



30 June 2014

Dear Shareholder

Disruptive Investment Group Limited – Non-Renounceable Entitlement Issue

As announced on 27 June 2014, Disruptive Investment Group Limited (ACN 108 958 274) (**DVI** or the **Company**) is undertaking the following non-renounceable entitlement issue:

- One (1) new Share (**New Shares**) for every five (5) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.014 per New Share to raise up to approximately \$1,109,987 with one (1) attaching option (**New Options**) exercisable at \$0.022 per New Option on or before 18 months from the issue date, for every two (2) New Shares issued (**Offer**).

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 26 June 2014 and with the ASX on 27 June 2014. The Prospectus is available on the Company's website www.disruptive.net.au and on the ASX homepage for the Company (ASX Code: DVI). A full copy of the Prospectus will be mailed on or about 8 July 2014 to all Shareholders with a registered address in Australia or New Zealand at the Record Date (**Eligible Shareholders**). The Offer will not be underwritten.

Directors' Intentions

The Board will participate under the Offer and Shortfall Offer pursuant to the Prospectus. Under the Offer, each of the Directors intend to take up \$25,000 worth of New Shares of their respective Entitlements. Each of the Directors will participate in the Shortfall Offer through their holdings in an associated entity, that will allow each Director to subscribe for an amount greater than their respective rights issue Entitlements.

Therefore, the total amount the Directors and their related/associated entities are subscribing for under the Offer and Shortfall Offer is in excess of their respective rights issue Entitlements.

Proposed Timetable

The proposed timetable* of the Offer is as follows:

Event	Date
Lodgement of Prospectus with ASIC	26 June 2014
Lodgement of Prospectus and Appendix 3B with ASX	27 June 2014
Notice sent to Optionholders	27 June 2014
Notice sent to Shareholders	30 June 2014
Ex Date	1 July 2014

Record Date for determining entitlement	3 July 2014
Prospectus despatched and announcement that despatch had occurred	8 July 2014
Last date to extend the offer Closing Date	14 July 2014
Closing Date **	17 July 2014
Securities quoted on a deferred basis	18 July 2014
Company notifies ASX of under subscriptions	22 July 2014
Issue Date	24 July 2014

*These dates are indicative only. The Board reserves the right to vary the key dates without prior notice, subject to the ASX Listing Rules.

**The Board may extend the Closing Date by giving at least three Business Days' notice to ASX prior to the Closing Date. As such, the date the New Shares are expected to commence trading on ASX may vary.

For the avoidance of doubt, any DVI shares purchased during the cum-rights trading period to Tuesday 1 July 2014 will qualify to participate in the Offer.

The Offer is non-renounceable which means that the entitlements to participate in the Offer are not transferable and therefore cannot be traded on the ASX or any other exchange or transferred privately. Eligible Shareholders who do not take up their entitlements under the Offer in full or in part, will not receive any value in respect of those entitlements that they do not take up.

Eligible Shareholders who wish to take up their entitlement under the Offer in full may also apply for additional New Shares in excess of their pro-rata entitlement under the Shortfall Offer. Applications under the Shortfall Offer will only be satisfied to the extent there is a shortfall under the Offer and will be subject to terms and conditions to be outlined in the Prospectus. The Board reserves the right to allocate New Shares under the Shortfall Offer in its absolute discretion.

Information required to be given to you in accordance with the ASX Listing Rules

Pursuant to the ASX Listing Rules, the Company is required to provide to you certain information before proceeding with the Offer. This letter contains all the information required by Appendix 3B of the ASX Listing Rules.

- Up to approximately 79,284,810 New Shares and 39,642,405 New Options will be issued pursuant to the Offer (subject to rounding up fractional entitlements).
- The New Shares will be fully paid ordinary shares in the Company and will rank equally in all respects from the date of allotment with the existing class of quoted shares in the Company. The New Options will be unlisted Options.
- Each New Option is exercisable at \$0.022 on or before 18 months from the issue date.
- The issue price of the New Shares will be \$0.014 each. The New Options will be issued for nil consideration and unlisted. One (1) New Option will attach to every two (2) New Shares issued.
- The Company will apply for quotation of the New Shares issued pursuant to the Offer on the Official List of the ASX.
- The funds raised by the Offer will be issued towards working capital (which includes \$775,000 for the potential exercise of options under the terms of the Allure investment, as set out in Section 5.5 of the Prospectus) and meeting the expenses of the Offer which is estimated to be \$85,686.
- As set out in the proposed timetable (page 1 of this letter), the anticipated issue date of the New Shares and New Options is 24 July 2014.

- The total number and class of all securities quoted on the ASX (assuming that the Offer is fully subscribed):

Class	Number
Fully paid ordinary shares	475,708,861
Partly paid shares	120,000

- The following are the securities which are not quoted on ASX (assuming that the Offer is fully subscribed):

Class	Number
Unlisted options expiring 18 months from the issue date (exercise price \$0.022)	39,642,405
Unlisted options expiring 30 December 2014 (exercise price \$0.022)	51,505,000
Unlisted options expiring 13 January 2015 (exercise price \$3.348)	200,000
Unlisted and unvested options expiring 11 February 2015 (exercise price \$2.849)	17,842
Unlisted and unvested options expiring 17 March 2015 (exercise price \$2.568)	14,750
Unlisted option expiring 18 April 2015 (exercise price \$2.256)	14,733
Unlisted options expiring 18 May 2015 (exercise price \$1.875)	16,441
Unlisted and unvested options expiring 15 June 2015 (exercise price \$0.689)	20,136
Unlisted and unvested options expiring 17 June 2015 (exercise price \$0.689)	18,899
Unlisted options expiring 20 June 2015 (exercise price \$0.60)	21,660
Unlisted and unvested options expiring 21 June 2016 (exercise price \$0.576)	45,198

- The Company currently has no dividend policy.
- Shareholder approval is not required for the Offer.
- The Offer is non-renounceable. This means that Shareholders who do not wish to subscribe for part or all of their Shares to which they are entitled to, may not sell or trade any of their respective entitlement.
- One (1) New Share will be offered for every five (5) Shares held by Eligible Shareholders. One (1) free attaching New Option will be issued for every two (2) New Shares issued.
- Under the Offer, the New Shares will be fully paid ordinary shares in the Company and the New Options will be unlisted Options in the Company.
- The proposed timetable for the Offer is set out at page 1 of this letter.
- The Company only has one register.
- Fractional entitlements will be rounded up.
- The Company will be sending the Prospectus under the Offer only to Eligible Shareholders, being Shareholders of the Company with a registered address in Australia or New Zealand.
- The Offer will not be underwritten.
- There is no broker to the Offer. However, brokers may be engaged for the Shortfall Offer and the Company reserves the right to pay a commission of up to 6% (plus GST).
- If you wish to take up all or part of your Entitlement, you must complete the Entitlement and Acceptance Form, together with your payment so that is received by the Company's share registry no later than 5:00pm on 17 July 2014 (note that Closing Date may be subject to change).
- If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The above information was provided to the ASX on 27 June 2014.

This letter is not a prospectus and does not constitute an offer of securities. An offer of New Shares under the Offer will only be made in, or accompanied by, a copy of the Prospectus sent to all Eligible Shareholders. Before deciding whether to apply for New Shares and New Options under the Offer, you should consider the terms of the Prospectus carefully. If you do not understand any part of the Prospectus or this letter, you should consult your professional advisers without delay.

If you have any queries concerning your Entitlement or participation in the Offer, please do not hesitate to contact the Andrew Whitten, Company Secretary on (+61 2) 8072 1400 or your stockbroker.

Yours faithfully

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

Andrew Whitten
Company Secretary