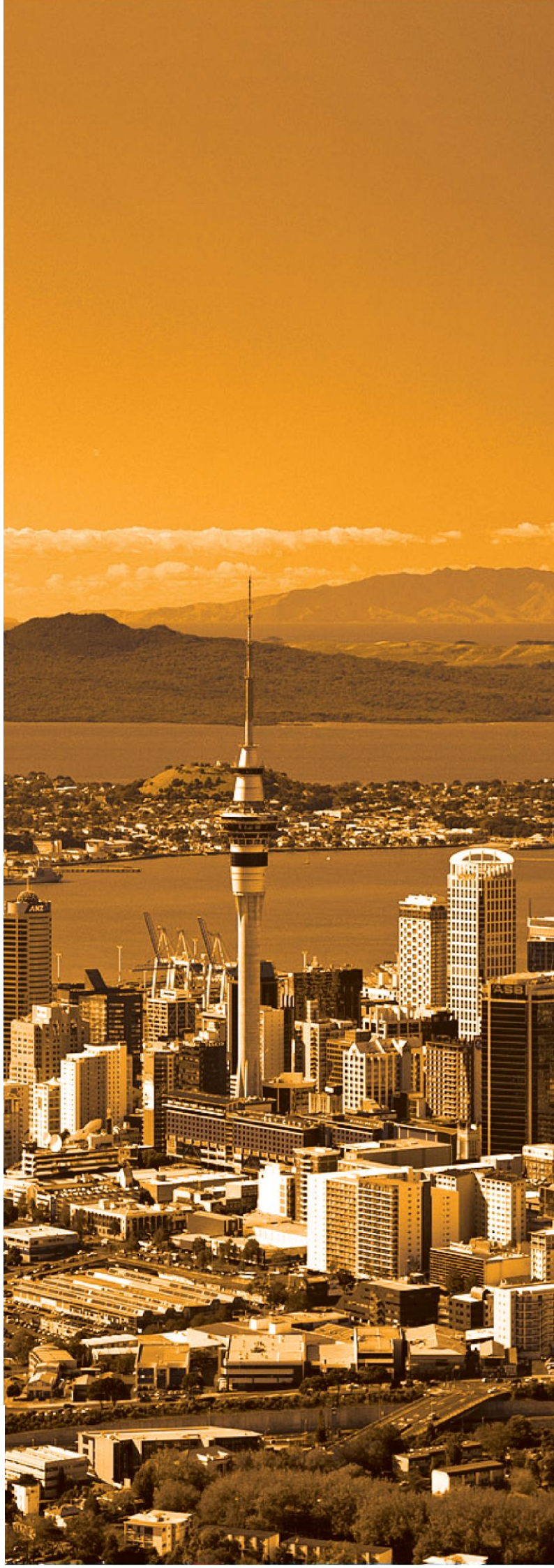




LAZYAZ

Investment Memorandum



Offer

Equity Crowdfunding Offer

This is an equity crowdfunding offer conducted on the AlphaCrowd equity crowdfunding platform. AlphaCrowd is the holder of a Market Service Licence (equity crowdfunding) number FSP428406 issued by the Financial Markets Authority.

Purpose of Offer

The purpose of the offer is to raise capital to enable LazyAz Limited to execute its Strategic Growth Plan as described in this Investment Memorandum

Invest Online

<http://www.alphacrowd.co.nz/offers/lazyaz>

Key Features of Offer

Minimum amount to be raised	\$ 75,000
Maximum amount to be raised	\$ 220,800
Maximum number of shares to be issued	125,000
Approximate % of total equity on offer	13.3%
Share price	\$ 0.60 per Ordinary Share
Minimum investment share parcel	333 Ordinary Shares
Minimum investment	\$199.80
Opening date	20 October 2016
First closing date	Is the earlier of the date by which the minimum amount has been raised or close of business on 10 th of November 2016.
Final closing date	Is the earlier of the date by which the maximum amount has been raised or close of business on 2 nd of December 2016.

Important Legal Statements

This equity crowdfunding Information Memorandum (Memorandum) has been prepared by LazyAz Ltd (Issuer) for the sole purpose of enabling potential eligible investors to subscribe for new shares in the Company via the AlphaCrowd website, a licensed equity crowdfunding platform under Part 6 of the *Financial Markets Conduct Act 2013*.

This Memorandum does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Memorandum or make the Offer. It is the responsibility of every investor to ensure compliance with all laws of any jurisdiction relevant to their application for securities and any such investor should consult their legal advisors as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted securities.

This Memorandum and any updates to it, together with the Offer legal documents published on the Offer home page on the AlphaCrowd website (including Company Constitution, Disclosure Statement, Investor Agreement, Investor Confirmation, Privacy Policy, Terms and Conditions, User Agreement, Warning Statement) constitute the entirety of this Offer and no other information whether verbal or in writing, relating to this Offer should be relied upon.

This Memorandum is for general information purposes only and a prospective investor should conduct their own independent review, investigations, analysis and assessment of the information in this document. No audit or independent verification of this Memorandum has been conducted and this document does not have regard to the investment objective, financial situation or particular needs of each person who may read or use it.

No representation or warranty, expressed or implied, is made as to the accuracy, content, legality, reliability, completeness or correctness of the information in this Memorandum or subsequently provided to the prospective investor or otherwise by the Issuer, including (but not limited to) any assumption, estimates, forecasts, forward looking statements, projections or targets contained in the Memorandum or otherwise made available.

All amounts are in New Zealand dollars (NZD).

Offer Legal Documentation and Investment Process

All legal documentation relating to this Offer is available on the AlphaCrowd website and your investment in this Offer is only possible via the AlphaCrowd website. As part of the investment process you need to register as a user of the AlphaCrowd website and verify your identity. You then need to read, understand and electronically sign your acceptance or understanding of the Offer legal

documents and transfer the full investment amount into the trust account. Full details of the legal documents and the investment process are on the AlphaCrowd website.

Warning Statement

Equity crowd funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of businesses is very speculative and carries high risks. You may lose your entire investment, and must be in a position to bear this risk without undue hardship. New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision. The usual rules do not apply to offers by issuers using this facility. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment. Ask questions, read all information given carefully, and seek independent financial advice before committing yourself.

About AlphaCrowd (www.alphacrowd.co.nz)



AlphaCrowd Limited is the holder of a Market Service Licence (equity crowdfunding) number FSP428406 issued by the Financial Markets Authority. AlphaCrowd® is a registered trademark of AlphaCrowd Holdings Limited.

Corporate Directory

Company Name	Lazy Az Limited
New Zealand Company Number	5888629
Registered Office	Suite 7A, 17 Albert Street Auckland CBD, Auckland
Managing Director	Aryaman Taore
Director	Toss Grumley
Independent Director	Virginia Gomes

For all inquiries or to make an investment please visit <http://www.alphacrowd.co.nz/offers/lazyz>

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Executive Summary

LazyAz is made up of a young entrepreneurial team looking to revolutionize retail through on-demand commerce. The team is bridging the gap between e-commerce and in store retail, by combining the reliability of local stores and the convenience of online shopping.

In a world where people are time poor, and traditional services are moving to on demand, LazyAz offers a new outlook on the on demand delivery service that connects people quickly and efficiently with their favourite local merchants.

Moving away from traditional pick up and drop off services, LazyAz has developed a web platform and mobile application, that aggregates local merchants and their products to allow consumers to shop online, and have their goods delivered within one hour. This provides value to the merchants by reducing their own overheads for delivery, and increases value for the customers by reducing the typical delivery time periods.

From food to fashion to electronics, LazyAz offers an online, on demand experience on all you favourite local merchants.

Initially developed as a simple delivery service, the founders quickly saw that there was a gap in the services on offer, and the traditional model of simply picking up and delivering offered minimal value to merchants and in turn made it difficult to operate as a long term profitable business. So the founder Aryaman Taore decided to put his recent acceptance in to The University of Harvard on hold, and along with Toss Grumley, completely reinvent the business model.

They took the learnings from their first 3 months in operation, and decided to evolve their application to

offer more than just a delivery service. They have developed an online catalogue which allows consumers to shop at all local retailers across multiple categories on one simple platform, and have that product delivered to their home or work place.

The majority of the technical development is now finished and the founders are now looking to raise funds to complete their development, drive their brand awareness through targeted marketing, and grow their reach across Auckland, then to wider New Zealand and target overseas markets in the coming years.

This is your opportunity to invest in a young, driven group of entrepreneurs looking to take their vision of revolutionising the on demand retail shopping space, and join the business at an early-stage at an attractive valuation and enjoy solid capital gains within a standard venture capital investment time frame of three to five years. This may be in the form of a listing on a stock exchange, a merger or trade sale depending on what form of corporate action will bring the greatest possible return to the shareholders.

Market Situation

Speed and convenience are the name of the game in today's on-demand economy. Our hectic and hyper-connected lives have compelled us to look for instantaneous comfort and convenience. As Kiwis head towards career-focused lifestyles, they want to reduce the time spent on tedious everyday tasks. The LazyAz service takes care of this by offering everything on demand. No longer do you need to visit a store to pick up your groceries, dinner, electronics or cosmetics. Every local store now comes online with LazyAz.

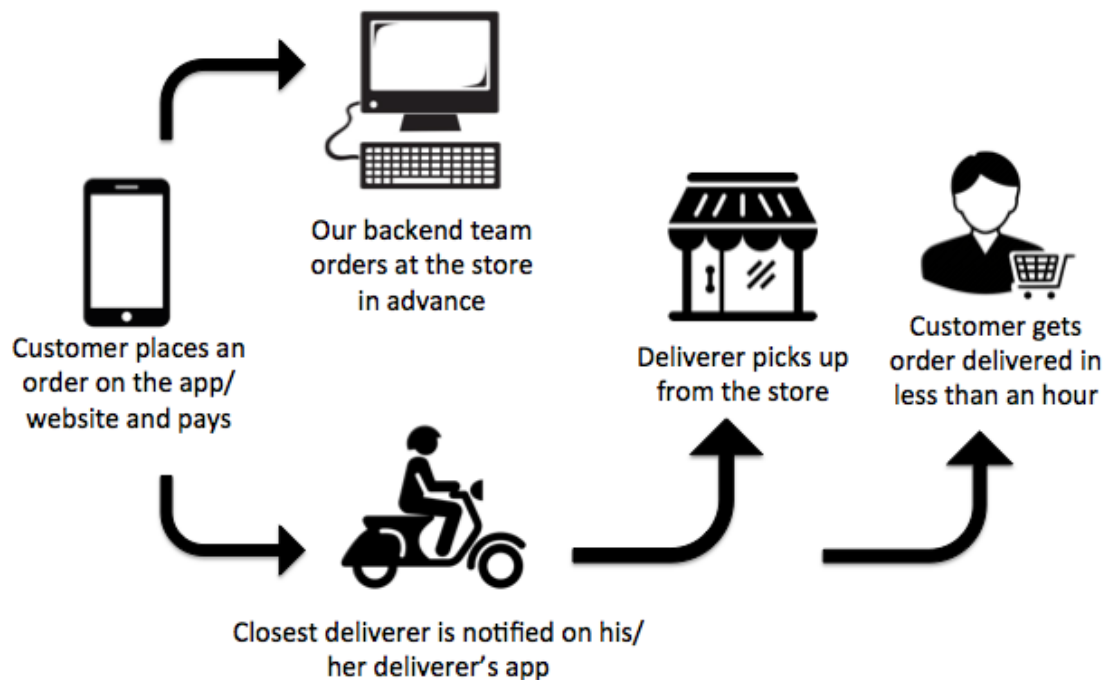
The Customer Journey

1. The LazyAz mobile application and website aggregate all local stores on one platform.
2. Users are then able to browse through the menu/catalogue and purchase any item(s) directly through LazyAz.
3. This order is automatically sent to the closest deliverer who purchases the product from the store and gets it delivered to the customer – all within the hour.

Users can order groceries to food to fashion from their local stores all through a single app.

From skipping the queue at Starbucks to curtailing the time spent on purchasing a new suit from Barkers – users can endlessly benefit from the service.

Customer journey



Business Model

We are more than just a delivery service. We have created our service in a manner that allows us to tap into a variety of revenue sources. This allows us to drive down our delivery charge, making our service accessible to a larger pool of customers.

Below are the 4 established revenue sources for LazyAz

1. Delivery Charge

The customers pay for the Product + (\$7 + 3%) Delivery Charge

2. Commission

Build partnerships with local merchants to have in place a 10% commission on all sales driven through LazyAz. We will target 10% commission across 50% of our partners by Q4 2017.

3. Interest

We hold the payment the customer makes for the product till the end of the month. This is possible as we purchase all our products through our credit card. We earn an interest of 3% pa on the payment and a cash back amount of \$1 per \$100.

4. Advertising Revenue

Our app/website act as promotional platforms; likewise, so do our vehicles and our deliverers. Stores can pay to be promoted on our app; to have their branding on our company vehicles and to have their flyers delivered to every customer who orders through LazyAz.

Market Opportunity

Our model allows us to tap into most industries. We can very easily acquire customers who already shop online and also influence traditional shoppers to use our service.

Listed below are the top 4 markets we have identified as the most compatible with our on-demand service.

Food Delivery

- a) Despite the conventionally debilitated in-house delivery services restaurants offer, there are more than 250,000 orders placed for food every 4 weeks[1]. A conservative value of \$30 for the average delivery sale equates to 97.5 Million Dollars spent every year. LazyAz can acquire a major stake hold in this market and grow the current market. Here is why:
 - i. LazyAz offers a similarly priced delivery service that is on average 25 minutes quicker. Every order can be tracked and our customized bags allow us to store hot food and drinks. From the get-go we have had a better service to offer at the same price.
 - ii. Until now stores that delivered had their own delivery service. This limited Kiwi's to what stores they could order from. But now customers can order from any local restaurant/café/fast-food chain through LazyAz. This influences more people to order - growing the food delivery market.
 - iii. Though customers can order through the LazyAz app, we also have a specialized app/website for food-joints. Restaurants can use the platform to inform us whenever they need their meal picked up and dropped off to their customer. This allows us to quickly tap into stores that want to replace their own delivery service with ours.

Grocery and Refreshments

About 14% of online spending is directed towards Grocery and Refreshment shopping. That equates to more than 500 million dollars spent every year. With countdown charging \$15.25 for delivery and upward of 4 hours delivery time, LazyAz beats the giant on price and delivery time. Similarly there is at least a days wait for refreshment delivery – we curtail that to just an hour. Once again we offer a faster and a cheaper service, allowing us to dominate the market. More so only 2.1% of Kiwi’s order grocery online - our affordable service can grow that market significantly. [1]

Electronics

Between 150,000 to 200,000 Kiwis shop for electronic goods every 4 weeks. JB-HiFi or e-commerce stores such as Might-Ape charge up to \$30 for freight with delivery times upwards of 3-4 days. This is expected as the goods are always transported from warehouses. Our model makes every local electronic store a warehouse, allowing us to reduce the delivery time to an hour and the deliver fee to just \$7. [1]

Pharmacy/Cosmetics

More than a 150,000 Kiwis shop for cosmetic products and pharmaceutical products online. With only a select few stores and even e-commerce stores offering online purchases for these items, we see huge potential for growth. This market is currently growing at around 11% per annum. [1]

Fashion

Fashion e-commerce is one of the fastest growing industries in New Zealand. However, delivery times are usually delayed and there is a sense of unreliability that surrounds clothing products online. LazyAz acts as a better alternative to other fashion e-commerce stores. Not only do customers get to search through a variety of clothing products through

the app but also order from reliable local stores that give customers the chance to return clothing in case they see the product as unfit. Both avid online shoppers and conservative local shoppers can be enticed by this offer.

[1] <http://ecommerce.org.nz/2014/12/kiwi-online-shopping-the-global-threat/>

We have only mentioned the size of the online market for the five industries above. However LazyAz’s customer base extends beyond online shoppers. The on-demand model that combines the reliability of local stores with the convenience of delivery allows us to tap into traditional shoppers as well.

Competitor Analysis

Global Competitors

Below are four successful on-demand companies currently running in the international market.

1. Post mates

- Postmates is an American on-demand service that was founded in 2011. They are achieving over 1 million deliveries every month and have a market valuation of upwards of 500 million dollars.

2. Deliveroo

- Founded in 2013, Deliveroo now operates in 12 countries. It is up to series e funding and has so far raised 575 million dollars. The money raised each funding has roughly grown tenfold over the last two years.

3. Jinn

- Jinn is a UK based company that was founded in 2013. They are surpassing over 50,000 orders a month and have recently secured funding of \$7.5 million dollars.

4. Grofers

- Grofers is an Indian based company founded in 2014. They are now achieving over 200,000 orders a month and have a company valuation of a \$115 million dollars.

All companies are prominent examples of how big the on-demand market. Yet countries such as New Zealand, Japan and many parts of Asia still lack an on-demand service.

Most companies mentioned above have only been in the market for about 2-3 years, yet have grown significantly in their valuations. LazyAz can achieve a similar feat.

Local Competitors

1. Urban Sherpa

- The only on demand service competing with LazyAZ is Urban Sherpa. However, Urban Sherpa is not a store aggregator model like ours, and is more of a 3rd Party on demand delivery service. Urban Sherpa charges \$12 for delivery and focuses mostly on food delivery. We do not consider Urban Sherpa a threat as our model targets growth through a shift in business model, and has multiple revenue streams to drive revenue.

2. Menulog

- Menulog is another local competitor. It is not a delivery company and is only a platform where customers can order from restaurants and restaurants with their own delivery service can deliver to customers. Menulog relies on restaurants doing their own delivery, hence customers cannot order from restaurants that do not have their own delivery service and fast food chains from menulog. The limited variety of restaurants on menulog is a genuine concern for customers that we solve.

Current Growth

Using our initial seed funding we developed our app/website and invested in promoting the brand and running day-to-day operations. We have taken a lean start up approach and have been incredibly frugal currently having only spent low thousands on promotions. With this small outlay we have acquired upwards of 1500 users, many of whom are frequently using our app and service.

We have partnered up with over 20 stores (including restaurants, café's, florists, cobblers, hotels and supermarkets). We believe now is the time with the market and demand proven to invest in our technology and look to expand our service further.

Few of the Partners on Board



Over our short time running we have been able to refine and improve the service. We have invested in creating seamless delivery software and order software. Our uber-like app for deliverers allows them to receive orders, carry them out and lets customer track their deliverer. The software allows us to easily scale our number of orders.

Through a combination of our delivery software and implementation of time management strategies we have been able to reduce the delivery times to between 25-30 minutes. We have also experimented and invested in getting the right gear, including heat bags for food, carry bags for flowers and other specialist items.

Finally we have invested in our technology by creating a new app "LazyMe" for our merchants to use when they want their products delivered. The LazyMe app allows businesses to order a deliverer from LazyAz when they need their product(s) delivered to their customer. The business and customer can both track the driver real time. Customers also provide feedback at the end of the trip through our ratings system and we share this with the business. This app has been most successful with our Florist partners and Repair shops who consistently place orders with us.

LazyMe offers us the ability to significantly grow our business foot print by partnering with local businesses allowing us to utilize their customer base. We are able to promote ourselves to their customer base while executing a profitable delivery trip. At the same time by partnering with us, stores reduce their own operational costs on deliveries.

Our Learning

We are confident in our service after being in the market for around two months. Customers have mostly ordered food and groceries using our service. However, regular customers are transitioning into ordering electronics, stationary and more. We are creating a new market that customers are gradually accepting and being a part of.

Moreover we are seeing more customers order from stores (that have their own delivery service) through our app. This includes the likes of Pizza Hut, Sals and more. This clearly suggests the more advanced service we are providing for the same or cheaper price.

Strategic Growth Plan

We need to scale the number of orders to make the company sustainable and profitable. To do so we will be investing heavily in promotion and expanding our delivery area.

Our only running costs are deliverers and other small amenities as detailed in the forecast. To make an area profitable we need to reach a minimum of 25-30 orders every day. To ensure minimum cash burn we will be expanding area by area. This strategy would also allow us to gradually build up our list of local stores/partners.

The LazyMe app will help us reach profitability faster as we can rapidly increase our deliveries by partnering with established stores who want to replace their delivery service with ours. Recent service partners are generating forty plus deliveries per week. Food outlets we are finalising discussions with currently will provide us with a potential two hundred deliveries a week.

After establishing the service by mid next year we will target larger mass brand stores and restaurants to become their official delivery partner. Overseas on-demand services have achieved a similar feat with McDonalds and Starbucks delivering through Postmates.

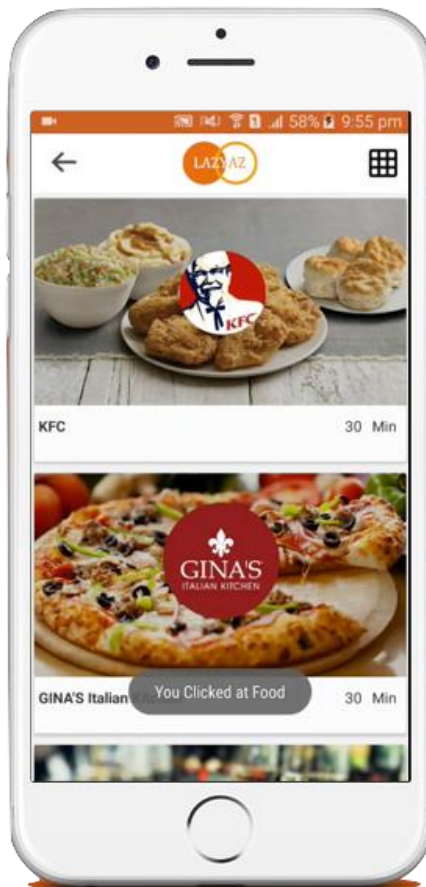
We have identified that to build a long term profitable business we need to shift away from being purely a delivery service. This has resulted in the design and development of our new platform and mobile application for IOS and Android which will build a comprehensive catalogue of all partner's products and services inside the LazyAz app. This will create for a mobile aggregator that bridges the gap between e-commerce and in store retail. The completion of this platform and application will allow customers to buy straight off the retailers catalogue. It will also offer LazyAz great visibility and the ability to put in place stronger, long term partnership and

commission structures. A portion of the funds raised will be used to complete the app and backend integration as mentioned in the next section.

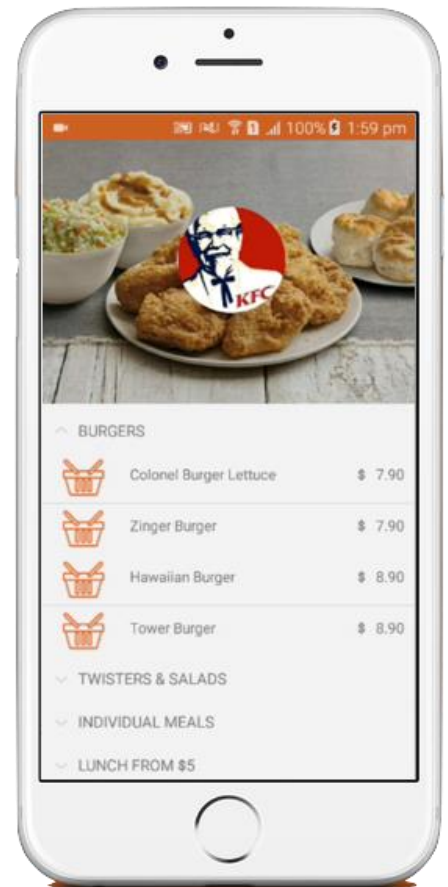
Below are a few photos showcasing the new app and its development. We have currently developed the most basic user interface for the customer side. The design still needs to be enhanced and the app needs to be integrated with the backend.



Home Page



Local Stores near to the customer are showcased



Customers can search through the stores' catalogue and order

Use of Funds

To create a successful on-demand service we will be investing in these 3 fields.

New Technology

Our current app requires users to type in the items they want. We need to invest in updating the app so that it showcases the menu/catalogue of each store. Users can then purchase the items from the app. We need to better integrate our delivery software with our app, so orders are automatically sent to the closest deliverers (creating an Uber-like system).

Promotion

We need to invest in promoting the brand to achieve a user base of at least 5000 by the end of the year. We can then be confident in achieving a minimum 40-50 deliveries every day in Auckland CBD. This allows us to expand into new areas by start of next year.

Operational Costs

Every new area we expand into will take some time to grow and gain traction. Part of the funding will be used to cover the costs of deliverers for the brief period before we reach between 25-30 deliveries in a new area.

Use of Funds

Use of Funds	If Minimum Raised	If Maximum Raised
New Technology	35,000	59,552
Operational Costs	25,500	48,000
Promotion	10,000	100,000
AlphaCrowd Fees	4,500	13,248
Total	75,000	220,800

Further Capital Raising

The Company will need to raise further capital to fund its evolution and growth. This could be equity, debt or a combination of both. Funding could also come via a strategic partnership or the Company could (temporarily) limit its growth plans to enable better cash flows. Future equity capital raisings will be conducted subject to the terms of the Company Constitution and the Investor Agreement.

In all future equity capital raisings, the Company will endeavour to ensure that there are no “down rounds”, that is each subsequent capital raising will be offered at a higher valuation than any previous capital raising round. This implies a steady appreciation in value of the investment made by early-stage investors under this current offer. The companies listed above have received substantially higher valuations at each series of funding.

Exit Strategy

LazyAz will target a liquidity event within a standard venture capital investment time frame of three to five years. This may be in the form of a listing on a stock exchange, a merger, or a trade sale depending on what form of corporate action will bring the greatest possible return to the shareholders.

Board of Directors and Management Team



Aryaman Taore

**Managing Director and
Founder**

Aryaman declined his acceptance at Harvard to found LazyAz at the age of 17. He did this by creating the first IOS app and the basic infrastructure for the delivery process. He now plays a key role in managing operations, overlooking app/software development and managing relations with store partners. Aryaman also created his own Youth Organisation, called Young Ideas, at the age of 16. Here he led more than 160 high school students, several engineers and MP's to collaborate on creating a water harvesting system that is now getting ready to be implemented in Fiji, Vanuatu and Kiribati. His experiences highlight his leadership ability and vision. He is currently studying engineering at University of Auckland.



Toss Grumley

Director and Investor

Toss is an initial cornerstone investor in LazyAz. He is currently completing his M.B.A from Warwick Business School in the United Kingdom. Toss became the General Manager of a leading wholesale supply company at the age of twenty-five and acts as a company director for multiple successful small businesses across different sectors. His experience has helped him scale new and existing businesses through his business consulting firm Wolf and Fox. His business knowledge and sound guidance are key factors for the success of LazyAz. Toss is always on hand to assist with strategy and advice with the LazyAz business being run out of his central Auckland offices.



Virginia Golmes

Independent Director

Virginia is the Managing Director of VGA Chartered Accountants and holds a Business degree and Diploma in tax consultancy from Massey University in her home town of Palmerston North. Before founding VGA Chartered Accountants in 1998, she worked for large and small accountancy practices in Masterton and Auckland and qualified as a Chartered Accountant. Virginia has extensive skills in a number of areas but her passion lies in helping businesses grow to their full potential.

Corporate Governance

To promote good corporate governance, the Company has appointed Virginia Golmes as an Independent Director as required under the Investor Agreement. As an Independent Director Virginia Golmes does not own shares in the Company and does not have a material or pecuniary relationship with the Company or related persons, except for director's fees. However, she is entitled to purchase shares/invest in this capital raise through AlphaCrowd and still remain independent as a minority shareholder.

Financial Information

Years 2016 - 2017

Period	Q4 2016 (Nov-Dec)	Q1 2017	Q2 2017	Q3 2017	Q4 2017
Number of Deliveries per day	25	57	97	143	187
Number of Days we deliver in the month	22	30	30	31	31
Revenue					
Sales (product price + \$7 + 3%)	\$ 41,921	\$ 1,93,980	\$ 3,35,368	\$ 5,01,909	\$ 6,54,349
Commission (10% on sale)	\$ -	\$ 3,054	\$ 7,920	\$ 15,804	\$ 20,604
Interest (4% pa)	\$ 110	\$ 509	\$ 880	\$ 1,317	\$ 1,717
Promotional Money	\$ -	\$ 700	\$ 1,800	\$ 2,700	\$ 3,600
Total Revenue	\$ 42,031	\$ 1,98,243	\$ 3,45,968	\$ 5,21,730	\$ 6,80,270
Expenses					
Cost of Goods Sold	\$ 33,000	\$ 1,52,700	\$ 2,64,000	\$ 3,95,100	\$ 5,15,100
Deliverers	\$ 11,000	\$ 34,540	\$ 58,800	\$ 85,020	\$ 1,06,020
Promotion	\$ 10,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000
Bank Transaction Fee (2.4%)	\$ 1,006	\$ 4,656	\$ 8,049	\$ 12,046	\$ 15,704
Delivery Software cost (0.4c per order)	\$ 440	\$ 2,036	\$ 3,520	\$ 5,268	\$ 6,868
Accounting	\$ 400	\$ 600	\$ 600	\$ 600	\$ 600
Phone	\$ 200	\$ 300	\$ 300	\$ 300	\$ 300
Fuel	\$ 200	\$ 300	\$ 300	\$ 300	\$ 300
Total Expenses	\$ 56,246	\$ 2,10,132	\$ 3,50,569	\$ 5,13,634	\$ 6,59,892
Profit					
	-\$ 14,215	-\$ 11,889	-\$ 4,601	\$ 8,096	\$ 20,377
NOTES:					
Notes - this is the percentage of sales that will be from partner stores	0%	20%	30%	40%	40%

Years 2018 – 2019

Period	Q1 2018	Q2 2018	Q3 2018	Q4 2018	Q1 2019
Number of Deliveries per day	240	300	360	420	480
Number of Days we deliver in the month	30	30	31	31	30
Revenue					
Sales (product price + \$7 + 3%)	\$ 8,14,792	\$ 10,40,403	\$ 12,61,441	\$ 14,72,570	\$ 16,46,352
Commission (10% on sale)	\$ 28,074	\$ 43,830	\$ 59,580	\$ 69,552	\$ 77,760
Interest (4% pa)	\$ 2,138	\$ 2,730	\$ 3,310	\$ 3,864	\$ 4,320
Promotional Money	\$ 4,500	\$ 5,400	\$ 6,300	\$ 7,200	\$ 8,100
Total Revenue	\$ 8,49,504	\$ 10,92,363	\$ 13,30,631	\$ 15,53,186	\$ 17,36,532
Expenses					
Cost of Goods Sold	\$ 6,41,400	\$ 8,19,000	\$ 9,93,000	\$ 11,59,200	\$ 12,96,000
Deliverers	\$ 1,28,280	\$ 1,63,800	\$ 1,98,600	\$ 2,31,840	\$ 2,59,200
Promotion	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000
Bank Transaction Fee (2.4%)	\$ 19,555	\$ 24,970	\$ 30,275	\$ 35,342	\$ 39,512
Delivery Software cost (0.4c per order)	\$ 8,552	\$ 10,920	\$ 13,240	\$ 15,456	\$ 17,280
Accounting	\$ 600	\$ 600	\$ 600	\$ 600	\$ 600
Phone	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300
Fuel	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300
Total Expenses	\$ 8,13,987	\$ 10,34,890	\$ 12,51,315	\$ 14,58,038	\$ 16,28,192
Profit					
	\$ 35,517	\$ 57,473	\$ 79,316	\$ 95,149	\$ 1,08,340
NOTES:					
Notes - this is the percentage of sales that will be from partner stores	43%	53%	60%	60%	60%

Delivery Number Assumptions

We will target our delivery numbers to increase steadily by at least 10 more per day each month. The months with jumps of 20 more per day is when we expand into a new area. We plan to start expanding our delivery area from February. The delivery numbers mentioned are very conservative. The LazyMe app can help us radically increase our number of deliveries as we connect with new partners and we do expect to surpass our forecast.

Number of Days we deliver

For November and December we will continue to offer delivery from Monday to Friday. After that we will do deliveries on weekends as well. This is why we see a jump from 22 days to 31.

Sales

The revenue includes the product price + \$7 + 3%(on the product + \$7). We have estimated the average product price to be \$30.

Commission

We will begin to charge commission on sales brought to our store partners from next year. Also we expect that only 20% of total orders will be for our store partners from January to March, 30% from April to June and 40% from July to December. The menu of larger stores such as countdown, KFC and more will still be on the app, however we will not be able to charge commission on their products just yet.

Basket Size

We estimate the average basket size to be \$30.

Deliverers

Deliverers will be paid minimum wage from November to December. We will then transition into paying deliverers \$6 per delivery in Auckland CBD.

We will then spend an additional \$2000 each month on hiring minimum wage deliverers to deliver in new delivery areas before again shifting to \$6 per delivery after 25-30 deliveries are reached in that area.

Dividends Statement

The Company is raising capital to meet its growth objectives as outlined in its Financial model. Accordingly, the Directors do not expect the Company to pay dividends while the Company is in the growth stage. Investors should consider an investment in the Company to be an investment for growth, not income.

Details of the Offer

Offer

Under this Offer, the Company invites Investors to subscribe for Shares at an issue price of \$0.60 per Share to raise the minimum and maximum amounts described below. All of the Shares offered under this Offer will rank equally in all respects with Shares currently on issue.

Investment Amount

The minimum subscription in respect of the Offer is 333 shares at \$0.60 per share, a total investment of \$199.80 minimum.

Minimum and Maximum to be Raised

The minimum amount to be raised under this Offer is \$75,000.

In the event that this minimum amount has not been raised by the First Closing Date, the Offer will be deemed to have been withdrawn and all investors' monies will be returned promptly.

The maximum amount to be raised under this Offer is \$220,800.

At First Closing Date, if the maximum amount has not been raised, the Offer will be automatically extended until the Final Closing Date.

Opening Date

09:00 on 20 October 2016 2016

First Closing Date

Is the date and time by which the minimum amount has been raised or 23:00 on 10 November 2016 whichever occurs earlier.

The Directors reserve the right to extend the First Closing Date should it be considered by them necessary to do so.

Last Closing Date

Is the date and time by which the maximum amount has been raised or 17:00 on 1 December 2016, whichever occurs earlier.

The Last Closing Date is final and cannot be extended further in respect of this Offer.

Rights and Liabilities Attaching to Shares

Investors have rights under the terms of the Investor Agreement and also as shareholders. The Company Directors and officers of the Issuer have obligations under the laws of New Zealand including the *Companies Act 1993*. Shareholders may have additional rights and protections under the Constitution (if any) of the Company.

In general, shareholders are entitled to:

- The right to an equal share in dividends;
- The right to an equal share in the distribution of the surplus assets of the company upon liquidation.

In general, your liability as a shareholder is limited to:

- - any amount unpaid on a share subscribed for or held by you.
-

This is not a full and conclusive statement of the law. You should seek independent legal advice if you wish to learn more about your rights and liabilities as an investor and shareholder, or if you wish to learn more about directors duties and company law.

List of Current Shareholders

Name of Shareholder	Number of Shares Currently Held	Percentage Currently Held 1	Number of Shares To Be Held	Percentage To Be Held 2
Aryaman TAORE	1,750,000	72.92 %	1,750,000	63.22%
Toss GRUMLEY	650,000	27.08%	650,000	23.48%
New Investors	-	-	368,000	13.29%
TOTAL	2,400,000	100.0%	2,768,000	100.0%

1. Figures may not sum due to rounding.
2. Assumes maximum amount is raised.

Shares to be Issued at Closing

At closing the company will issue up to 368,000 new Ordinary Shares to Investors.

At closing the founding shareholders' shares will split at a ratio calculated to achieve a total issued share capital of 2,768,000 Ordinary Shares and give each founding shareholder an shares proportionate to their current shareholding. Each of the two founding shareholders will therefore end with the number of shares calculated as follows:

$(2,768,000 \text{ Ordinary Shares} - \text{Number of Ordinary Shares Issued to New Investors}) \times 0.73$ for Aryaman Taore

And

$(2,768,000 \text{ Ordinary Shares} - \text{Number of Ordinary Shares Issued to New Investors}) \times 0.27$ for Toss Grumley

AlphaCrowd Fees

The Company will pay AlphaCrowd an amount of 6.0% in respect of the amount raised in the event of a successful Offer. No fees are payable by the Company to AlphaCrowd if the Offer does not succeed. The Company has additionally incurred its own costs in relation to the preparation of this Offer including accounting, consulting, graphic design, legal and other costs as disclosed in the Use of Funds.

Risk Factors

Limited Operating History

The business began to be developed in late 2015 and the company was established in its corporate form in February 2016. Due to its limited operating history there is a risk that the Company will not generate sufficient revenues to enable it to meet its financial forecasts initially but as traction is gained, revenue will increase via multiple streams.

Adoption Rate Could Be Lower Than Expected

There is a risk that adoption rates could be lower than forecast which might have a material adverse impact on the financial performance of the Company.

Investment in Unlisted Shares

This is an investment in unlisted shares and the Directors are targeting a liquidity event in a 5 to 7 year timeframe. While the shares are transferable subject to the Company Constitution and Investor Agreement, you need to be aware that there is no ready market for the shares at this time.

Shareholder Dilution

In the future, the Company will need to raise further capital to fund its evolution and growth. This will result in a decrease of each shareholder's proportional share of ownership in the Company and, potentially, a concurrent increase or decrease in the nominal value of the shares.

Any future capital raisings will be in accordance with the Investor Agreement and the Constitution. Existing Shareholders may or may not be invited to participate in any further capital raisings.

General Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption and the rate of growth of the gross domestic product in the countries targeted by the Company, interest and exchange rates and the rates of inflation. If the target market countries' economies do not continue to grow, slow materially, stop growing or go into recession, there may be a diminished market for the Company's services. This would have a material adverse effect on the performance and profitability of the company.

How to Make an Investment

Invest Online

www.alphacrowd.co.nz/offers/lazyaz

Investment Process



All legal documents relating to this Offer are on the Offer Home Page on the AlphaCrowd website. Your investment in this Offer is only possible online at the AlphaCrowd website.

As part of the investment process you need to register as a user of the AlphaCrowd website and verify your identity. You then need to read, understand and electronically sign your acceptance or understanding of the relevant Offer legal documents after which you arrange to transfer the full investment amount into the trust account. At closing your shareholding details and settlement statement are sent to you and the share registry is notified.

Allocation of Shares

Allocation of Shares will be based on the receipt of

the completed online investment application together with a completed deposit of the investment amount into the trust account and will be allocated based on the order that the investment monies are received into the trust account.

Share Registry Details

The Company has appointed Computershare New Zealand to act as the share registrar. Following the successful completion of the Offer, shareholders will be able access their shareholding details, update their address details, notify of share transfers and receive information via the registrar directly at www.computershare.co.nz



Additional Information on Offer Home Page

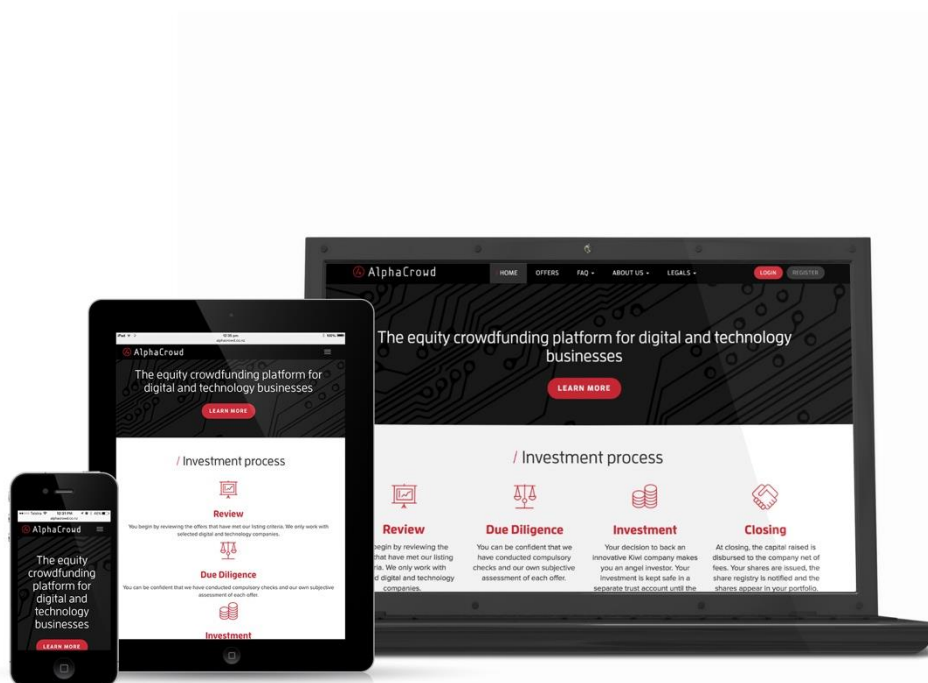
The following additional information is available on the Offer Home Page at www.alphacrowd.co.nz/offers/lazyaz

Updates

Any updates in relation to this Offer will be posted online.

Questions

Investors are able to ask any questions that they may have in relation to the Offer online.



Directors Responsibility and Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that the statements made in this Memorandum are not misleading or deceptive and that to the best of the Directors knowledge no material facts have been omitted. In respect of any statements made in this Memorandum by persons other than Directors, the Directors have made all reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make them. The Directors consent to the issue of this Memorandum as at 12 May 2016.

AlphaCrowd, its employees or directors accept no responsibility for this document or anything contained herein. Statements, calculations and other material are solely those of LazyAz Limited.

Signed for and on behalf of LazyAz Limited by

Glossary

All terms are as defined in the Investor Agreement which takes precedence and additionally:

AlphaCrowd	is ALPHACROWD LIMITED (Company Number 5563067)
AlphaCrowd website	is www.alphacrowd.co.nz
Company	is LAZY AZ LIMITED (Company Number 5888629)
Constitution	is the constitution of the Company (as amended from time to time)
First Closing Date	is the earlier of the date by which the minimum amount has been raised or close of business on 10 November 2016, unless extended by the Company
Last Closing Date	is the earlier of the date the Company determines, the date by which the maximum amount has been raised or close of business 2 December 2016. This date cannot be extended.
Investor	a person or entity investing in the Company as a result of the Offer
Investor Agreement	is the agreement between the Company, its existing Shareholders and the Investors which is available on the Offer home page
Issuer	the Company
Memorandum or Investment Memorandum	is the investment memorandum dated 19 October 2016 issued by the Company in respect of the Offer
Offer	the equity crowdfunding offer, made by the Issuer via the AlphaCrowd website, referred to in the Memorandum
Offer Homepage	is www.alphacrowd.co.nz/offers/lazyaz
Opening Date	means the time and day on which the Offer opens for subscription in accordance with its terms, as set out on the AlphaCrowd Website
Share	an ordinary equity share in the Company
Share Application	is an application to invest in the Offer made via the Offer Home Page