

DISRUPTIVE INVESTMENT GROUP LIMITED ACN 108 958 274 (ASX: DVI) ANNUAL GENERAL MEETING

31 October 2016
AGM Presentation

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1. Business of the Annual General Meeting

- Quorum update
- Notice of AGM discussion
- Financial statements and reports
- Resolutions
- Other business
- Meeting closed

2. Chairman's Address and Presentation



- **Quorum update**

Proxies have been received representing:
171,449,190 shares or 23.56% of the issued capital of 724,560,999 Shares.

- **Notice of AGM discussion**

- **Financial statements and reports**

- “To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

1. **RESOLUTION 1** – Adoption of remuneration report
2. **RESOLUTION 2** – Re-election of Mr Kar Wing (Calvin) Ng as Director
3. **RESOLUTION 3** – ASX Listing rule 7.1A approval of future issue of securities
4. **RESOLUTION 4** – Approval of future issue of shares to Mark Mendel and Marshe Nominees Pty Ltd (or their nominees)
5. **RESOLUTION 5** – Acquisition of relevant interest
6. **RESOLUTION 6** – Approval of future issue of Option Deferred Shares to Mr Mark Mendel (or his nominee) and Marshe Nominees Pty Ltd (or its nominees)
7. **RESOLUTION 7** – Financial Assistance
8. **RESOLUTION 8** – Adoption of Executive Incentive Plan
9. **RESOLUTION 9** – Related party approval of future issue of Performance Rights to Dr Adir Shiffman (or his nominee)
10. **RESOLUTION 10** – Related party approval of future issue of Performance Rights to Mr John Kolenda (or his nominee)
11. **RESOLUTION 11** – Related party approval of future issue of Performance Rights to Mr Andrew Jensen (or his nominee)
12. **RESOLUTION 12** – Related party approval of future issue of Performance Rights to Mr Calvin Ng (or his nominee)
13. **RESOLUTION 13** – Change of Company name

1. Adoption of remuneration report

“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 2016.”

For	Against	Abstain
82,222,275	83,885	25,166
98.57%	0.10%	

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

2. Re-election of Mr Kar Wing (Calvin) Ng as Director



Mr Kar Wing
(Calvin) Ng

To consider and, if thought fit, to pass, with or without amendment, **Resolution 2, Re-Election of Mr Kar Wing (Calvin) Ng, as an ordinary resolution.**

“That of Mr Kar Wing (Calvin) Ng, 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.”

For	Against	Abstain
170,319,725	8,585	7,912
99.35%	0.10 %	

3. ASX Listing Rule 7.1A approval of future issue of securities

To consider and, if thought fit, to pass, with or without amendment, **Resolution 3, ASX Listing Rule 7.1A Approval of Future Issue of Securities 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.”

For	Against	Abstain
169,616,731	712,379	7,112
98.94%	0.42%	

4. Approval of future issue of shares to Mark Mendel and Marshe Nominees Pty Ltd (or Their Nominees)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 4, Approval of Future Issue of Shares to Mark Mendel and Marshe Nominees Pty Ltd (or their Nominees)** as an ordinary resolution

“As part of the Proposed Transaction, the Consideration Shares will be issued to the FSA Vendors (or their nominees), in exchange for their respective shareholdings in FSA. This Resolution seeks Shareholder approval for the issue of the Consideration Shares to the FSA Vendors (or their nominees).”

For	Against	Abstain
142,500,258	764,964	401,000
98.70%	0.53%	

5. Acquisition of relevant interest

To consider and, if thought fit, to pass, with or without amendment, **Resolution 5, Acquisition of relevant interest as an ordinary resolution.**

“For the purposes of Chapter 6 of the Corporations Act on completion of the Proposed Transaction, the FSA Vendors will collectively hold more than 20% of the issued capital in the Company, therefore specific s 611, item 7 Shareholder approval is required.”

For	Against	Abstain
142,547,450	717,772	401,000
98.73%	0.50%	

6. Approval of future issue of Option Deferred Shares to Mr Mark Mendel (or his nominee) and Marshe Nominees Pty Ltd (or its nominees)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 6, Approval of future issue of Option Deferred Shares to Mr Mark Mendel (or his nominee) and Marshe Nominees Pty Ltd (or its nominees) as an ordinary resolution.**

“This Resolution seeks Shareholder approval for the issue of the Option Deferred Shares to the FSA Vendors (or their nominees) pursuant to the terms of the Initial Acquisition Agreements.”

For	Against	Abstain
142,472,983	792,239	401,000
98.68%	0.55%	

7. Financial Assistance

To consider and, if thought fit, to pass, with or without amendment, **Resolution 7, Financial Assistance as an ordinary resolution.**

“This Resolution seeks Shareholder approval for FSA to financially assist the Company to acquire shares in FSA in connection with the Proposed Transaction.”

For	Against	Abstain
142,543,359	719,972	402,891
98.73%	0.50%	

8. Adoption of Executive Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, **Resolution 8, Adoption of Executive Incentive Plan as an ordinary resolution.**

“Adoption of an EIP that will allow the Company to reward and provide incentives to its Directors and key employees of the Company.”

For	Against	Abstain
81,862,042	448,339	20,945
98.13%	0.54%	

9. Related party approval of future issue of Performance Rights to Dr Adir Shiffman (or his nominee)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 9, Related party approval of future issue of Performance Rights to Dr Adir Shiffman (or his nominee) as an ordinary resolution.**

“This Resolution seeks approval for the issue of the Performance Rights to Dr Adir Shiffman (or his nominee), pursuant to the EIP.”

For	Against	Abstain
81,138,787	792,539	400,000
97.71%	0.95%	

10. Related party approval of future issue of Performance Rights to Mr John Kolenda (or his nominee)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 10, Related party approval of future issue of Performance Rights to Mr John Kolenda (or his nominee) as an ordinary resolution.**

“This Resolution seeks approval for the issue of the Performance Rights to Mr John Kolenda (or his nominee), pursuant to the EIP.”

For	Against	Abstain
81,118,533	793,739	419,054
97.70%	0.96%	

11. Related party approval of future issue of Performance Rights to Mr Andrew Jensen (or his nominee)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 11 Related party approval of future issue of Performance Rights to Mr Andrew Jensen (or his nominee) as an ordinary resolution.**

“This Resolution seeks approval for the issue of the Performance Rights to Mr Andrew Jensen (or his nominee), pursuant to the EIP.”

For	Against	Abstain
81,118,533	793,739	419,054
97.70%	0.96%	

12. Related party approval of future issue of Performance Rights to Mr Kar Wing (Calvin) Ng (or his nominee)

To consider and, if thought fit, to pass, with or without amendment, **Resolution 12 Related party approval of future issue of Performance Rights to Mr Kar Wing (Calvin) Ng (or his nominee) as an ordinary resolution.**

“This Resolution seeks approval for the issue of the Performance Rights to Mr Kar Wing (Calvin) Ng (or his nominee), pursuant to the EIP.”

For	Against	Abstain
81,118,533	793,739	419,054
97.70%	0.96%	

13. Change of Company name

To consider and, if thought fit, to pass, with or without amendment, **Resolution 13 Change of Company name** as an **ordinary resolution**.

“The Company proposes to change its name to “iBuyNew Group Limited.”

For	Against	Abstain
170,289,195	29,915	22,112
99.34%	0.02%	

Other Business



Meeting Closed



Chairman's Address

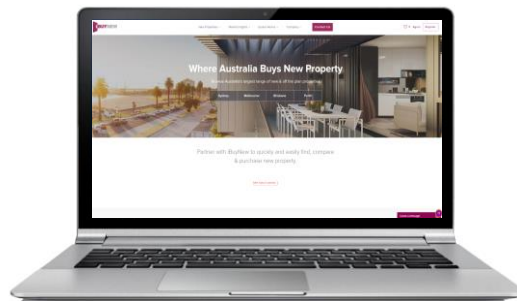


iBuyNew Group (Formally DVI)

iBuyNew Group / (formally known as Disruptive Investment Group ASX:DVI) operates iBuyNew.com.au¹, a leading Australian online marketplace that helps buyers search, compare and buy new property. The group has entered into an agreement to acquire Nyko Property² a research and advisory firm.

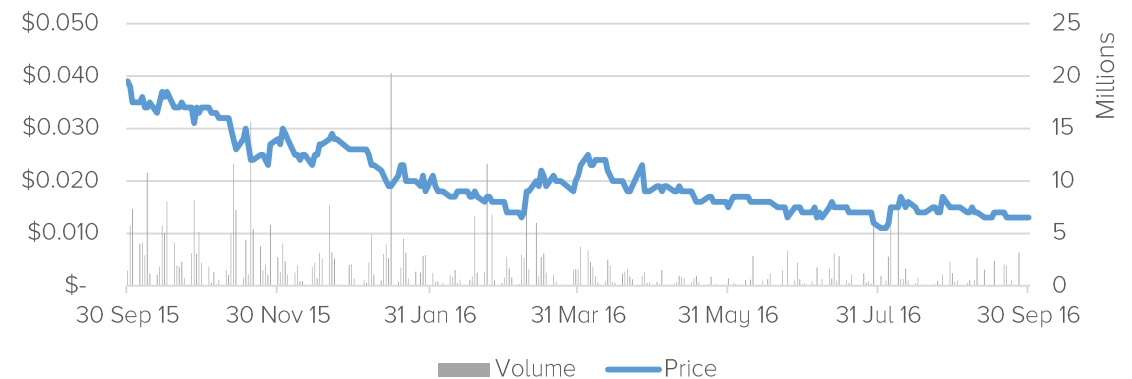
Company overview

- The leading new property marketplace across Off the Plan (OTP) and House and Land packages (H&L);
- 4,700 + new properties available across 190+ developments;
- Management team has a strong track record in technology, corporate finance and sales;
- Significant growth in intellectual property with defensible platform; and
- Distribution through established multi-distribution channels .



Key statistics

ASX Code	DVI
Closing Share Price	1.3 cents
Shares on Issue	~724 million
Market Capitalisation (undiluted)	~\$9.4 million
DVI 100% & IBN 50% Consolidated Cash (30 Sept 2016)	~\$2.0 million
Enterprise Value	\$7.4 million
As at 28 October 2016	



1. As announced to the market, the company has executed binding terms to acquire the remaining 50% of Find Solutions Australia (FSA) owner of iBuyNew Pty Ltd.

2. As announced to the market on 13 October 2016, the company entered into a binding agreement to acquire 100% of Nyko Property Pty Ltd.

Transformative FY16



Q1 FY16

- DVI increases stake in iBuyNew to 50%.



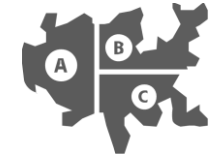
Q2 FY16

- iBuyNew commences pilot partnership and wholesale initiatives.
- The Flight Centre Group invests in PPS owner and operator of the BYOjet Group.



Q3 FY16

- DVI agrees on the accelerated sale of DVI's remaining interest in BYOjet. DVI receives \$700k cash and a future payment with regards to BYOjets future performance.
- DVI accelerates option to acquire the remaining 50% of iBuyNew.



Q4 FY16

- iBuyNew pilots new house and land market place to capture entire new property market.

FY16 Key Financial Metrics Snap Shot– DVI

Revenue and
other income
\$3.57m

Operating
EBITDA
(\$58k)

Statutory Net
(loss)
(\$2.14m)*

Consolidated
cash Balance
\$1.66m

Notes:

- Revenue growth driven by 100% accounting consolidation of strongly performing Find Solutions Australia (iBuyNew) (50% owned during FY16);
- Operating EBITDA impacted by increased costs from articulated growth strategy and one off transaction fees:
 - ❑ Operating expenses of \$1.5m;
 - ❑ Increase in employee and consultancy expenses \$1.47m;
 - ❑ Rent of \$176k; and
 - ❑ One off transaction fees of \$104k.
- Statutory net (loss) of (\$2.14m) driven by gain/loss on travel related investment comprising of:
 - ❑ Non cash revaluation of PPS investment of \$1.54m; and
 - ❑ \$401k share of operating (loss) in proportion to DVI's interest in PPS.
- DVI received an (initial payment) of \$700,000 and will receive a future payment to be determined by reference to PPS's EBITDA for the financial year ending 30 June 2018 (Future Payment).
 - ❑ The Future Payment (if any) will be paid in cash and will be calculated using the following formula:
Future Payment = $6 \times 8.205\% \times \text{PPS's FY18 EBITDA} - (16.41\% \times \text{PPS's financial debt}) - \text{Initial Payment}$

Key Financial Metrics Snap Shot FY16 – iBuyNew

TTV
\$84.7m
+75%

Property Sales
165
+63%

Commissions
Generated
\$4.2m
+75%

Operating
EBITDA
\$752k
(32%)

NPAT
\$310k
(66%)

Total Revenue
from exchange
and settlements
\$3.4m
+3%

Notes:

- Settlement balance at 30 June 16 \$2.6m.
- “**Commissions generated**” refers to the commissions payable on properties sold during the period and includes an amount paid immediately upon contract exchange (exchange income) and an amount expected to be payable in the future when the property is completed and the contract is settled (settlement income).
- “**Total revenue from exchange and settlements**” comprises both upfront exchange income plus settlement income from past property sales. It does not include any future commissions receivable owed but not yet paid.
- Comparisons are relative to the FY15 period on an unaudited basis. Results prior to DVI’s investment are on an unaudited basis.

“Where Australia Buys New Property”



iBuyNew Group - Who We Are

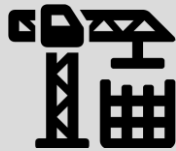
iBUYNEW “Where Australia Buys New Property”

We are a leading marketplace for new property with operations across Australia.

We enable property investors and buyers with the ability to search, compare and buy.



Technology



Off the Plan



House and Land



Research Reports

Our difference:

- **A Compelling user experience**, great people and a sound process;
- **Clarity**, view all new property options under the one platform;
- **Trust**, understanding the best solutions for our clients. Our reputable agents are incentivised to look after our clients needs; and
- **Transparency**, research reports and unmatched range of stock.

iBuyNew Group – Unmatched Stock

We aspire to provide a sense of great opportunity and confidence to every new property buyer



2 Brands



3 Office locations



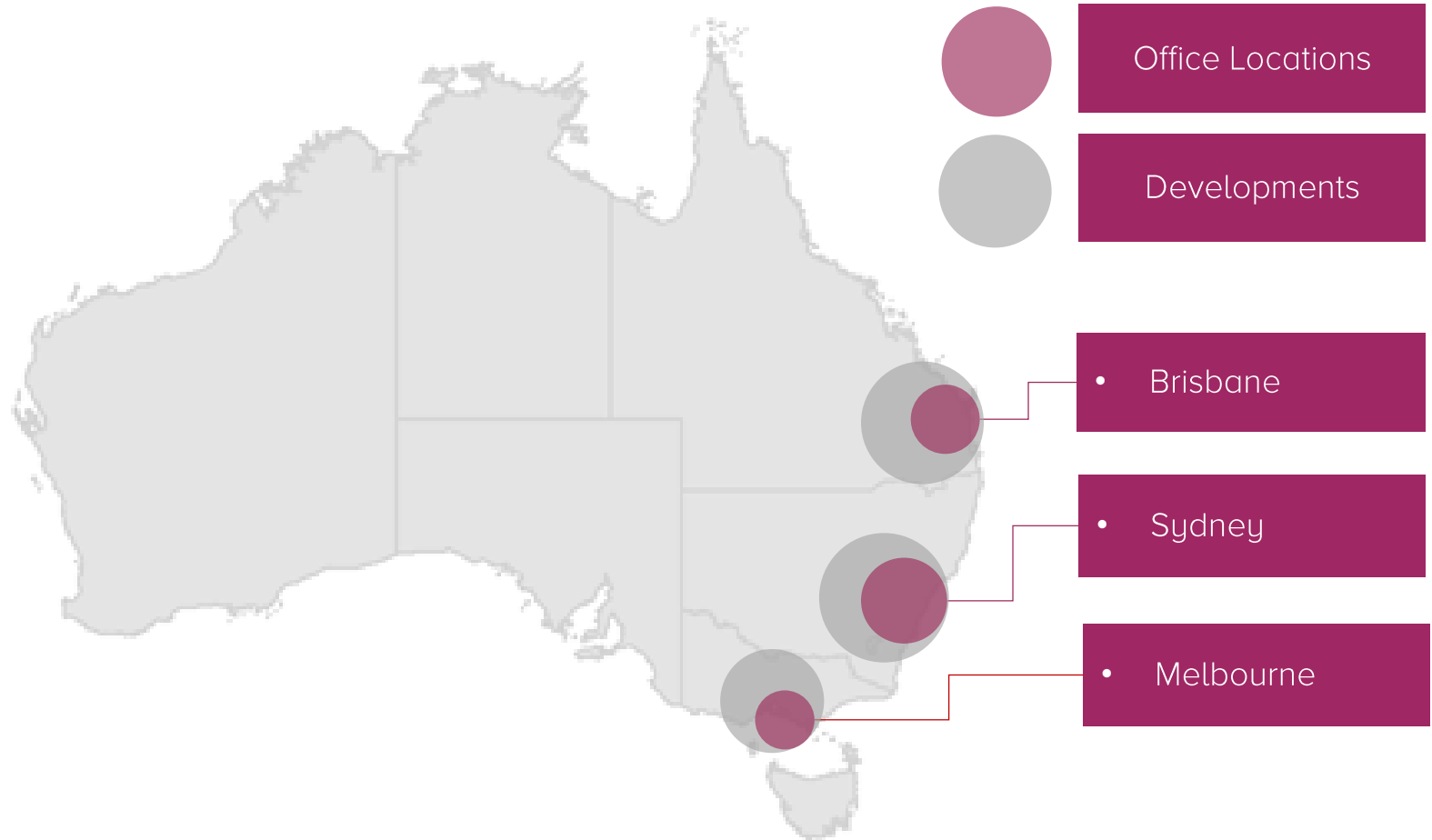
3 States we sell in



190+ Developments



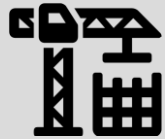
4,790+ Properties



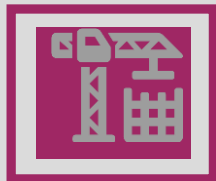
iBuyNew Operates in a Huge Market

In FY16 iBuyNew generated 165 sales representing 0.001% of the 150,000+ opportunities annually

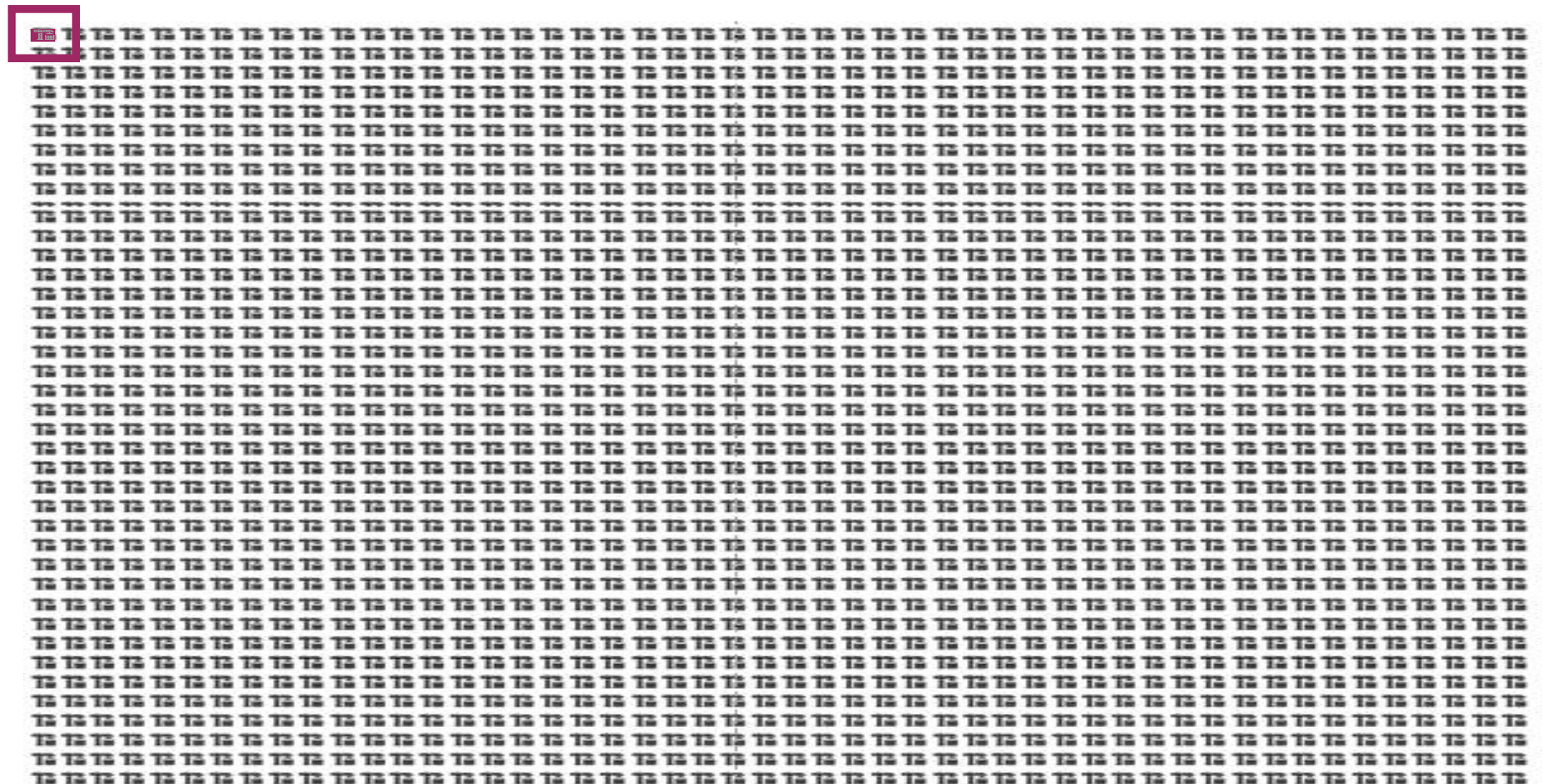
The opportunity to grow revenue and market share remains large



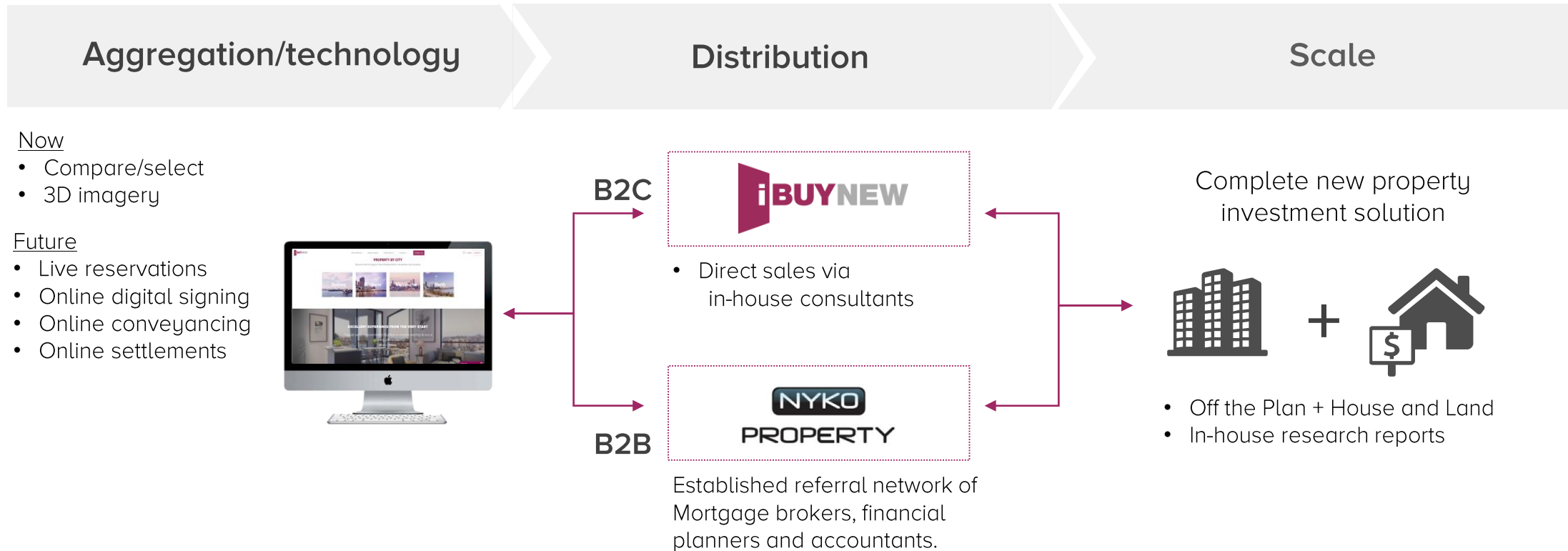
Each symbol represents
150 new properties
constructed annually



iBuyNew's FY16 sales
compared to the entire
market



Our Growth Strategy



The Potential

Positioned to deliver a complete investment solution

iBuyNew and Nyko FY16 results on an unaudited pro-forma basis



FY16 Results

	B2C	B2B	Unaudited
Channel			
Ownership	100%	100%	
Sales	165	56	221
TTV	\$84.7M	\$28M	\$112.7m
Commissions Generated	\$4.2M	\$1.6	\$5.8m
Total Revenue from Exchange and Settlements	\$3.4M	\$1.6M	\$5m

At 30 September 2016

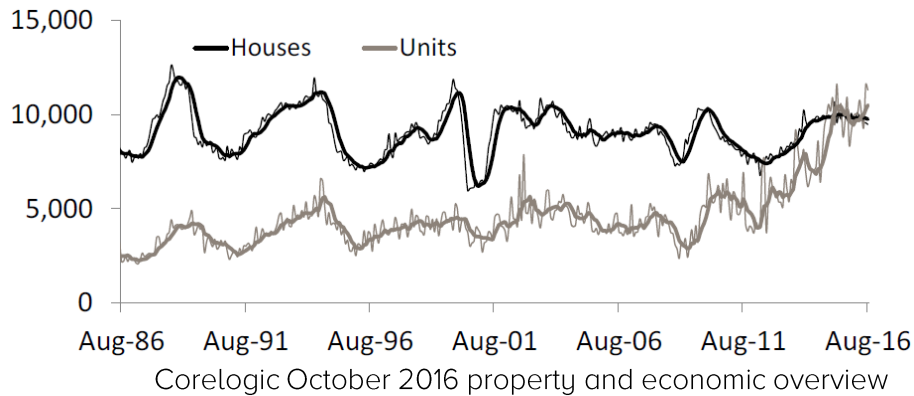
Future settlements book	\$3m	\$350	\$3.4m
Property Listings/Exclusives	4,793	3	4,796
Subscribers/corporate referral partners	45,000	350	45,350

Financial results ending 30 June 2016 based on an unaudited basis. Nyko Financial metrics provided by Nyko management.
Nyko acquisition expected to be completed on or about 31 October 2016

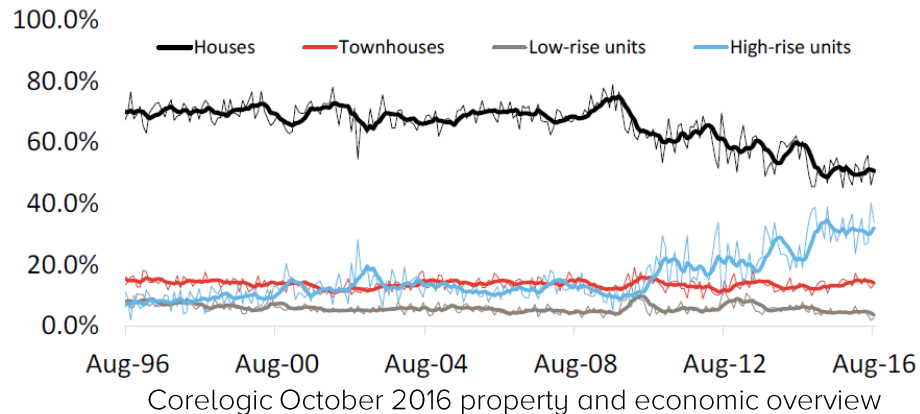
Demand Rises for Units/High rises

It's a large highly fragmented new property market across \$50 billion

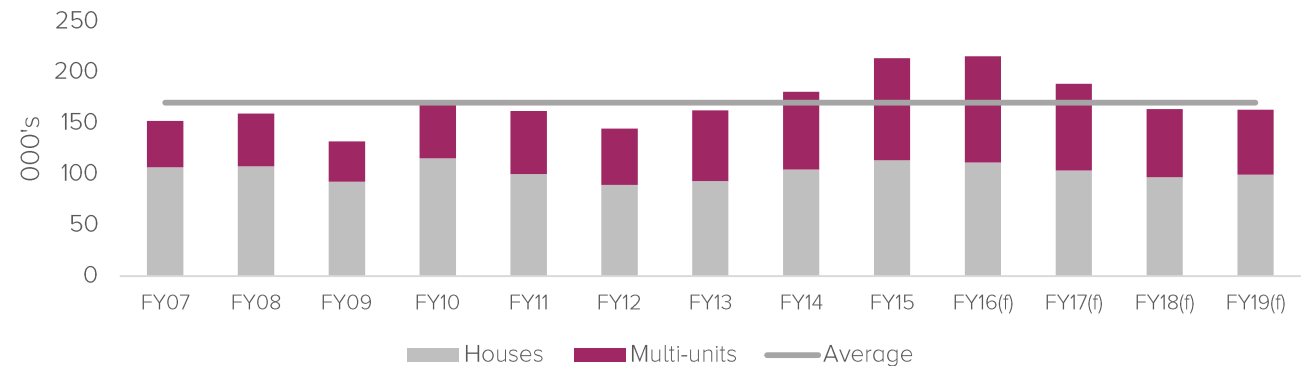
National Dwelling approvals



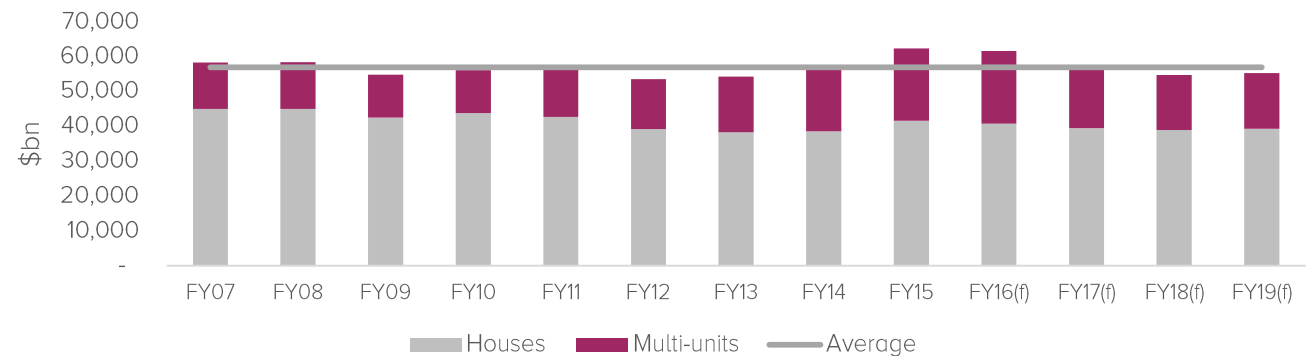
Approvals by type



New Starts - By Type



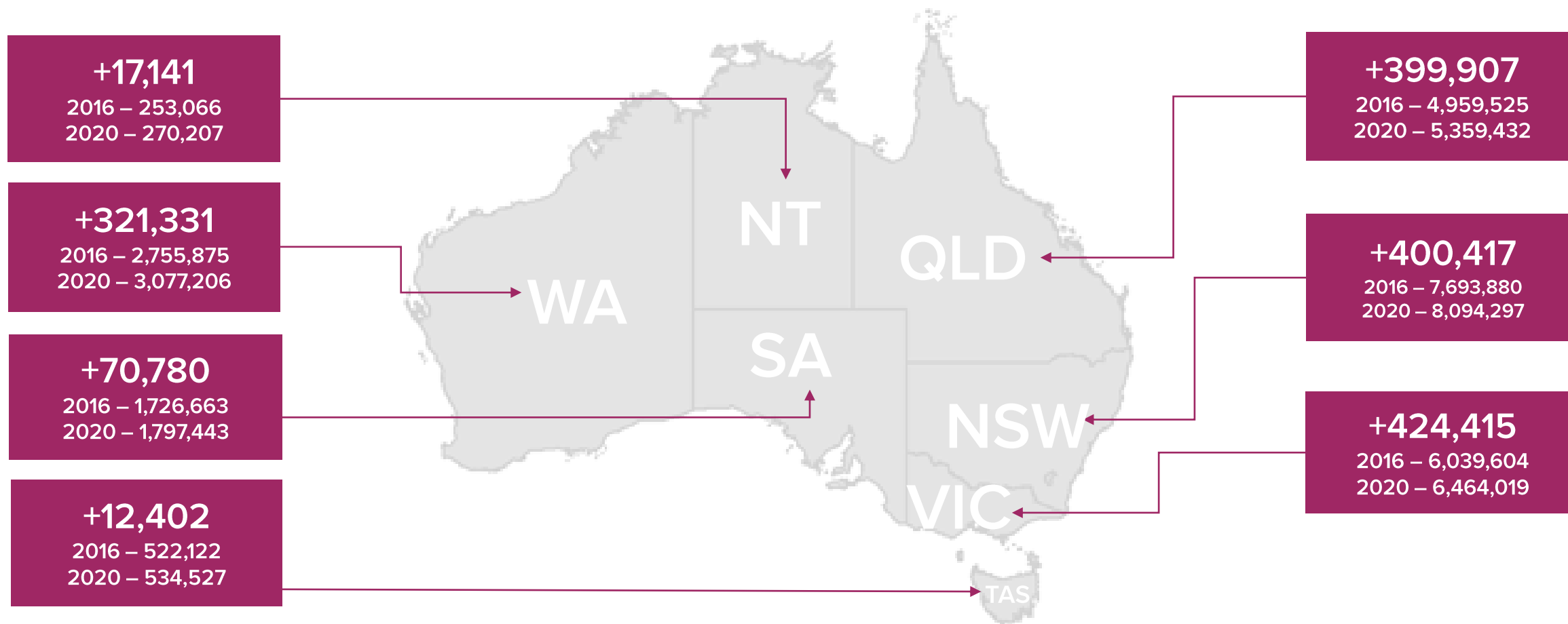
New Starts - By Spend



Source: IBISworld Construction in Australia, Commsec and HIA New Housing Outlook (June 2016)
Corelogic October 2016 property and economic overview, RP Data and Census data

Population Growth – Year 2020

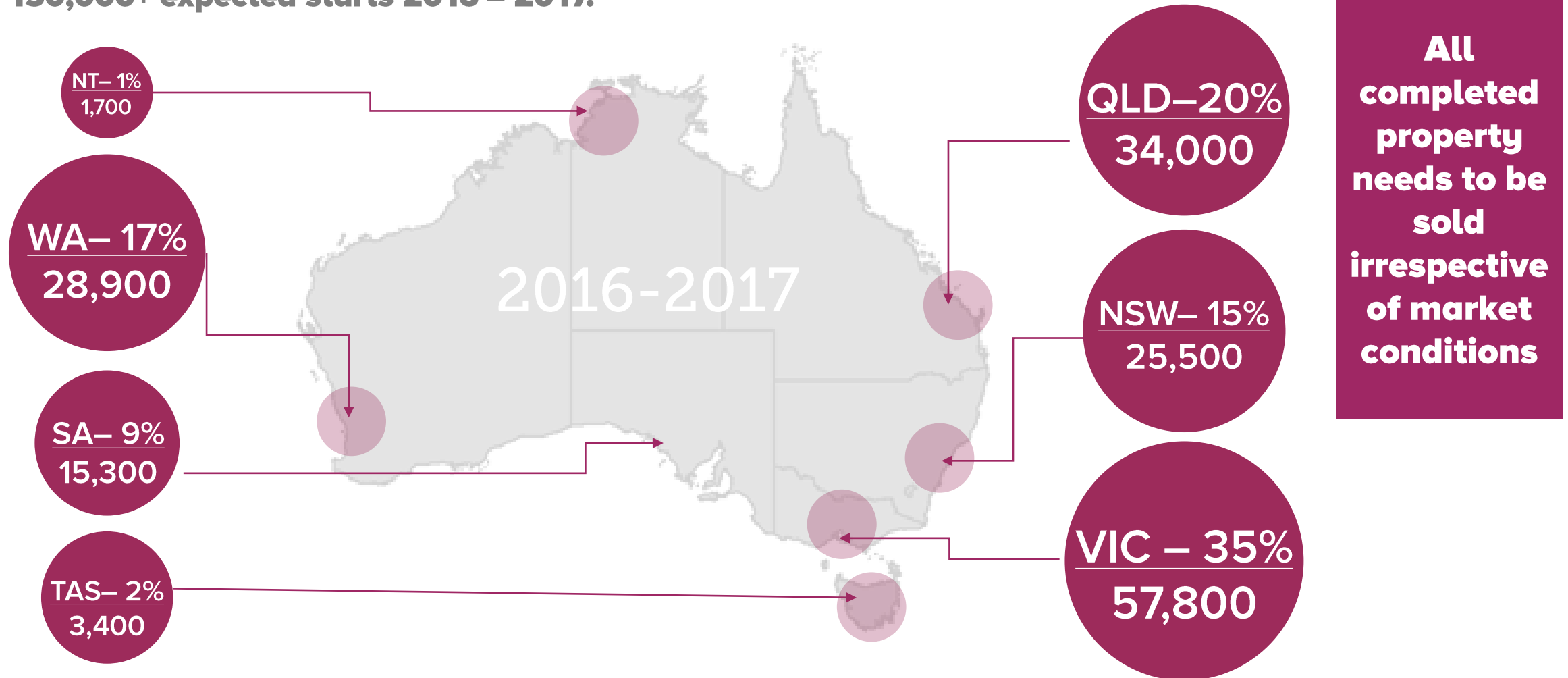
Driven by net overseas migration and natural increase, the Australian population is projected to be at approximately 26 million by 2020 representing an increase of 6.8% from 2016.



Source: Australian Bureau of Statistics as at 25 October 2016

New Starts by State

150,000+ expected starts 2016 – 2017.



Source: IBISworld Construction in Australia, Commsec and HIA New Housing Outlook (June 2016)
Source: CoreLogic Housing Market and Economic Update Oct 2016
IBISworld Construction in Australia Jun 2016

Investor Market and Supply

Australia's \$1.58 trillion mortgage market continues to grow and evolve, underpinning Australia's \$6.6 trillion dollar residential property market

9.6m

Residential properties in Australia

~8% or 1.8m

Australian's owned investment property.

73%

Own 1 investment property.

18%

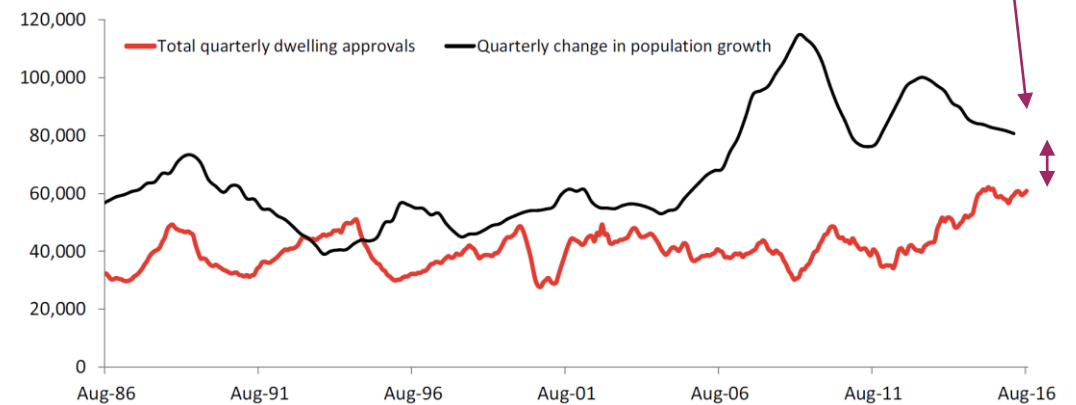
Own 2 investment properties.

5.5%

Own 3 investment properties.

The Gap between demand and supply is still apparent.

Dwellings approved for construction vs change in national population



Corelogic October 2016 property and economic overview

Source: Corelogic October 2016 property and economic overview, RP Data and Census data

Property Market Influences

Trends influencing the new Australian property market



Urbanisation

The populations of Australia's major cities are expected to increase¹



Infrastructure

The Australian Government has made commitments over \$50 billion for current and future investments²



Technology

Growing trend of real estate technology start ups³



Interest Rates

Historical low⁴



Population Growth

26 million by 2020⁵

Source: 1 and 2 <http://investment.infrastructure.gov.au/> 25 October 2016

3. www.cbinsights.com

4. <http://www.rba.gov.au/>

5. Australian Bureau of Statistics as at 25 October 2016

iBuyNew's Developer Assessment

Negative sentiment generates opportunities for iBuyNew



Commissions

Commissions starting to increase with selected developers.



Incentives

Growing number of rebates and incentive packages.



Prices

Apartment pricing has started to retreat in selected areas.

Illustration of increased commissions and decline on property prices

Margin	10% impact on pricing	At 5% Commission per sale	At 6% Commission per sale	At 7% Commission per sale
Average iBuyNew property price in FY16	\$514,000	\$25,700	\$30,840	\$35,980
10% decline in new property prices/difference	\$51,400	\$2,570	\$3,084	\$3,598
Impacted new property price/commission	\$462,600	\$23,130	\$27,756	\$32,382

Technology platform

To lead the longer term vision of new property sales online



Compare/
select



3D Imagery,
enhanced UX/UI



Construction
updates



Live
reservations



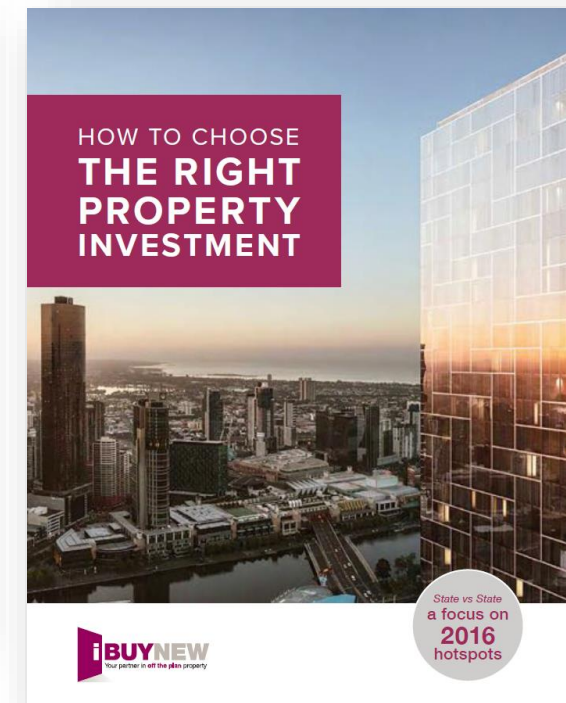
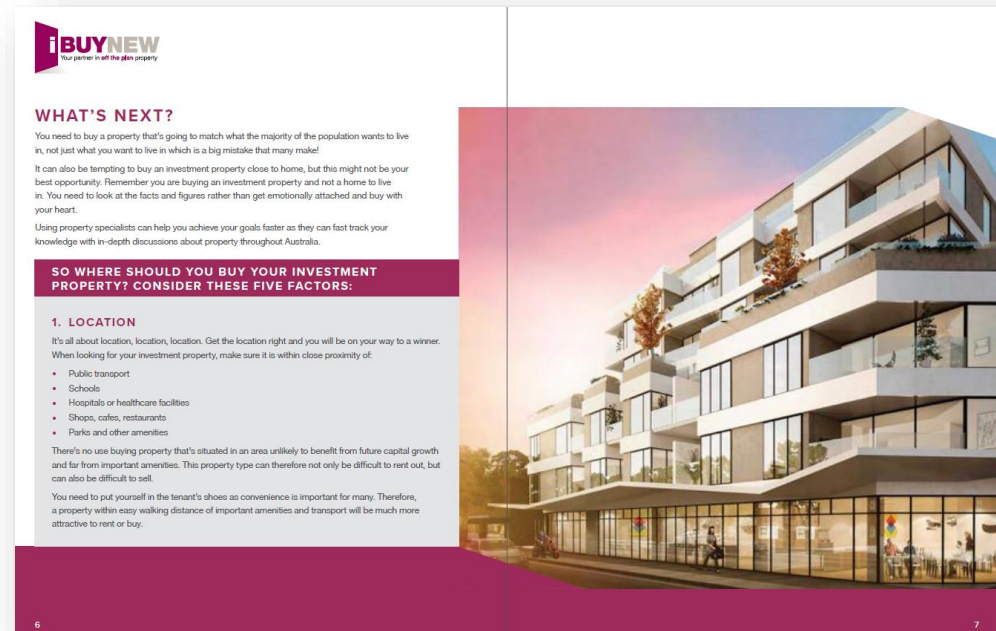
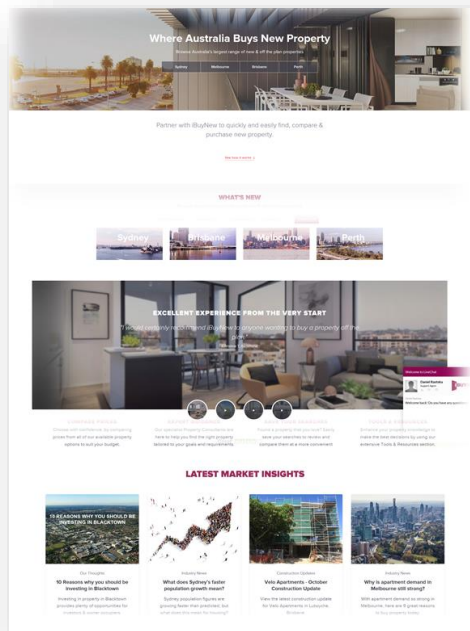
Online digital signing
(DocuSign)



Integrated
conveyancing
(SAI global)



Online
settlements
(PEXA)



iBuyNew Group Board and Management

Board



Dr Adir Shiffman – Non-Executive Chairman

Adir is the Executive Chairman of ASX-listed Catapult Group International (ASX:CAT) and has extensive CEO and board experience across a number of technology companies.



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 serves as a Director of several companies including Aura Group, Freedom Insurance and Spectrum Wealth.



Calvin Ng – Non-Executive Director of DVI

Calvin is a co-founder of the Finsure and Aura Group and has significant investment banking, mergers & acquisitions and funds management experience. Calvin sits on a number of boards including ASX-listed Catapult Group International (ASX:CAT).

Management



Mark Mendel– IBN Founder and CEO

Mark is the founder and CEO of iBuyNew and holds over 14 years experience in the field of property and technology.



Andrew Jensen – Executive Director

Andrew is an accomplished CFO having lead Australasia's largest real estate group Ray White and The Loan Market as Director and CFO. Andrew holds over 15 years' experience in senior finance & management roles.



Mark Vujovich– National Sales & Marketing Director

Mark has over 15 years sales experience within the property industry. Prior to IBN, Mark spent 8 years at Simonds Group as General Manager of Sales/Marketing.



Bill Nikolouzakis – Nyko Founder and Head of Corporate Partnerships

Bill is the founding Director of Nyko Property and holds over 14 years' experience in both property marketing and banking.

Conclusion

Complete offering

Another step closer to providing a complete marketplace experience for every buyer looking to acquire new residential property.

Distribution

Accelerated strategy to distribute new property sales across B2C and B2B channels across Australia.

Market

We are well aware of the negative media reporting, it is our assessment that buyers are mostly taking a wait-and-see approach until the uncertainty passes rather than leaving the market altogether – the fundamentals of Australian demographics has not changed in the last 9 months.

Outlook

Management will continue to focus on revenue growth initiatives and disciplined cost control to position and take advantage when the negative perception passes and stronger demand returns to the market.

The company will continue its assessment on the market and explore possible avenues to chase accelerated growth into 2017.

Contact

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**iBuyNew
Group**

Mark Mendel - CEO

