

December 2014

DISRUPTIVE INVESTMENT GROUP LIMITED (ASX: DVI)

Proposed investment in iBuyNew.com.au



DVI IS PLEASED TO ANNOUNCE IT HAS ENTERED INTO A NON-BINDING TERM SHEET TO ACQUIRE 50% OF FIND SOLUTIONS AUSTRALIA PTY LTD THE OWNERS OF iBuyNew.com.au (“IBN”), ONE OF AUSTRALIA’S MOST INNOVATIVE OFF THE PLAN PROPERTY MARKETPLACE’S

DVI’s investment in IBN is subject to a number of conditions precedent including the satisfactory completion of due diligence, negotiation and execution of transaction documents.

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Business operates in a \$41 billion market

Ibisworld House construction in Australia –2014

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**We have already sold over
\$170 million worth of properties**

Mark Mendel –IBN CEO

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Source: IBN management

OVERVIEW

iBuyNew.com.au is a highly scalable online property marketplace which facilitates the purchase of off the plan properties in Australia to buyers globally.

Revenue growth	80% CAGR since FY12
Normalised EBITDA growth	169% CAGR since FY12
Proven business model	\$170m+ of apartments sold since formation representing over \$7.8m in commissions
Future Earnings	\$1.8m of commissions receivables due to be paid in the next 36 months
Property selection	1,500+ apartments
Stock Value	Agent for \$1b worth of new apartments

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ABOUT DVI

DVI's portfolio focuses on technology assets, each with a proven business model, revenue generation and clear competitive advantages. We provide access to growth-stage companies that are historically difficult for investors to access

Our focus

Technology Sector

- Technology related businesses focusing on internet, mobile, data and e-commerce
- Technologies creating new disruptive business models that use the internet to change the way consumers transact

Expansion stage Investing

- Revenue generation, business model and management capabilities
- Capital and expertise provided to accelerate growth and drive profitability

Proven Management

- DVI Board has expertise and proven business model in technology investments and deal sourcing
- Investee companies with strong founders/existing managers
- Investment terms include access and board seats

DVI – OVERVIEW

DVI aims to achieve growth through investing in a portfolio of diversified growing digital assets

Check-in.com.au

Merged with BYOjet

- Acquired platform from liquidators
- Developed and enhanced platform introducing check-in travel insurance, flights and tours

BYOjet

- Invested in BYOjet, one of Australia's leading online travel agencies (OTA)
- Working with BYOjet management to streamline business, integrate Check-In offerings, and leverage customer base

iBuyNew.com.au

- Proposed investment in iBuyNew, a leading OTP property marketplace
- Growth projected to increase with investment in sales force and marketing

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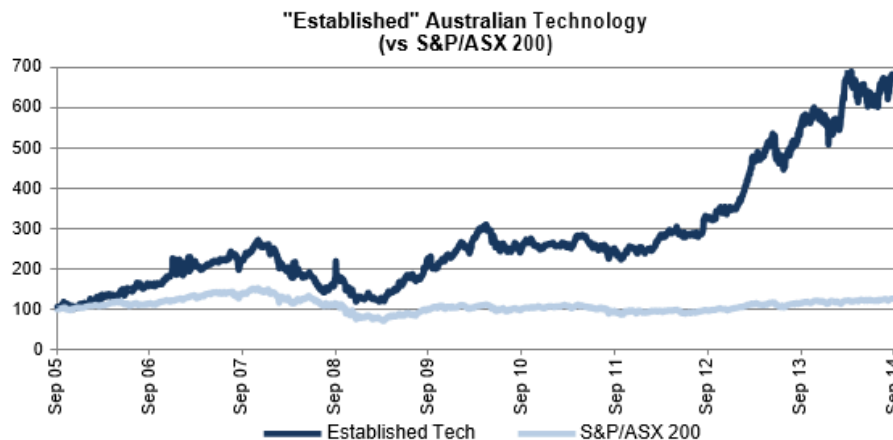
Technology stocks are the Ferraris of global sharemarkets because they are able to generate extreme levels of growth with relatively low risk, once they get going.

ASX Under the Radar Report –2014

TECHNOLOGY – HISTORICAL RETURNS

Investment returns from global publicly listed technology companies have been very strong

<i>Return (% per annum) for the period ended 15 September 2014</i>	1 Year	2 Years	4 Years
iShares Global Technology Index	23.5%	14.0%	14.3%
NASDAQ Internet Index	17.2%	28.5%	23.0%
NASDAQ - 100 Technology Index	28.2%	24.6%	17.2%



Established technology companies Realestate.com, Wotif, Webjet, Seek and Carsales.com have had strong returns on the ASX.

TECHNOLOGY – PROVEN OPPORTUNITY

Technology companies have changed the way people transact and offer a high growth avenue to investors

DVI offers exposure to the online travel space and, if the IBN investment proceeds, to property/ e-commerce.

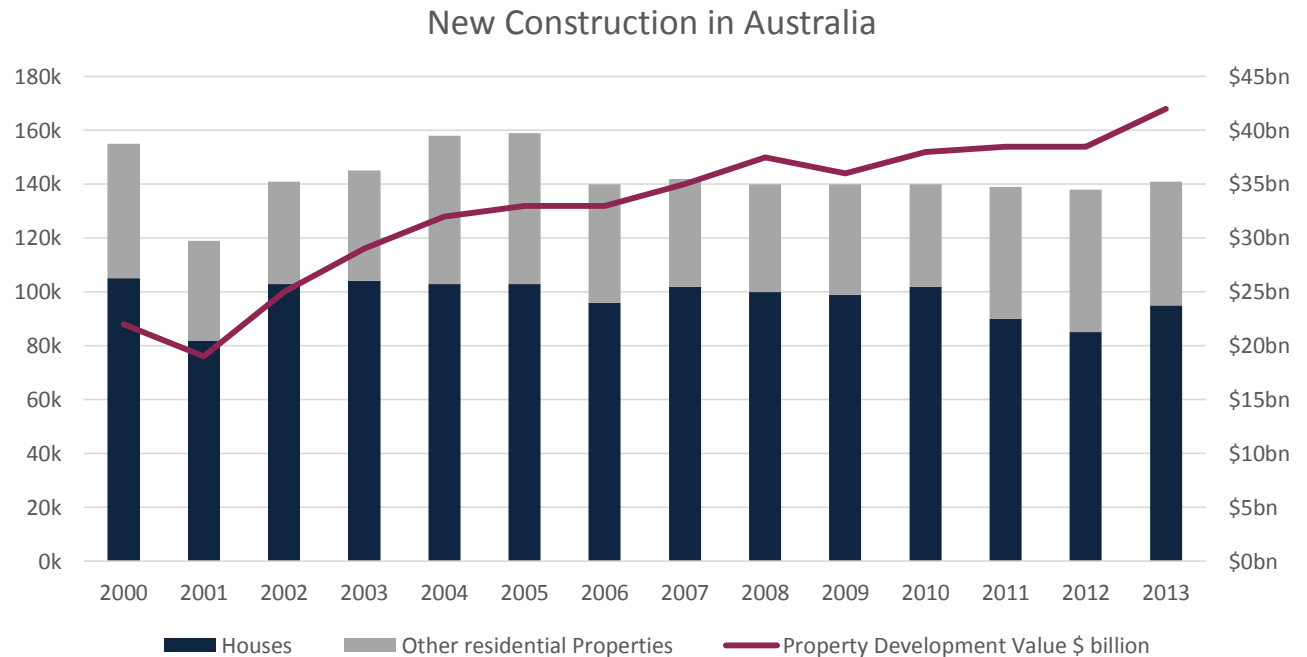
DVI EXPOSURE							
	Company	Industry	Business	Started	Revenue	Market Cap	Multiple x
Real Estate	REA Group Limited	Online Property	Online Classifieds	1995	AU\$437m	AU\$60.2b	13.8x
	iProperty Group	Online Property	Online Classifieds	2007	AU\$19m	AU\$452m	23.8x
Travel	Webjet Limited	Online Travel	OTA	1999	AU\$95m	AU\$219m	2.3x
	Wotif.com Holdings Ltd	Online Travel	OTA	2000	AU\$147m	AU\$703m (take over value)	4.8x
	Stayz	Online Travel	OTA	2001	AU\$25m	AU\$220m (take over value)	8.8x
Other	Trade Me Group Ltd	E-commerce	E-commerce	1999	NZ\$150m	NZ\$1.38b	9.2x
	Freelancer Ltd	Business services	Exchange	2001	AU\$19m	AU\$265m	13.9x
	Ozforex Group Ltd	Financial services	Software	1998	AU\$91m	AU\$636m	7.0x
	Carsales.Com Ltd	Vehicles	Online Classifieds	1997	AU\$236m	AU\$2.54b	10.8x

BUSINESS OPERATES IN A \$41B MARKET

IBN operates in a niche segment within the highly fragmented property market concentrating solely on new and OTP properties

The property construction industry's revenue is expected to reach \$41.3 billion in 2014-15.

Industry revenue is forecast to grow by an annualised 1.7% over the five years through 2019-20, to reach \$44.9 billion.



Source: Ibisworld House Construction in Australia Nov 2014
Australian Bureau of statistics Jun 2014

ONLINE REAL ESTATE – CONTINUES GROWTH

Consumers are increasingly using the internet to search for and purchase properties, with key trends from the US showing:

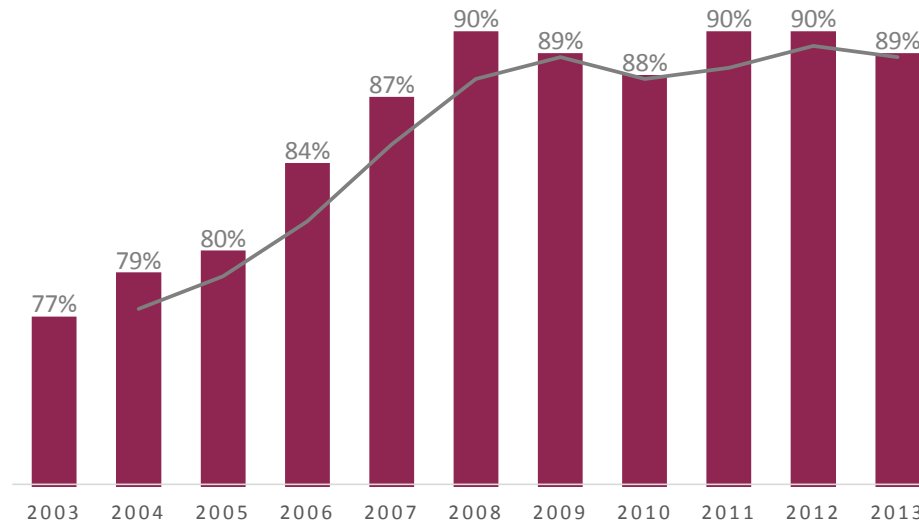
- For 42% of home buyers, the first step in the home-buying process is to look online
- 92% of buyers use the internet in some form to search for a property
- 96% of buyers under the age of 44 use of the Internet to search for a property
- There has been a 10% increase year-on-year in real estate related search queries & impressions on Google
- On average buyers perform 11 searches prior to taking an action on a real estate website
- 89% of new home buyers use a mobile search engine at the onset and throughout their research

Historically, the process of purchasing property was industry-driven. Print classifieds published details of open inspections and consumers were solely reliant on real estate agents for property information. The internet has led to increasing accessible information via mobile and desktop, shifting more power to the consumer. Buyers are now able to dictate where, when and how they seek and receive information online.

ONLINE REAL ESTATE – MARKET TRENDS

Australian often lags the online behaviour trends of US consumers whilst following the same trajectory.

Percentage of American population using the internet to search for property.



In the United states:

- Nine in ten buyers used the internet at some point while looking for a home.
- Over half of buyers started their home search online and 43% of recent buyers first found the home they purchased online.
- 45% of home buyers used a mobile or tablet website or application to search for a home.

INTRODUCING IBUYNEW.COM.AU

Integrated Online Platform / Agency

IBN connects property buyers with developers of off the plan (OTP) properties. Using unique technology that instantly compares over 1,500 different apartments, IBN delivers a better buying experience from property selection through to settlement

Proven

IBN has sold over 400 properties worth over \$170m and generated over \$7.8m in commissions

Future Earnings

IBN has a pipeline of \$1.8m in commissions due to be paid on settlement of various properties over the next 36 months; IBN currently has over 1,500 properties to choose from valued at over \$1b

Profitable

IBN is debt free and profitable (\$639k normalised operating profit) with an normalised EBITDA margin of 31%

Growth

IBN experienced sales growth of 80% CAGR and normalised EBITDA growth of 169% CAGR since FY12

Best Practice

IBN's website utilizes best-practice conversion rates of online traffic to purchasing customers

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Source: IBN management. Accounts have been normalised for non-recurring one off expenses

IBUYNEW.COM.AU

IBN leverages the increasingly central role the internet plays in property purchases, particularly off-the-plan sales.

More than 10% of IBN's sales have occurred completely without face-to-face contact.



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IBUYNEW.COM.AU – BUSINESS MODEL

Using IBN both owner-occupier buyers and investors can complete the entire process, from research through to purchase, with a single company.

IBN lists new apartments, townhouses and house and land packages for sale in Australia. Consumers are able to search by location, price and features as well as view potential floor plans within the development.

The site is not simply a list of properties for sale. The website has a vast array of features that equip consumers with the tools they require to compare and make better informed decisions.

Features

- Developer listings
- Home builders profiles
- Industry reports
- Buyers guide
- Calculators
- Mortgage and finance tips
- Industry news
- Tax and legal information

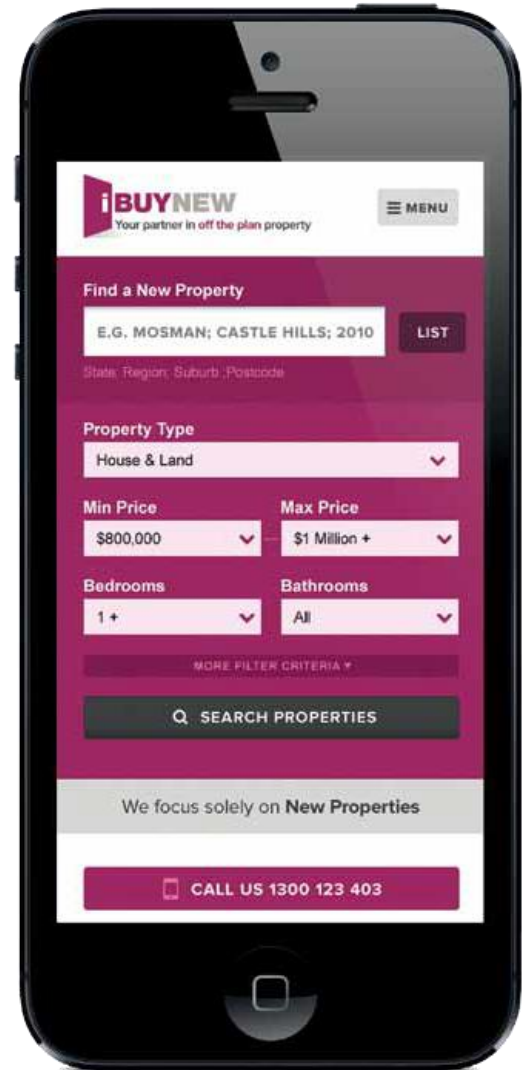


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ADVANCED ONLINE PLATFORM

- IBN allows customers to browse and purchase new properties on their phone, tablet or PC using responsive design
- Users can access the Company's service globally
- The platform offers advanced search and filtering including mapping, list, grid, photos and construction status
- Users are able to compare between projects and properties within the project
- The platform offers easy access to the developers' profile and a custom built investment calculator



STRONG ONLINE PRESENCE

IBN's Google rankings by selected keywords

Keywords	First Page	Google Ranking
Off the plan	✓	5th
Off the plan Melbourne	✓	4th
Off the plan Sydney	✓	4th
New Apartments	✓	4th
New Apartments Melbourne	✓	3rd
New Apartments Sydney	✓	3rd

HOW IT WORKS

01.

Buyer visits iBuyNew.com.au and explores over \$1B of off the plan properties for sale and logs an enquiry

02.

Buyer makes a purchasing decision either entirely online or with phone or face-to-face assistance from IBN consultants

03.

Buyer pays 10% deposit with the balance due upon completion of the project. IBN consultants will assist the buyer up to settlement on the chosen property and on any future purchasing needs.



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STRONG GROWTH PROFILE

DVI views the IBN opportunity as high-growth and high-margin

Revenue growth of 80% since FY12.

IBN's Revenue is derived from commissions paid by developers from the sale of properties listed on IBN's website.

Commissions vary by project but broadly are determined as percentage of property value.

Growth since FY12:
80% compound revenue growth
169% compound normalised EBITDA growth
Strong normalised EBITDA margin of 31% in FY14

Revenue Model:



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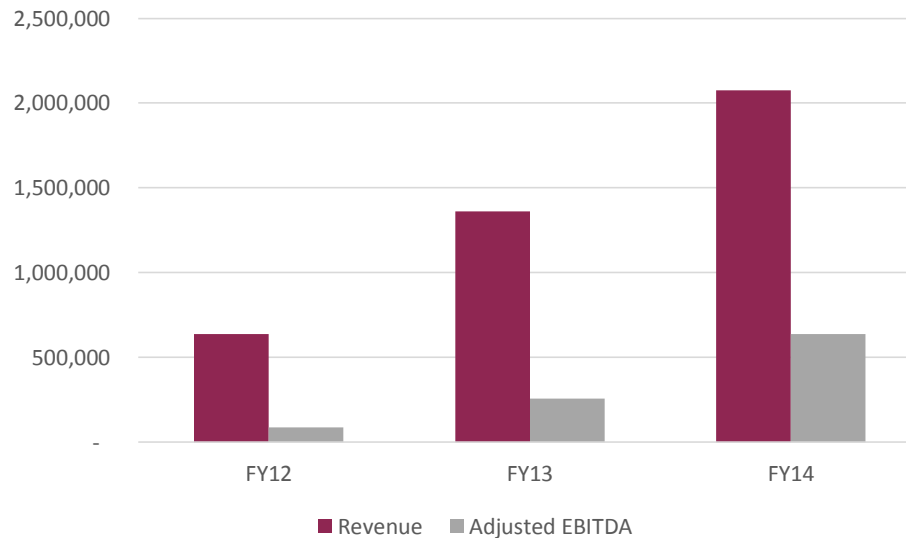
REVENUE, PROFITS & GROWTH

Since formation, the company has been operating profitably.

Over the last three years, IBN has demonstrated substantial revenue growth. The Company's sales have grown from \$642K in FY2012 to \$2.1m in FY2014, which resulted in compound revenue growth of 80% per annum.

Normalised EBITDA has grown by 176% over the same period; EBITDA margin in FY14 reached 31%

Historical revenue and normalised EBITDA



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MARK MENDEL, FOUNDER AND CEO iBuyNew.com.au

Mark founded IBN in 2009 after working in the building & construction and property industry for 9 years. Under Mark's leadership IBN pioneered the sales of off the plan properties using the internet selling over \$170m of Australian properties.

Mark holds a Bachelor of Building Construction Management and Masters of Commerce (Finance).



Mark Mendel –IBN CEO

PROPOSED TERMS - TRANSACTION DETAIL

DVI is proposing to acquire an initial 50% interest in IBN using a mixture of cash and DVI scrip on a *historical* EV/EBITDA multiple of approx. 6.6x normalised FY14 EBITDA;

1	If the transaction proceeds DVI will acquire 50% IBN and receive an option from IBN's existing shareholders to acquire the remaining 50%
2	As consideration, DVI will pay IBN's shareholders approximate consideration of \$2.1m comprising: <ul style="list-style-type: none"> • 1x Normalised FY14 EBITDA in DVI shares valued at 1.2c (estimated to be 53,296,250 shares) • \$1.5m cash on completion of transaction • DVI will provide IBN with a \$200,000 interest bearing loan repayable 12 months from completion
3	DVI will appoint two directors to the board of IBN
4	Existing shareholders will grant DVI an option to acquire the remaining 50% of IBN <ul style="list-style-type: none"> • Option over remaining 50% at exercise price equivalent to 6-9 EV/EBITDA multiple based on performance hurdles (combination of EBITDA and 3 year compound revenue growth rates)
5	Investment in IBN conditional on completion of satisfactory due diligence, negotiation and execution of appropriate transaction documents, regulatory approvals, no material adverse change to IBN's business and other conditions.

MERGED GROUP



Online Travel



Online Property



Groups Metrics

Online Travel



- Up to 54.69% ownership⁽¹⁾
- FY14 approximately \$87m TTV
- FY14 \$8.6m revenue (\$6.1m underlying revenue)
- Database of over 400,000 travelers

Online Property



- Proposed 50% ownership with an option to acquire the remaining 50%
- FY14 \$41m TTV
- FY14 \$2.1m revenue
- Database of over 22,000 subscribers

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CHAIRMAN AND DIRECTORS

Dr Adir Shiffman – Chairman

Dr Shiffman has significant expertise in founding, leading and structuring investments in technology companies. Having founded and then sold HelpMeChoose.com.au to Mortgage Choice (ASX:MOC) in 2009, Adir is currently Executive Chairman of world-leading wearable athlete analytics company Catapult Sports. He is also co-founder and Chairman of: PricePal (formerly StartHere) a mass consumer platform offering rebates to online shoppers; Global Reviews, a SaaS analytics platform delivering online consumer benchmarking and conversion insights; and a Director of Disruptive Capital. Dr. Shiffman is also a registered Medical Practitioner.

Mr John Kolenda – Non-Executive Director

John is the Co-Founder and Managing Director of the Finsure Group one of Australia's largest mortgage broking and financial planning groups. John also jointly founded X Inc in 2004 and, following its merger with the mortgage broking operations of Ray White in late 2007 was an Executive Director of the merged entity Loan Market Group, comprising X Inc Finance, Loan Market and realestate.com.au Home Loans. Prior to X Inc, John spent 10 years with Aussie Home Loans in the capacity of general sales manager. John also has extensive private equity experience in property, finance, insurance and the food & beverage sector. John serves as a director of several companies including Aura Capital Group, Freedom Insurance and Spectrum Wealth.

Mr Calvin Ng – Non-Executive Director

Calvin is a Co-Founder and Managing Director of Aura Capital Group a boutique corporate advisory and private equity house with operations in Australia and Singapore. Prior to establishing Aura Capital Group, Calvin worked at a high profile Australian hedge fund manager focussing on high yield debt, listed and private equity investments. Calvin currently advises a range of Australian companies in the finance, insurance, food & beverage, resources and technology sectors. He currently sits on a number of Boards including entities associated with Aura Capital Group, Finsure Group and Catapult Group International. He holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales. Calvin is also admitted to practise as a solicitor in the Supreme Court of New South Wales.

Mr Andrew Jensen – Non-Executive Director

Andrew is an accomplished CFO with over 15 years' experience in senior finance & management roles. He is currently the Director and CFO of VGC Food Group, a private diversified manufacturing and franchising group. He has extensive knowledge in the management of all aspects of the finance function with strong commercial, strategic, M&A, and change management experience. Andrew has financially led companies engaged in various fields including telecommunications & technology, real estate, financial services and the franchising sectors both in Australia and Internationally. This included being Director and CFO of Australasia's largest real estate group Ray White, with over \$20 Billion in annual sales and one of Australia's largest independent mortgage broking business, The Loan Market.

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