



The Manager
Company Announcements
Australian Securities Exchange
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By E-Lodgement

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Market Announcement – Successful Completion of Capital Raising

Disruptive Investment Group Limited (“**DVI**”) is pleased to announce the successful completion of a capital raising, with commitments received to raise a total of \$1.0 million (before costs) via placement of 83.3 million new shares at \$0.012 per share with new and existing institutional and sophisticated investors (“**Placement**”). The Placement shares will be issued pursuant to DVI’s existing placement capacity under Listing Rules 7.1 and 7.1A. Completion of the Placement is expected to occur on Tuesday, 17 February 2015 with the shares being allotted on Wednesday, 18 February 2015.

DVI is also pleased to announce it has completed due diligence on Find Solutions Australia (the owner of iBuyNew.com.au) (“**FSA**”), and funds raised under the Placement will be used to complete the convertible note investment BYOjet Group and, if it proceeds, the cash consideration for the proposed initial investment in FSA, described further below.

Update on proposed investment in FSA

DVI has completed due diligence on FSA, however the proposed investment in FSA remains subject to final documentation and the satisfaction of various conditions precedent. At DVI’s request FSA’s founder Mark Mendel has agreed to a variation in the proposed terms of the investment in FSA since the original announcement made by DVI on 19 December 2014.

There has been no alteration to the equity price or nature of consideration, and DVI continues to have the option of acquiring up to 100% of FSA. In order to facilitate DVI’s initial investment in FSA, Mr. Mendel has agreed to the following:

- DVI’s investment in FSA will now occur in three stages;
- the initial 25% of FSA will be acquired for cash consideration of \$750,000, as well as deferred share consideration of up to 26.67 million shares in DVI if an agreed historic commission receivables target is met by 30 June 2017;
- FSA’s founder will issue DVI with two options to acquire the remaining 75% of FSA in two tranches: 25% exercisable by 30 June 2015 (“**First Option**”); and 50% exercisable between 1 July 2018 and 30 October 2018 (“**Second Option**”);

- the exercise price of the First Option will be cash consideration of \$750,000, as well as deferred share consideration of up to 26.67 million shares in DVI if the agreed historic commission receivables target is met by 30 June 2017; and
- if the First Option is not exercised by 30 June 2015, the Second Option will fall away.

Further capital raisings

DVI's current intention is to exercise the First Option as soon as sufficient funds are raised.

The board of DVI is currently considering raising further equity by:

- (i) holding an extraordinary general meeting to refresh its 25% placement capacity under Listing Rules 7.1 and 7.1A and undertaking a further placement; and
- (ii) conducting a share purchase plan (SPP).

Further details regarding the proposed further placement and proposed SPP will be provided once the board of DVI makes a decision in relation to these initiatives.

Commenting on the Placement, Chairman Adir Shiffman said:

"We are pleased to announce due diligence on the iBuyNew.com.au business has been successfully completed.

"We are excited about both iBuyNew and BYOjet and integrating them into the DVI platform. The Board of DVI looks forward to helping each business continue to grow and succeed, and believes the option of acquiring a majority stake in each business is an excellent outcome for DVI shareholders.

"The Board of DVI is grateful to existing shareholders – many of whom have provided us with long-term support – and wishes to continue to provide them with the opportunity to participate further in the company's growth."

ENDS

About Disruptive Investment Group Limited (ASX:DVI)

Disruptive Investment Group Limited is an owner, developer and operator of retail, franchise and e-commerce brands, listed on the Australian Securities Exchange trading under the ASX Code: DVI.

DVI is a significant investor in one of Australia's leading online travel agencies ("**OTA**") BYOjet. The BYOjet Group comprises an OTA that processed \$91m worth of transactions in the year ended 31 December 2014, as well as hotel booking websites of the Check-In group, comprising Check-in.com.au and Cheaphotels.com.au, and a customer database in excess of 480,000 members. BYOjet also owns the proprietary JETMAX platform, a technology that enables offline travel agents and other websites to quickly and easily offer a full service branded online travel service to their customers.

DVI's stated growth initiatives also include pursuing targeted acquisitions both within the retail, franchise and e-commerce sectors, particularly where its existing digital platform and expertise can provide a meaningful benefit to any acquisition.