of >\$1.50



DEAL STRUCTURE

Indicative Timetable	Date
Lodgement of Prospectus with ASIC	23 June 2015
Opening Date of the Offers	30 June 2015
Suspension of the Company's Securities from trading on the ASX	
(at the close of trade)	6 July 2015
Extraordinary General Meeting	7 July 2015
Closing Date of the Offers	8 July 2015
Allotment of Securities under the Notice of Meeting and Prospectus	23 July 2015
Completion of Proposed Transaction	25 July 2015
Effective date for change of name and change of ASX code	25 July 2015
Pre-quotation disclosure to ASX	27 July 2015
Anticipated date the suspension is lifted and the Company's Securities	
re-commence trading on ASX	31 July 2015

The above dates, other than the date for the lodgement of this Prospectus with ASIC and the date of the Extraordinary General Meeting, are indicative only and each or any of them may be varied without notice.

NB: The Offers for all the Securities under this Prospectus is subject to Shareholder approval at the Extraordinary General Meeting to be held on 7 July 2015.

Summary

- Unique focus on curated luxury online marketplace (no inventory)
- Market opportunity is substantial and not currently being catered to (remains a greenfield opportunity)
- Significant investment in powerful technology platform that drives both brands and consumers
- Support from leading financiers, and prominent luxury and lifestyle personalities/organizations
- Built on Trust: Curation by both internal and high profile tastemakers
- Growth path is clear. Business is at a level where primary focus and spend is on marketing and customer acquisition
- Extensibility of the technology platform & capability will permit AHAlife to explore additional revenue streams and broaden market segments including enterprise software licensing business and more seller services
- ASX will provide capital to fund growth and capitalize on scalability

































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