



AHALIFE HOLDINGS LIMITED

ACN 006 908 701

NOTICE OF 2015 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10:00am (AEDT)

DATE: Friday, 23 October 2015

PLACE: Radisson Blu
Press Room 1 & 2
27 O'Connell 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. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8072 1400.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEDT) on 23 October 2015 at:

Radisson Blu
Press Room 1 & 2
27 O'Connell Street
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:

- (a) by hand to:

LINK Market Services
1A Homebush Bay Drive, Rhodes NSW 2138; or

(b) by post to:

AHAlife Holdings Limited
c/- LINK Market Services Ltd
Locked Bag A14, Sydney South NSW 1235; or

2. by facsimile to +61 2 9287 0309; or

3. lodge online at www.linkmarketservices.com.au, instructions as follows:

(a) Select 'Investor & Employee Login' and enter AHAlife Holdings Limited or the ASX code AHL in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that it is received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of AHAlife Holdings Limited (ACN 006 908 701) will be held at 10:00am (AEDT) on 23 October 2015 at Radisson Blu, Press Room 1 & 2, 27 O'Connell Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement 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 Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 21 October 2015. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

RESOLUTIONS

Part A: Remuneration Report

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2015.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) It is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Part B: Election of Directors

2. RESOLUTION 2 – RE-ELECTION OF MR MICHAEL (MIKE) HILL AS DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Michael (Mike) Hill, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

Part C: ASX Listing Rule 7.1A

3. RESOLUTION 3 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms 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 on Resolution 3 by:

- (a) a person who may participate in the in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (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.

Part D: Issue of Options and Ratification of Prior Issue of Securities

4. RESOLUTION 4 – RELATED PARTY APPROVAL OF FUTURE ISSUE OF OPTIONS TO SACHIN DEVAND

To consider and, if thought fit, to pass with or without amendment, the following resolution an **ordinary resolution**:

“That, for the purposes of sections 210 and 213 of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,397 Options which are partially vested, with each Option exercisable at USD 9.416 cents, expiring on 19 August 2024, to Sachin Devand (or his nominee) on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by:

- (a) Sachin Devand (or his nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities 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 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

To consider and, if thought fit, to pass with or without amendment, 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:

- (a) 7,945 unlisted Options; and*
- (b) 911,120 fully paid ordinary shares,*

on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 5 by:

- (a) a person who participated in the issue;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities 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.

Part D: Change of Auditor

6. RESOLUTION 6 – REMOVAL OF AUDITOR

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to Resolution 7 being passed, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Stantons International Audit and Consulting Pty Ltd (ABN 84 144 581 519) as the current auditor of the Company, effective immediately.”

7. RESOLUTION 7 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, subject to Resolution 6 being passed, pursuant to s 327D of the Corporations Act and for all other purposes, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, approval is given for the appointment of HLB Mann Judd Assurance (NSW) Pty Ltd (ABN 96 153 077 215), effective immediately.”

Dated: 22 September 2015

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Andrew Whitten', with a stylized flourish at the end.

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 Annual General Meeting to be held at 10:00am (AEDT) on 23 October 2015 at Radisson Blu, Press Room 1 & 2, 27 O'Connell 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 Annual General Meeting are set out below.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.ahalife.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

RESOLUTIONS

Part A: Remuneration Report

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.ahalife.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2016 Annual General Meeting (**2016 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2016 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2016 AGM. All of the Directors who were in office when the 2016 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Part B: Election of Directors

RESOLUTION 2 – RE-ELECTION OF MR MICHAEL (MIKE) HILL AS DIRECTOR

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. Where 2 or more Directors have served equally the longest, the retiring Director is determined either amongst the Directors, or by drawing lots.

Messrs Mike Hill and Michael Everett were both re-elected as Directors on 26 November 2014.

It has been agreed that Mr Hill will retire by rotation at this Meeting.

A Director who retires by rotation under clause 13.2 of the Company's Constitution is eligible for re-election. Mr Hill retired by rotation and seeks re-election at this AGM.

Background details for Mr Hill are set out below:

Mike has more than 20 years' experience working on corporate and private equity transactions in Australia and the UK. He is a former partner of Ernst & Young in their M&A team and in 2003 joined Ironbridge, a leading Sydney based private equity firm with \$1.5bn of funds under management. Mike has worked as a senior member of the investment team at Ironbridge for more than 10 years covering deal assessment, investment management and exit planning across a number of Ironbridge portfolio companies.

Mike has experience across numerous industries where he has served on company boards involved in the technology, retail, healthcare, media, waste services, tourism, hospitality and manufacturing sectors. His involvement with companies in these industries has been to work closely with founders and executive management teams to execute strategic growth objectives.

Mike is currently the Executive Chairman of rhip Limited (ASX:RHP), Chairman of HJB Corporation Limited (ASX:HJB), Chairman of LiveTiles Limited (ASX:LVT) and a non-executive Director of JustKapital Litigation Partners Limited (ASX:JKL) and Prime Media Group Limited (ASX:PRT). He is a member of the Institute of Chartered Accountants in Australia.

Directors' recommendation

The Directors (excluding Mr Hill) recommend that Shareholders vote for Resolution 2.

Part C: ASX Listing Rule 7.1A

RESOLUTION 3 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Approval under this Resolution 3 is sought for the Company to issue equity securities under Listing Rule 7.1A.

If Resolution 3 is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2015 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution 3 is passed will cease to be valid on the earlier of 21 October 2016 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue

of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);

(iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 7 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 17 September 2015, the Company has on issue 163,142,428 ordinary shares and therefore has capacity to issue:

- (a) 24,471,364 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 16,314,242 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of

issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.

- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" Listing Rule 7.1A.2		Dilution		
		\$0.20 50% decrease in issue price	\$0.40 Issue Price **	\$0.80 100% increase in issue price
"A" is the current number of shares on issue 163,142,428 *** shares	10% voting dilution	16,314,242 shares	16,314,242 shares	16,314,242 shares
	Funds raised	\$3,262,848.40	\$6,525,696.80	\$13,051,393.60
"A" is a 50% increase in current shares on issue 244,713,642 *** shares	10% voting dilution	24,471,364 shares	24,471,364 shares	24,471,364 shares
	Funds raised	\$4,894,272.80	\$9,788,545.60	\$19,577,091.20
"A" is a 100% increase in current shares on issue 326,284,856 *** shares *	10% voting dilution	32,628,485 shares	32,628,485 shares	32,628,485 shares
	Funds raised	\$6,525,697.00	\$13,051,394.00	\$26,102,788.00

Notes:

- The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.

* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

** Based on the closing price of the Company's Shares on ASX on 17 September 2015.

*** Based on the Company's Share structure as at 17 September 2015.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of securities in the 12 months preceding the date of the Meeting. The details of all issues of Securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of Securities issued	Terms and Purpose of issue	Price	Consideration received /value	Allottees of the Securities
<i>Securities Issued on 23 and 27 July 2015</i>				
45,355,564 fully paid ordinary shares	Capital raising pursuant to General Offer as part of the acquisition of AHAlife Holdings Inc. by the Company.	45 cents per share	\$20,410,003.80	Retail and institutional investors under the General Offer
96,527,008 fully paid ordinary shares 9,182,852 unlisted options	Securities issued pursuant to the Vendor Offer as consideration for 100% of the diluted share capital in AHAlife Holdings Inc.	Non-cash – Deemed issue price of 35 cents per security	\$37,000,000	Shareholders and employees of AHAlife Holdings Inc.
4,000,000 fully paid ordinary shares 10,000,000 unlisted options 5,000,000 unlisted performance rights	Securities issued as part of incentive securities package to align interests of key management personnel in the Company with those of Shareholders.	Non-cash – Loans to acquire shares at an issue price of 45 cents per share Other securities issued for nil consideration	\$1,800,000 in loans to acquire the shares	Ms Shauna Mei (CEO) and Mr Sachin Devand (CTO)

Total Securities issued in previous 12 months	168,065,424
Percentage of total Securities issued in previous 12 months*	1,209.55%

*Based on Company's share capital structure as at date of 2014 Annual General Meeting, taking into account the 20 for 1 consolidation that took place in July 2015

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Part D: Issue of Options and Ratification of Prior Issue of Securities

On 28 July 2015, the Company announced that it had completed its acquisition of AHAlife Holdings Inc (**AHA-US**). As part of this acquisition, consideration securities were issued to the shareholders and employees of AHA-US, and approximately \$20.4 million was raised by the Company pursuant to a capital raising. Of the amount raised, \$410,003.80 was raised as oversubscriptions (without Shareholder approval), which equated to an additional 911,120 Shares being issued by the Company under the capital raising. These Shares were issued to investors utilising the Company's existing capacity under Listing Rule 7.1.

After receipt of Shareholder approval for the acquisition on 7 July 2015 but prior to the completion of the acquisition, a warrant holder in AHA-US opted to not exercise their warrants in AHA-US. As a result, whilst the total number of consideration securities to be issued by the Company remained the same, the distribution amongst the shareholders and employees of AHA-US was slightly affected, which resulted in an additional 12,342 Options being issued to the shareholders and employees of AHA-US (**Shortfall Options**).

From the Shortfall Options, Mr Sachin Devand, a current Director of the Company, was to be issued with a further 4,397 Options.

The balance of the Shortfall Options were issued to non-related parties of the Company utilising the Company's existing capacity under Listing Rule 7.1.

Resolution 4 seeks related party shareholder approval to issue Mr Devand with his portion of the Shortfall Options.

Resolution 5 seeks shareholder approval to ratify the prior issue of the portion of the Shortfall Options, and the prior issue of shares which were issued as the oversubscriptions of the capital raising which were issued utilising the Company's existing capacity under Listing Rule 7.1.

RESOLUTION 4 – RELATED PARTY APPROVAL OF FUTURE ISSUE OF OPTIONS TO SACHIN DEVAND

Sachin Devand currently serves as the President, Chief Technology Officer (CTO) and as an Executive Director of the Company. Mr Devand joined the Board following completion of the acquisition by the Company of AHAlife Holdings Inc. Mr Devand has more than 15 years of extensive experience building geo-distributed, scalable, enterprise class, global business systems that can deliver high throughput low latency responses to end consumers. Sachin also has extensive experience in the field of data science, personalization and big data that are applied at the core of AHAlife's platform.

Prior to joining the Company and AHAlife Holdings Inc., Mr Devand served as Vice President of Platform Products at 33Across where he was responsible for building and expanding their web-based social graph based platform, managing an ever-evolving relationship graph of over a billion users on the web. This platform was built using machine learning & artificial intelligence using big data analytics. He built and brought to market innovative solution for Facebook advertising using this technology.

Sachin has Computer Science degree from Indian Institute of Technology, Bombay (IIT). Over the years, all of this products and solutions have leveraged deep understanding of enterprise grade software and infrastructure, proven concepts of artificial intelligence, distributed computing, big data, statistics and mathematics.

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

A “related party” for the purposes of the Listing Rules is widely defined and includes a director of a public company or a spouse of a director of a public company.

Given that Mr Devand is a Director of the Board, he is a “related party” of the Company for the purposes of Chapter 2E of the Corporations Act and the issue of securities to him (or his nominee) constitutes the giving of a financial benefit.

Under this Resolution, the Company seeks Shareholder approval for the issue and allotment of the 4,397 Options to Mr Devand (or his nominee).

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

The Board believes that the issue of these Options to Mr Devand (or his nominee) falls within the “arm’s length terms” exception set out in section 210 of the Corporations Act. The Board has based their belief on the fact that all the AHA-US shareholders and employees (including those who are non-related parties of the Company) received consideration on the same terms and conditions, which valued the securities at the same value, on a pro-rata basis.

Furthermore, the Board believes that the issue of these Options to Mr Devand (or his nominee) falls within the “small amounts given to a related entity” exception set out in section 213 of the Corporations Act. In the present financial year, Mr Devand has not been granted any other financial benefit relying on this particular exemption. The value of the financial benefit proposed to be issued to Mr Devand under this Resolution is less \$5,000, which is the amount prescribed by the Corporations Regulations 2011 (Cth). As the Options have a deemed issue price of 35 cents per Option pursuant to the terms of the acquisition, the Options have a deemed consideration value of approximately \$1,500.

Accordingly, the Board does not consider that it is necessary to seek shareholder approval under Chapter 2E of the Corporations Act.

However, as no similar exceptions exist under the Listing Rules, the Board seeks related party shareholder approval for the purposes of Listing Rule 10.11.

Information Required by Listing Rule 10.13

The following information in relation to the issue of the securities to Mr Devand (or his nominee) is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) The related party is Mr Sachin Devand, a Director of the Company.
- (b) The maximum number of securities to be issued to the Mr Devand (or his nominee) is 4,397 Options.

- (c) The Options 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 Options will have a deemed issue price of 35 cents (\$0.35) per Option.
- (e) The Options are being issued with each Option having the same terms and conditions (wherever applicable) as former options in AHAlife. The key terms of the Options to be issued under this Resolution are as follows:

Number of Options	Date of grant	Vesting conditions	Exercise price (USD)
4,397	19 Aug 2014	1/24 th of the options vest each month of continuous service after the commencement date.	9.416 cents

The full terms of the Options are set out in Annexure A to this Notice of Meeting.

- (f) The Options are being issued as part of the Shortfall Options owed to Mr Devand.
- (g) The Options will be escrowed until 31 July 2017.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

Resolution 5 proposes that Shareholders approve and ratify the issue and allotment of 7,945 unlisted Options and 911,120 fully paid ordinary shares which were issued as part of the acquisition of AHAlife by the Company and the capital raising (oversubscriptions) utilising the Company's existing capacity under Listing Rule 7.1.

The Options form part of the Shortfall Options that were issued to shareholders and employees of AHA-US as part of the consideration payable by the Company under the terms of the acquisition. The Shares are the oversubscriptions of the capital raising conducted by the Company as part of the acquisition.

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 sets out an exception to Listing Rule 7.1. It provides that where an ASX listed entity at a meeting of Shareholders 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 purpose of Listing Rule 7.1.

The effect of approval of Resolution 5 is to allow the Board of the Company to issue additional equity securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait until 27 July 2016 (being 12 months after the issue of Options subject of this Resolution).

Information Required by ASX Listing Rule 7.5

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

- (a) 7,945 Options of the Company were issued.
- (b) 911,120 Shares of the Company were issued.
- (c) The Options had a deemed issue price of 35 cents (\$0.35) per Option.
- (d) The Shares had an issue price of 45 cents (\$0.45) per Share.
- (e) The full terms of the Options are set out in Annexure A to this Notice of Meeting.
- (f) The Shares are fully paid ordinary shares and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (g) The Options were issued to shareholders and employees of AHA-US as part of the consideration payable by the Company under the terms of the acquisition.
- (h) The Shares were issued to investors as part of the capital raising conducted by the Company as part of the acquisition. Funds raised from these investors as oversubscriptions will be used for marketing costs and general working capital.
- (i) The Options were issued as part of the Shortfall Options owed to the shareholders and employees of AHA-US.

Part E: Change of Auditor

RESOLUTION 6 & 7 – REMOVAL AND APPOINTMENT OF AUDITOR

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution of a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 6 is an ordinary resolution seeking the removal of Stantons International Audit and Consulting Pty Ltd as the auditor of the Company. An auditor may be removed at a general meeting provided that the notice of intention to remove the auditor has been received by the Company.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to Stantons International Audit and Consulting Pty Ltd and ASIC.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 7 is a special resolution seeking the appointment of HLB Mann Judd Assurance (NSW) Pty Ltd as the new auditor of the Company. As required by the Corporations Act, a nomination for HLB Mann Judd Assurance (NSW) Pty Ltd to be appointed as the auditor of the Company has been received from a Director and/or Shareholder of the Company. A copy of the nomination of HLB Mann Judd Assurance (NSW) Pty Ltd as auditor is set out at Annexure B of this Notice of Meeting.

HLB Mann Judd Assurance (NSW) Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval of this Resolution.

If both Resolutions 6 and 7 are passed by Shareholders at the Meeting, the appointment of HLB Mann Judd Assurance (NSW) Pty Ltd as the Company's auditor will take effect immediately, at the close of this Meeting.

ENQUIRIES

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2015 Annual Report to Shareholders for the period ended 30 June 2015 as lodged by the Company with ASX on 1 September 2015.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

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.

Auditor's Report means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 31 August 2015 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means AHAlife Holdings Limited (ACN 006 908 701) care of Level 5, 137-139 Bathurst Street, Sydney NSW 2000.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 22 September 2015 including the Explanatory Statement.

Option means an option to acquire a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at www.ahalife.com.

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

Restricted Voter means a member of the Company's key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Spill Meeting means the meeting that will be convened within 90 days of the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2016 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2016 AGM.

VWAP means the volume weighted average price, with respects to the price of Shares.

ANNEXURE A – TERMS OF OPTIONS

The Options entitle the Participant to subscribe for Shares on the following terms and conditions:

- (a) Each Option replaces existing and promised options in AHALife Holdings Inc (**AHALife**) held by shareholders and employees of AHALife, which are being issued by the Company as part of the Proposed Transaction (as defined in the Notice of Meeting of the Company dated 5 June 2015). Each of the Participants acknowledge that as part of this conversion, certain terms and conditions of the existing options in AHALife have been retained, and others have been removed or amended, and each of the Participants unequivocally agree to submit to these revised terms and conditions of the Options, as set out in this document.
- (b) With respect to the Options to be issued, the date of original grant by AHALife, vesting commencement date, relevant vesting conditions (refer to paragraph (e) below) and Exercise Price of the Options have been retained in their original forms, and are as follows:

Number of Consideration Options	Date of original grant by AHALife	Vesting commencement date	Vesting conditions	Exercise price (USD)
477,422	5 Oct 2011	N/A	Class C	8.475 cents
163,043	25 Oct 2011	25 Oct 2011	Class B	8.475 cents
145,998	1 Jun 2012	N/A	Class C	20.716 cents
42,629	1 Jun 2012	1 May 2011	Class A	20.716 cents
163,040	8 Nov 2012	15 Jun 2012	Class B	9.102 cents
15,906	8 Nov 2012	1 Jan 2012	Class A	9.102 cents
15,906	8 Nov 2012	6 Feb 2012	Class A	9.102 cents
1,855,579	8 Nov 2012	1 Oct 2012	Class A	9.102 cents
163,040	22 Mar 2013	12 Dec 2012	Class B	9.745 cents
163,040	22 Mar 2013	1 Jan 2013	Class B	9.745 cents
63,625	31 Jul 2013	24 Jun 2013	Class D	9.745 cents
163,043	19 Aug 2014	7 May 2013	Class B	9.416 cents
63,625	19 Aug 2014	7 Aug 2013	Class A	9.416 cents
163,043	19 Aug 2014	23 Dec 2013	Class B	9.416 cents
159,064	19 Aug 2014	20 Jan 2014	Class A	9.416 cents
31,812	19 Aug 2014	19 May 2014	Class A	9.416 cents
1,108,241	19 Aug 2014	19 May 2014	Class B	9.416 cents
858,919	27 July 2014	Various from May 2014 to May 2015	Class A	40 cents

- (c) Each Option gives the Participant the right to subscribe for 1 Share upon:
 - (i) the vesting conditions (if applicable) being satisfied;

- (ii) exercise of the Executive Option in accordance with these terms and conditions; and
 - (iii) payment of the Exercise Price.
- (d) The Options will expire at 5.00pm (AEST) on the date 10 years after the Participant was granted the Options (as set out table in paragraph (b) above) (**Expiry Date**).
- (e) Subject to paragraph (t), Options may not be exercised until the following vesting conditions (which are dependent on the type of Options) have been satisfied:
- (i) Class A: 25% vests after 1 year of continuous service after the vesting commencement date, thereafter 1/48th of the total options granted vest for each of the 36 months thereafter.
 - (ii) Class B: 1/24th of the total options granted vest each month of continuous service after the vesting commencement date.
 - (iii) Class C: no vesting conditions, or fully vested at completion of the Proposed Transaction.
 - (iv) Class D: 1/3rd of the total options granted vest after 1 year of continuous service after the vesting commencement date, thereafter 1/36th of the total options granted for each of the 24 months thereafter.
- (f) Subject to paragraph (e) and paragraph (t), Participants may exercise Options at any prior to the Expiry Date.
- (g) Each of the Options are exercisable at the price as set by the table in paragraph (b) above (which is dependent on the type of Options and date of grant) (**Exercise Price**), which are payable in full on exercise of the relevant Option.
- (h) A Participant may exercise all or some of the Options held by that Participant. If a Participant exercises fewer than all of the Options held by that Participant, the Company will cancel the Participant's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Participant. The exercise of only some Options will not affect the rights of that Participant in respect of the balance of the Options held by that Participant.
- (i) Options may only be exercised by a Participant (or their representative, provided that the representative provides proof to the satisfaction of the Company of the representative's right to exercise the Options) lodging with the Company:
- (i) a signed written notice of exercise of Options (in a form approved by the Company) specifying the number of Options being exercised;
 - (ii) the holding statement for the Options; and
 - (iii) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised.
- (Exercise Notice)**
- (j) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

- (k) Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Participant required under these Rules in respect of the number of Executive Options specified in the Exercise Notice. Furthermore, the Company shall cause to be issued certificate/s evidencing the number of Shares that have been allotted to the Participant.
- (l) Subject to the Corporations Act and the ASX Listing Rules, the Options are not freely transferable and can only be sold, pledged, or otherwise transferred with unanimous consent from the Company's Board.
- (m) All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
- (n) In the event that the Company determines that it is required to withhold any tax as a result of the valid exercise of the Options, the Participant shall make arrangements satisfactory to the Company to enable it to satisfy all withholding requirements. The Participant shall also make arrangements satisfactory to the Company to enable it to satisfy any withholding requirements that may arise in connection with the vesting of the Options.
- (o) The Options will be unlisted. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (p) If at any time the issued capital of the Company is reconstructed, all rights of the Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (q) In the event that the Company is a party to a merger or consolidation or in the event of a sale of all or substantially all of the Company's share or assets, the Options shall be subject to the treatment provided by the Board of Directors in its sole discretion.
- (r) Nothing in the Options shall confer upon the Participant any right to continue in employment or engagement with the Company for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company or a or of the Participant which rights are hereby expressly reserved by each, to terminate the Participant's service at any time and for any reason, with or without cause, subject to the terms of the Participant's services agreement with the Company.
- (s) The Participant agrees that the Company does not have a duty to design or administer its remuneration packages (which may include the provision of Options, such as the Options) in a manner that minimises the Participant's tax liabilities (whether in Australia, United States or America or elsewhere). The Participant shall not make any claim against the Company or its Board of Directors, officers or employees related to tax liabilities arising from the Options or the Participant's other compensation.
- (t) In the event that the Participant's employment is terminated prior to the Expiry Date (**Termination Date**), the Options will expire as follows:
 - (i) If the Participant's employment is terminated for any reason other than disability – 3 months after the Termination Date;
 - (ii) If the Participant's employment is terminated by reason of disability – 6 months after the Termination Date; and
 - (iii) If the Participant's employment is terminated by reason of the Participant's death – 12 months after the Termination Date.

- (u) If the Participant commences working on a part-time basis, then the Company may adjust the relevant vesting conditions (as set out in paragraph (e) above). If the Participant goes on a leave of absence, then the Company may adjust the relevant vesting conditions in accordance with the Company's leave of absence policy or the terms of such leave.
- (v) The Participant agrees that the Company and its officers, employees, lawyers and agents do not have any obligation to notify each of them prior to the expiration of the Options, regardless of whether the Options will expire at the end of its full term or on an earlier date related to the termination of the Participant's employment or engagement. The Participant further agrees that each of them will have the sole responsibility for monitoring the vesting conditions and expiry dates of the Options expiration of the Options and for exercising the Options, if at all, before it expires.
- (w) There are no participating rights or entitlements inherent in the Options and the Participant will not be entitled to participate in new issues of capital offered to Participants during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Participant the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- (x) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Participants after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (y) In the event the Company proceeds with a bonus issue of securities to Participants after the date of issue of the Options, the number of securities over which a Option is exercisable may be increased by the number of securities which the Participant would have received if the Option had been exercised before the record date for the bonus issue.

ANNEXURE B – NOTICE OF NOMINATION OF AUDITOR

Nomination of Auditor

To:

Company Secretary
AHAlife Holdings Limited
ACN 006 908 701
Level 5, 137-139 Bathurst Street
Sydney NSW 2000

I, Shauna Mei, being a Director of AHAlife Holdings Limited ACN 006 908 701 (**Company**), hereby nominate HLB Mann Judd Assurance (NSW) Pty Ltd ABN 96 153 077 215 of Level 19, 207 Kent Street, Sydney NSW 2000 for appointment as auditor of the Company.

Dated 18 September 2015

Signed by:



Shauna Mei, Director

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

AHALife Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of AHAlife Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 23 October 2015 at Radisson Blu, Press Room 1 & 2, 27 O'Connell Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

☐ ☐ ☐

2 Re-election of Mr Michael (Mike) Hill as Director

☐ ☐ ☐

3 ASX Listing Rule 7.1A Approval of Future Issue of Securities

☐ ☐ ☐

4 Related Party Approval of Future Issue of Options to Sachin Devand

☐ ☐ ☐

5 Ratification of Prior Issue of Securities

For Against Abstain*

☐ ☐ ☐

6 Removal of Auditor

☐ ☐ ☐

7 Appointment of Auditor

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolution is 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 placing a mark in one of the boxes opposite each item of business. All your securities 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 securities 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 21 October 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

AHALife Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**