

# Animoca Brands Corporation Limited

ABN 29 122 921 813

## Retail Entitlement Offer

Details of a fully underwritten 4 for 5 accelerated pro rata non-renounceable entitlement offer of new ordinary shares in Animoca Brands Corporation Limited at an offer price of \$0.03 per New Share.

This retail offer closes at 5.00pm (AEDT) on 27 February 2017.

### IMPORTANT INFORMATION

This is an important document which is accompanied by an Entitlement and Acceptance Form. Both documents should be read in their entirety. This Retail Offer Booklet is provided for information purposes only and is not a prospectus, product disclosure statement or other form of disclosure document. This Offer Document is dated 6 February 2017. This Offer Document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, Shares offered under this Offer Document. This Offer Document is issued pursuant to section 708AA of the Corporations Act for the offer of shares without disclosure to investors under Part 6D.2 of the Corporations Act (as modified by ASIC instrument 2016/84).

If you have any questions please contact your professional adviser or the Share Registry on 1300 992 916 from 8.30am to 5.30pm (AEDT) during the retail offer period.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS**

## Important Notice

This Retail Offer Booklet is dated 6 February 2017. This Retail Offer Booklet is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. The Retail Offer Booklet is for information purposes only. The information in this Retail Offer Booklet is not intended to be comprehensive and should be read in conjunction with the more detailed information released by the Company under its continuous disclosure obligations.

### 1. Jurisdiction

This Retail Offer Booklet, including the Chairman's letter, ASX Offer Announcements and the Investor Presentation reproduced in it and the Entitlement and Acceptance Form, do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Retail Offer Booklet and anything contained in it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any "US Persons" (as defined in Regulation S under the US Securities Act of 1933, as amended (**the Securities Act**) (**U.S. Persons**)). None of this Retail Offer Booklet, the Chairman's letter, the ASX Offer Announcements and Investor Presentation reproduced in it nor, the Entitlement and Acceptance Form may be distributed to or released in the United States. The New Shares (and Additional New Shares) offered in the Entitlement Offer have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares (and Additional New Shares) may not be offered, or sold, or resold, in the United States or to, or for the account or benefit of, any U.S. Persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. The New Shares (and Additional New Shares) may not be deposited in any existing unrestricted American Depositary Receipt Facility or such future program with respect to the securities of Animoca Brands Corporation that has been or may be established until 40 days following the completion of the Retail Entitlement Offer.

The Retail Entitlement Offer to New Zealand investors is made pursuant to the New Zealand Securities Act (Overseas Companies) Exemption Notice 2013.

Pursuant to this Act, the only members of the public to whom the Shares are offered in New Zealand under the Retail Entitlement Offer are those who, at the Record Date, are holders of Shares in the Company. As ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

### 2. Investment decisions

The information contained in this Retail Offer Booklet is not intended to be relied on as advice. Before deciding to invest in the Company, potential investors should read the entire Retail Offer Booklet and in particular the technical information and risk factors that could affect the future operations and activities of the Company and consult their professional advisers. The Retail Entitlement Offer contained in this Retail Offer Booklet does not take into account the investment objectives, financial situation and particular needs of any investor.

### 3. Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in the Investor Presentation. Investors should carefully consider the risk factors that affect the Company specifically and online gaming and eBook industry in which it operates.

## Summary of the Retail Entitlement Offer

Issue Price	\$0.03
<b>Your entitlement</b>	4 shares for every 5 shares held on the Record Date

## Indicative timetable\*

Record Date for the Retail Entitlement Offer	7.00pm (AEDT), 6 February 2017
Retail Offer Booklet is despatched	9 February 2017
Retail Entitlement Offer opens	9 February 2017
Retail Entitlement Offer closes	5.00pm (AEDT), 27 February 2017
Issue of New Shares under the Retail Entitlement Offer	1 March 2017
Despatch of holding statements	2 March 2017
Normal trading of New Shares issued under the Retail Entitlement Offer expected to commence on ASX	2 March 2017

\*Dates and times are indicative only and subject to change. All times refer to Australian Eastern Daylight Savings Time (AEDT).

Animoca Brands Corporation, in consultation with Baillieu Holst Ltd ("**Underwriter**"), reserves the right to vary the dates in this Retail Offer Booklet without prior notice subject to the Corporations Act, ASX Listing Rules and other applicable laws, including extending the Retail Entitlement Offer or accepting late Applications, either generally or in particular cases, without notice. Any extension of the Retail Entitlement Offer will have a consequential effect on the issue date of the New Shares. Commencement of quotation of New Shares is subject to approval by ASX.

## Enquiries

For any enquiries please call Security Transfer Australia Pty Ltd as Share Registry on 1300 992 916, or contact your stockbroker, accountant or other professional adviser.

## Chairman's Letter

6 February 2017

Dear Shareholder

On behalf of Animoca Brands Corporation Limited (**Animoca Brands Corporation**), I am pleased to invite you to participate in the recently announced 4 for 5 non-renounceable entitlement offer for new Animoca Brands Corporation ordinary shares (**New Shares**) at an issue price of \$0.03 per New Share.

On Wednesday, 1 February 2017, Animoca Brands Corporation announced its intention to raise approximately \$5.2 million through an Entitlement Offer. The bookbuild of the institutional accelerated component of the Entitlement Offer (**Institutional Entitlement Offer**) will be completed today.

This information booklet (**Retail Offer Booklet**) relates to the non-accelerated component of the Entitlement Offer to retail investors (**Retail Entitlement Offer**). Approximately \$2 million will be raised through the Retail Entitlement Offer.

The proceeds of the Entitlement Offer will be applied principally to sales and marketing, technology enhancements and to fund working capital requirements of the Company. More detail is provided in Animoca Brands Corporation's Investor Presentation lodged with the Australian Securities Exchange (**ASX**) on 1 February 2017 (and included in this Retail Offer Booklet) and the benefits that are expected to flow from this initiative, for Animoca Brands Corporation and its shareholders, are also described in that document.

Under the Retail Entitlement Offer, eligible retail shareholders have the opportunity to invest at the price of \$0.03 per New Share, which is the same price as the institutional investors who participated in the Institutional Entitlement Offer (**Entitlement**). Your Entitlement is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Offer Booklet.

If you take up your Entitlement in full, you can also apply for additional shares under a 'top-up' facility (refer to section 1 of this Retail Offer Booklet for more information).

The issue price of \$0.03 per New Share represents a 48% discount to the last traded price of Animoca Brands Corporation shares before the Entitlement Offer was announced (being \$0.058 on 31 January 2017).

The Entitlement Offer is fully underwritten by Baillieu Holst Ltd (the **Underwriter**).

The Entitlement Offer is non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up. I encourage you to consider this offer carefully.

### Other Information

This Retail Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Wednesday, 1 February 2017, and provides information on Animoca Brands Corporation, including a trading update;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates; and
- instructions on how to take up all or part of your Entitlement.

A personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions contained therein, accompanies this Retail Offer Booklet.

**The Retail Entitlement Offer closes at 5.00pm AEDT on 27 February 2017.**

Please read in full the details on how to submit your application, which are set out in this Retail Offer Booklet.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

On behalf of the Board of Animoca Brands Corporation, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely



**David Kim**

**Chairman, Animoca Brands Corporation Limited**

## 1. THE RETAIL ENTITLEMENT OFFER

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Animoca Brands Corporation Limited (ASX Code: AB1) (**Company**) proposes to raise approximately \$5,200,000 under the Entitlement Offer through the issue of approximately 173,616,566 New Shares.

Where fractions arise in the calculation of an Entitlement, they have been rounded up to the next whole number of New Shares.

The Entitlement Offer comprises:

- the Institutional Entitlement Offer to raise approximately \$3.2 million; and
- the Retail Entitlement Offer to raise approximately \$2 million.

Eligible Retail Shareholders (as defined in Important Information (see Section 5.3 below)) are being offered the opportunity to subscribe for 4 New Shares for every 5 ordinary shares in Animoca Brands Corporation Limited (**Existing Shares**) held at 7.00pm (AEDT) on 6 February 2017 (**Entitlement**), at the issue price of \$0.03 per New Share.

Eligible Retail Shareholders may also apply for New Shares in excess of their Entitlement (**Additional New Shares**). Please note that New Shares in excess of Entitlements will only be allocated to Eligible Retail Shareholders if, and to the extent that Animoca Brands Corporation determines in its absolute discretion but subject to its shortfall allocation policy section of the Investor Presentation released to ASX on 1 February 2017) which is included in this Retail Offer Booklet and having regard to the circumstances at the time of the close of the Retail Entitlement Offer and the Underwriting Agreement.

Any New Shares in excess of Entitlements will be limited to the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements. Animoca Brands Corporation may apply any scale-back (in its absolute discretion).

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus. As a result, it is important for Eligible Retail Shareholders to read and understand the information on Animoca Brands Corporation and the Retail Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to this Retail Entitlement Offer Booklet, Animoca Brands Corporation's other periodic and continuous disclosure announcements to the ASX available at [www.asx.com.au](http://www.asx.com.au).

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 4 New Shares for every 5 Existing Shares you held as at the Record Date of 7.00pm (AEDT) on 6 February 2017 rounded up to the nearest whole New Share. If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing Animoca Brands Corporation ordinary shares on issue.

Your Entitlement is non-renounceable. This means that your Entitlements are personal and cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX or privately. If you do not take up your Entitlement, it will lapse and you will not receive any New Shares under the Retail Entitlement Offer. New Shares of an equivalent number to Entitlement not taken up under the Retail Entitlement Offer will be offered for subscription under Retail Shortfall Facility. If you choose not to accept your entitlement under the Retail Entitlement Offer, your shareholding in AB1 will be diluted.

Note: the Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Existing Shares on behalf of a U.S. Person.

### ***Retail Shortfall Facility***

The Retail Shortfall Facility allows Eligible Retail Shareholders who have subscribed for their Entitlements under the Retail Entitlement Offer to subscribe for additional New Shares, being those not taken up under the Retail Entitlement Offer (**Additional New Shares**).

If Eligible Retail Shareholders seek to subscribe for more Additional New Shares than are available under the Retail Shortfall Facility, Animoca Brands Corporation and the Underwriter will apply a scale-back procedure to ensure a fair allocation of the Additional New Shares.

If any Additional New Shares are not allocated under the Retail Shortfall Facility, these Shares will be subscribed for by the Underwriter or the Sub-Underwriters, subject to the terms of the Underwriting Agreement.

### ***Nominees***

The Retail Entitlement Offer is being made to all shareholders on the register of Animoca Brands Corporation at 7:00pm (AEDT) on 6 February 2017 with an address in Australia and New Zealand and who did not participate in the Institutional Entitlement Offer that are not in the United States and are neither a U.S. Person nor acting for the account or benefit of a U.S. Person. Animoca Brands Corporation is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Existing Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Any person in the United States or any person that is or is acting for the account or benefit of a U.S. Person with a holding through a nominee may not participate in the Retail Entitlement Offer and the nominee must not take up any Entitlement or send any materials into the United States or to any person it knows to be a U.S. Person. Animoca Brands Corporation is not able to advise on foreign laws.

## **2. INSTITUTIONAL ENTITLEMENT OFFER AND BOOKBUILD**

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The Institutional Entitlement Offer and Institutional Bookbuild will (on settlement) raise approximately \$3.2 million through the issue of 107,819,863 New Shares.

The Institutional Bookbuild was conducted between the 2<sup>nd</sup> and 6<sup>th</sup> of February 2017. Settlement of the Institutional Entitlement Offer and the Institutional Bookbuild is expected to occur on 8 February 2017.

### 3. HOW TO APPLY

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#### 3.1 Methods of payment

If you wish to take up all or part of your Entitlement, or you wish to apply for Additional New Shares, you can do either of the following:

##### (a) Payment by BPAY®

If you wish to pay by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- You do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations in section 7 of this Retail Offer Booklet;
- If you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- If you do pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to any scale-back determined by Animoca Brands Corporation in its absolute discretion).

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5.00pm (AEDT) on 27 February 2017. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on the back of your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that form. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied only for New Shares (and Additional New Shares) on the Entitlement to which that Customer Reference Number applies. Please note that a limit may apply on the amount that can be transferred via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® will not exceed that limit.

If you have multiple holdings, you will have multiple BPAY® customer reference numbers provided on each of your personalised Entitlement and Acceptance Forms. To ensure you successfully take up your Entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying any New Shares that you wish to apply for in respect of those holdings.

##### (b) Payment by cheque, bank draft or money order

If you wish to pay by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the Form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to "Animoca Brands Corporation Limited" and crossed "Not Negotiable".



Your cheque, bank draft or money order must be:

- for an amount equal to \$0.03 multiplied by the number of New Shares (and if applicable, Additional New Shares) that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution.

Cash payments will not be accepted. Receipts for payment will not be issued.

Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with Application Monies to:

**Security Transfer Australia Pty Ltd**  
**PO Box 52, Collins Street West**  
**VIC 8007**

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares (and if applicable, Additional New Shares) you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares (and if applicable, Additional New Shares) as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

The Company may at its discretion accept Applications after the Retail Closing Date. If the Company elects not to accept Applications after the Retail Closing Date, no New Shares will be issued to you (and your Application Monies will be refunded as soon as practicable without interest) if your Application is not received by that date.

If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold. If the amount of Application Monies received is insufficient to pay in full for the number of New Shares you applied for, the Company will treat you as having applied for such lower whole number of New Shares as is covered by your full Application Monies received or, alternatively, your application will be rejected. Any Application Monies received in excess of your final allocation of New Shares will be refunded (without interest).

### **(c) New Zealand holders**

Eligible Retail Shareholders who are resident in New Zealand and are unable to pay in accordance with the processes set out above by the Retail Closing Date) should contact the Share Registry on 1300 992 916 to make alternative arrangements.

## **3.2 Representations, allotment and refunds**

If you take no action, you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

By completing and returning your personalised Entitlement and Acceptance Form with Application Monies or making a payment by BPAY®, you will be deemed to have:

- made the Eligible Retail Shareholder declarations set out in section 7 of this Offer Booklet;
- represented that you are an Eligible Retail Shareholder as defined Section 5.3 below.

If you take up and pay for all or part of your Entitlement before the close of the Retail Entitlement Offer at 5.00pm (AEDT) on 27 February 2017, you will be allotted your New Shares on 1 March 2017. If you apply for Additional New Shares then, subject to Animoca Brands Corporation's absolute discretion to scale-back your application for Additional New Shares (in whole or part), you will be issued these on 1 March 2017.

Animoca Brands Corporation's decision on the number of Additional New Shares to be allocated to you will be final. Animoca Brands Corporation also reserves the right (in its absolute discretion) to reduce the number of New Shares (and if applicable, Additional New Shares) allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or otherwise incorrect or if they fail to provide information to substantiate their claims. The Directors of Animoca Brands Corporation also reserve the right to place the Additional New Shares at their discretion.

Cash payments will not be accepted. Receipts for payment will not be issued.

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable. No interest will be paid to applicants on any Application Monies received or refunded.

Applicants with queries on how to complete the Entitlement and Acceptance Form should contact Security Transfer Australia Pty Ltd as Share Registry on 1300 992 916.

## 4. ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

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### 4.1 ASX Announcements

1 February 2017

#### ASX ANNOUNCEMENT

##### ANIMOCA BRANDS CORPORATION LIMITED

##### UNDERWRITTEN ACCELERATED NON-RENOUCEABLE ENTITLEMENT OFFER

Animoca Brands Corporation Limited (ASX Code: AB1) (**Company**) today launched a fully underwritten accelerated non-renounceable pro-rata rights issue of 4 fully paid ordinary shares (**Share**) for each 5 Shares held by eligible shareholders (**Entitlement**) to raise approximately \$5,200,000 (**Entitlement Offer**).

The Entitlement Offer comprises:

- an institutional entitlement offer to raise approximately \$3.1 million; and
- a retail entitlement offer to raise approximately \$2.1 million.

The Entitlement Offer is being offered at a price of A\$0.03 per Share (**Offer Price**).

The proceeds of the Entitlement Offer will be used to fund technology enhancements, sales and marketing costs and for the Company's working capital requirements.

All new Shares will rank equally with existing Shares on the date of issue.

An Appendix 3B in relation to the Entitlement Offer and a notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) will be lodged with ASX Limited (**ASX**) today.

##### Additional information on the Entitlement Offer

###### Underwriting Agreement

The Entitlement Offer is fully underwritten pursuant to an underwriting agreement with Baillieu Holst Ltd. The underwriter's obligations to underwrite any shortfall under the Entitlement Offer are subject to terms and conditions which are customary for these type of agreements.

###### Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence on 1 February 2017. Eligible institutional shareholders can choose to take up all, part of or none of their Entitlement.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through the institutional shortfall bookbuild at the Offer Price on 1 and 2 February 2017 (**Institutional Shortfall Bookbuild**).

Eligible institutional shareholders will be those with registered addresses in Australia, New Zealand, Hong Kong, Switzerland and the British Virgin Islands only.

The Company's shares have been placed in a trading halt whilst the Institutional Entitlement Offer and the Institutional Shortfall Bookbuild are undertaken.

#### Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the retail entitlement offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer (**Retail Entitlement Offer**). The Retail Entitlement Offer will open at 10 am on 8 February 2017 and close at 5 pm on 24 February 2017.

Eligible retail shareholders will be those with registered addresses in Australia and New Zealand only.

Eligible retail shareholders can choose to take up all, part or none of their Entitlement.

The Company intends on appointing a nominee approved by ASIC under section 615 of the Corporations Act (**Nominee**) in respect of ineligible retail shareholders (**Ineligible Shareholders**). The Company proposes to issue to the Nominee the right to acquire those Shares that Ineligible Shareholders would otherwise have been entitled to apply for had they been entitled to participate in the Entitlement Offer. Ineligible Shareholders should note that none of the Company, the underwriter of Entitlement Offer or the Nominee is acting as their agent and that there is no guarantee that any net proceeds will be realised from the sale of entitlements under section 615 of the Corporations Act.

Entitlements which are not taken up by eligible retail shareholders by the close of the Retail Entitlement Offer will be taken up by underwriter, Baillieu Holst Ltd, or its clients (**Retail Shortfall**).

Eligible retail shareholders who apply for their Entitlement in full may apply for additional Shares under the Retail Shortfall. If eligible retail shareholders subscribe for more Shares than are available under the Retail Shortfall, the Company will apply a scale-back procedure to ensure a fair allocation of the shortfall.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be dispatched on or around 8 February 2017. Copies of the retail offer booklet will be available on the ASX website.

#### **Key indicative dates\***

Trading halt commences	1 February 2017
Announcement of Entitlement Offer	1 February 2017
Institutional Offer opens	1 February 2017
Institutional Shortfall Bookbuild	1 and 2 February 2017
Announcement of results of Institutional Entitlement Offer	3 February 2017
Trading halt lifted and trading resumes on an ex-entitlement basis	3 February 2017
Record date to identify shareholders entitled to participate in Retail Entitlement Offer	7pm on 3 February 2017

Settlement of Institutional Entitlement Offer	8 February 2017
Retail Entitlement Offer opens	8 February 2017
Quotation of Shares issued under Institutional Entitlement Offer	9 February 2017
Retail Entitlement Offer closes	24 February 2017
Announcement of results of Retail Entitlement Offer	27 February 2017
Settlement of Retail Entitlement Offer	27 February 2017
Issue of Shares under Retail Entitlement Offer	28 February 2017
Quotation and trading commences on a normal settlement basis	1 March 2017

*\*The above timetable is indicative only and subject to change. The quotation of Shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares.*

#### **Further information**

Eligible retail shareholders will be sent further details about the Entitlement Offer via a shareholder letter to be despatched on or around 2 February 2017 and a Retail Offer Booklet to be lodged with ASX on or around 3 February 2017.

Further information in relation to the Entitlement Offer is also set out in the Investor Presentation which the Company will file with ASX today which contains important information including key risks with respect to the Entitlement Offer.

## ASX ANNOUNCEMENT

2 February 2017

### ANIMOCA BRANDS CORPORATION LIMITED

#### UNDERWRITTEN ACCELERATED NON-RENOUNCABLE ENTITLEMENT OFFER

#### UPDATED INDICATIVE TIMETABLE

Further to the launch of Animoca Brands Corporation Limited's (ASX Code: AB1) underwritten accelerated non-renounceable entitlement offer (**Offer**) yesterday, at the request of ASX, the Company provides the following updated indicative timetable for the Offer:

Event	Date*
Announcement of Equity Raising	1 February 2017
Institutional Entitlement Offer opens	2 February 2017
Institutional Entitlement Offer bookbuild	2 February 2017
AB1 shares recommence trading	6 February 2017
Entitlement Offer Record Date (7pm AEDT time)	6 February 2017
Settlement of New Shares issued under Institutional Entitlement Offer	8 February 2017
Retail Offer Document and Application and Entitlement Forms Dispatch to Eligible Retail Shareholders	9 February 2017
Retail Entitlement Offer opens	9 February 2017
Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer	9 February 2017
Retail Entitlement Offer closes (5pm AEDT time)	27 February 2017
Settlement of New Shares under the Retail Entitlement Offer	28 February 2017

Allotment and issue of New Shares under the Retail Entitlement Offer	1 March 2017
Quotation and commencement of trading of New Shares issued under the Retail Entitlement Offer	2 March 2017

*\*Dates and times are indicative only and subject to change. All times refer to Australian Eastern Daylight Savings Time (AEDT).*

*Animoca Brands Corporation, in consultation with Baillieu Holst Ltd ("**Underwriter**"), reserves the right to vary these dates without prior notice subject to the Corporations Act, ASX Listing Rules and other applicable laws, including extending the Retail Entitlement Offer or accepting late Applications, either generally or in particular cases, without notice. Any extension of the Retail Entitlement Offer will have a consequential effect on the issue date of the New Shares. Commencement of quotation of New Shares is subject to approval by ASX.*

Should you have any queries please do not hesitate to contact the Share Registry on 1300 992 916.

## 4.2 Investor presentation



### Disclaimer

#### Overview

This investor presentation ("Presentation") has been prepared by Animoca Brands Corporation Limited (ACN 119 327 169) ("AB1" or the "Company") and is dated 1 February 2017. This Presentation has been prepared in relation to an accelerated entitlement offer of new AB1 ordinary shares ("New Shares") consisting of an institutional offer and a retail offer to eligible shareholders ("Entitlement Offer") (together the "Offer").

#### Litigation risk

On 23 December 2016, the Company announced that it received a statement of claim from Patersons Securities Limited ("Patersons") issued in the District Court of Western Australia. Patersons claims that it is entitled to the sum of \$390,000 plus interest and costs by reason of the Company's alleged breach by AB1 of its mandate with Patersons. The Company has denied liability and has rejected Patersons offer of settlement to avoid litigation. Notwithstanding the Company believes Patersons does not have a legal claim, AB1 may be subject damages determined by a court and legal fees on a party-party basis if settlement is not reached. Please refer to risk factors set out below in this presentation and the ASX Announcement "Statement of Claim from Patersons" released on 23 December 2016 for more information.

#### Confidential

This document contains information which is strictly confidential. You agree not to copy, use, publish or record in any form part of this document.

#### Summary information

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Unless otherwise stated, all dollar values are in Australian dollars (A\$)

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### KEY RISKS

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this document and the publicly available information about the Company, before deciding whether to participate in the Offer. The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. Other factors not specifically referred to may in the future materially affect the financial performance of the Company and the value of the securities offered under this Offer.

Therefore, the securities to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to participate in the Offer.

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## Disclaimer



### Litigation risk

The Company is subject to litigation risks. All industries are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

On 23 December 2016, the Company announced that it received a statement of claim from Patersons Securities Limited ("Patersons") issued in the District Court of Western Australia. Patersons claims that it is entitled to the sum of \$390,000 plus interest and costs by reason of the Company's alleged breach of the mandate by AB1 of its mandate. The Company has denied liability and has rejected Patersons offer of settlement to avoid litigation. Notwithstanding the Company believes Patersons does not have a legal claim, AB1 may be subject to litigation costs for disputing the claim if settlement is not reached and the dispute remains unresolved damages determined by a court and legal fees on a party-party basis if settlement is not reached. Please refer to the ASX Announcement "Statement of Claim from Patersons" released on 23 December 2016 for more information.

### Technology Changes

There is a risk that, as marketable technologies continue to develop, there may be certain development that supersede or render obsolete some of the existing products of the Company, which would negatively impact its profitability. There is also a risk that potential errors or faults in the Company's technology could adversely impact on its customers' ability to use its products.

### Contracts

There is a risk that the Company may lose a key contract for example if it is unable to maintain its level of service or an inability to react to new developments in the industry.

### Competition

The Company's performance may be affected by the level of competition in regions and industries in which it operates, which may result in the general price reduction, reduced markets and loss of market share. In addition, the Company's prospectus of growth may suggest as a result of industry competition.

### Regulation

Adverse changes in Government policy, breaches of legislation or non-compliance with law could have a significant consequence for the Company, including penalties, fines and increased compliance cost. Management of Growth and Strategy

It is possible that personnel changes could impact on the business of the Company. For example, if the Company failed to retain or develop key employees, consultants or contractors, this would have a negative impact on the Company's operations as well as the Company's financial performance.

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## Overview of Investment Highlights



01

**Expanding portfolio** of globally recognised brands and critically acclaimed titles

04

**Established distributional channels** with global publishers including Apple App Store and Google Play

02

**Strong financial results** and consistent operating metrics

05

**Positioned in a growing market** with a significant opportunity to become a leading player in the mobile edutainment sector

03

**Diversified product portfolio** with mobile games and e-books published globally

06

**Board & Management** with a wealth of sector expertise and networks

6

## Introduction



Leading global developer and publisher of mobile games and e-books, with one of the largest licensed brand portfolios in the industry. Headquartered in Hong Kong and employing over 140 full time staff throughout APAC and Europe, with leading development expertise and publishing experience.

at 30 Jan 2017

ASX	AB1
52 Week Share Price	A\$0.058 - A\$0.27
Shares on Issue	217,020,708
Unlisted Options	2,366,025
Current Share Price	A\$0.058
Market Cap	A\$12.6m
Cash at bank	A\$1.5 million

### Financial Snapshot – Q3 2016



at 30 Jan 2017

Substantial Shareholders	Ordinary shares	%
Datahouse Investments Limited	16,909,089	7.79
Asyla Investments Limited	16,413,424	7.56
FingerFun (HK) Ltd. <sup>2</sup>	14,785,714	6.81
Intel Capital Corporation	12,801,432	5.89
Startive Ventures, Inc.	10,928,964	5.04
Yong Hui Capital Holdings I and II, IDG-Accel China entities, and Chi Sing Ho	12,801,431	5.89

<sup>2</sup> FingerFun (HK) Ltd. is a 100% subsidiary of Ourpalm Co Ltd.

Note: All of the above shareholders, except HSBC, are founding shareholders of AB1.

### Key achievements in 2016

- Added subscription products to the revenue portfolio
- Signed further partnership agreement with Dreamworks Animation to produce book apps
- Acquisition of TicBits adding further skills, products and revenue generating opportunities

### Goals in 2017

- Growth of subscription products and revenue
- Further organic growth mobile app portfolio and user base
- Additional growth through potential M&A opportunities

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## Board and management



**David Kim, Co-Founder & Chairman**  
Co-Founder & CEO, Animoca, formerly CEO at Lycos (NASDAQ: LCOS), mail.com (NASDAQ: MAIL), Techpacific Venture Capital (HK: 8088), Partner at Softbank Capital, CFO at China.com (NASDAQ: CHINA), vice Chairman at Daum Corp (KRX: 035720), Chairman at Viztel (KLSE: 0050) and Director at Outblaze.



**Robby Yung, CEO & Director**  
Robby is a serial technology and marketing entrepreneur. He was the co-founder and CFO of Redgate Media, sold to Inno-Tech Holdings. He also co-founded One Media Group and One Studio and was the former GM of Metromedia Asia (AMEX: MMG).



**Yat Siu, Co-Founder & Director**  
Founder & CEO of Outblaze, who began his career at Atari. Outblaze's core business was sold to IBM in 2009. Yat is a Young Global Leader of the World Economic Forum and was awarded the Young Entrepreneur award at the Hong Kong Business Awards in 2009.



**Steven Hu, Independent Director**  
Steven currently serves as Co-CEO of Ourpalm. Prior to joining Ourpalm, Mr Hu was a partner at VC firm Qiming Venture Partners, where he played an important role in the firm's investments in smartphone giant Xiaomi, advertising platform Domob, online dating service provider Jiayuan.com (NASDAQ: DATE), Zhihu.com and D.cn. Mr Hu was also a co-founder of KongZhong.net (NASDAQ: Kong), one of China's first mobile value added service providers. He holds a bachelor degree in information science from Peking University.



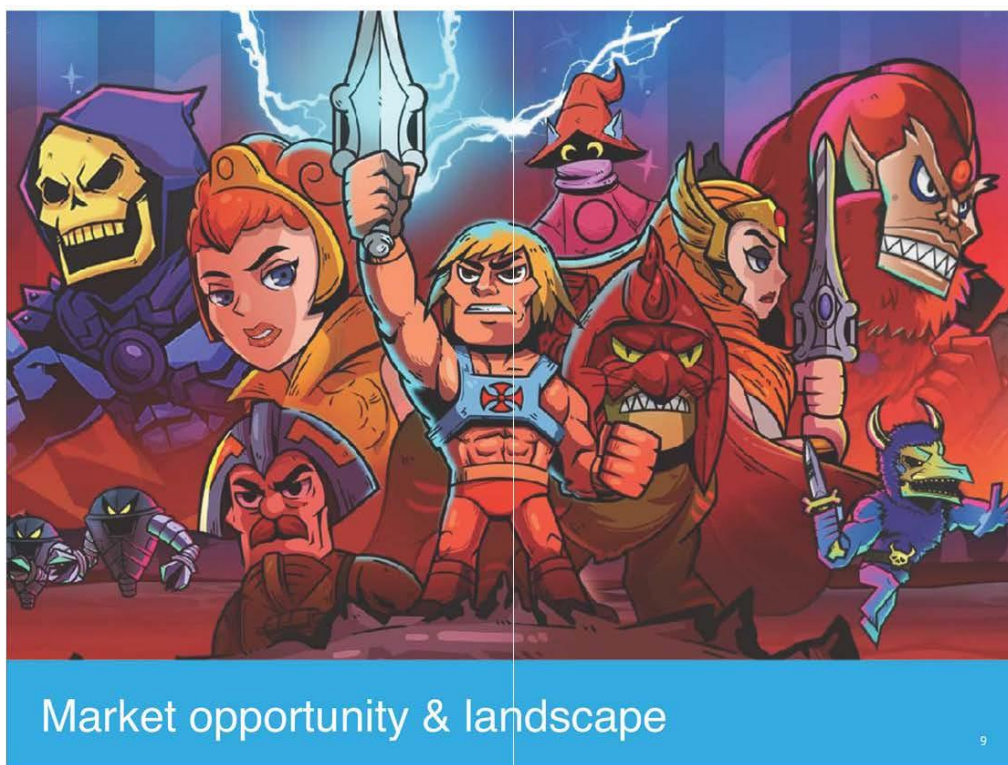
**David Bricker, Independent Director**  
David was the ICT Manager at Baptcare, which he joined after being Senior Director of Applications for World Vision International. Prior to that, David served as Asia Pacific CIO for Mizuho Securities Asia Ltd., was an Executive Director of Ernst & Young in Hong Kong, and Global CIO for the Noble Group. David was the VP of Equity Technology at Goldman Sachs Japan and also served in various engineering positions at EDS Japan, Sundai, and Fujitsu Limited. David holds and EMBA MBA from Kellogg-HKUST and a BA from Princeton University.



**Nigel Finch, Independent Director**  
Dr Finch has wealth of small cap company expertise, having held or currently holding Directorships with leading small cap ASX listed companies. He is a Fellow of the CPA and a Chartered Accountant, and brings advanced financial modeling, analysis and fiscal planning expertise to this role. Furthermore, he was previously the Associate Dean, and Associate Professor of Accounting at the University of Sydney Business School.

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## e-books – significant market opportunity



Global e-book revenue is growing at a CAGR<sup>1</sup> of:



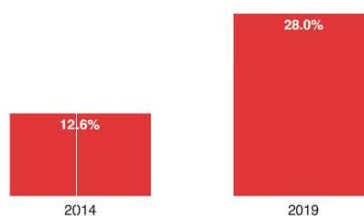
In 2018 total forecasted global consumer e-book revenue<sup>2</sup> expected to reach:



By 2018 total global educational e-book sector revenue<sup>2</sup> alone is forecasted to reach:



Forecast e-book Market Penetration in the Global Publishing Market 2014 – 2019<sup>1</sup>



Share of global e-book revenues by end 2016<sup>3</sup>:



Sources: 1. MorganHealey 2. PwC via Statista, 3. Statista

## Game-based learning explodes



In 2015, investments in learning technology companies grew 268%

**\$8.64bn**

on 2014<sup>1</sup>

Global revenues for game-based learning technologies will reach

**\$9.7b**

in 2021<sup>2</sup>

Global revenues for simulation-based learning products will surge to

**\$14.9b**

by 2021<sup>2</sup>

### 2016 Deals in Games-based Learning Sector<sup>3</sup>



Kids app maker acquired by Chinese consortium

**Acquired for US\$1bn**



Age of Learning, maker of ABC Mouse, online educational platform

**US \$150m raised at US\$1b valuation**



Toca Boca, kids mobile app maker acquired by SpinMaster

**SpinMaster market cap of CAD\$850m**



Kidaptive, developer of game-based learning apps

**US\$20m raised**

1. 2015 Global Learning Technology Investment Patterns 2. Ambient Insight Report 3. Publicly available news stories and data

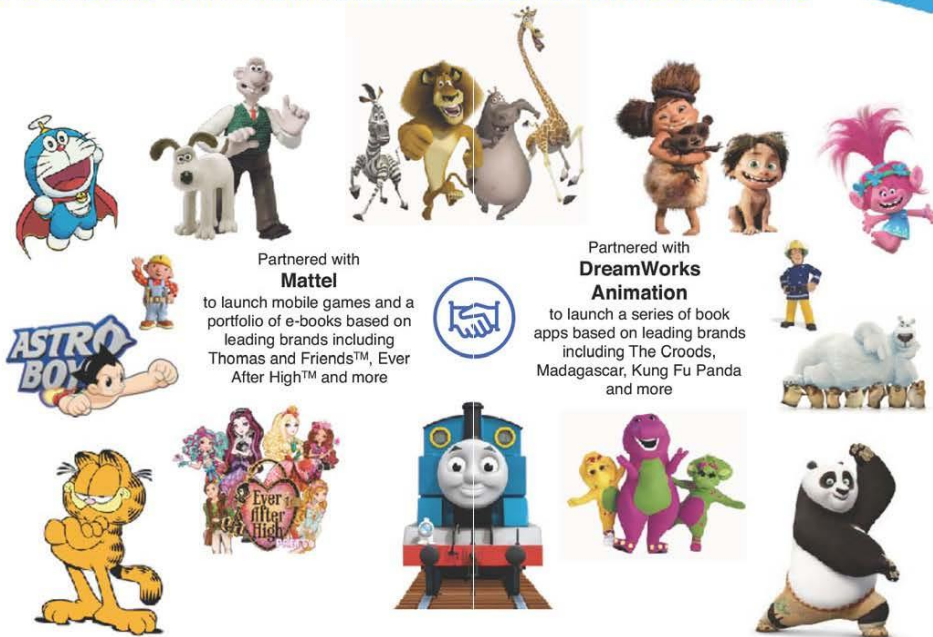
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Company overview

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## Partnered with multinationals and renowned brands



Partnered with **Mattel** to launch mobile games and a portfolio of e-books based on leading brands including Thomas and Friends™, Ever After High™ and more

Partnered with **DreamWorks Animation** to launch a series of book apps based on leading brands including The Croods, Madagascar, Kung Fu Panda and more

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## Animoca Brands' product portfolio



### Mobile game apps

470+

mobile games available across the Google Play and Apple App Stores



Including...



Groove Planet



Garfield Chef



Doraemon Gadget Rush



Ever After High: Charmed Style



Thomas & Friends™: Race On!



He-Man: Tappers of Greyskull

**He-Man:** Downloaded over half a million times in September and played over 8 million times.

### E-Books

1<sup>st</sup>

e-book launched in partnership with Mattel and book app with DreamWorks Animation



#### Thomas & Friends™: Read & Play

9 November 2016: launched Thomas & Friends™ e-book in partnership with Mattel

Over 60 e-books, videos and games available for subscription of US\$4.99 a month or US\$49.99 a year



#### Trolls: Poppy's Party

26 October 2016: launched premium Trolls book app in partnership with DreamWorks Animation, based on the comedy animated film

Available throughout Asia and the Middle East and is published in English, Chinese and Korean

#1 in China

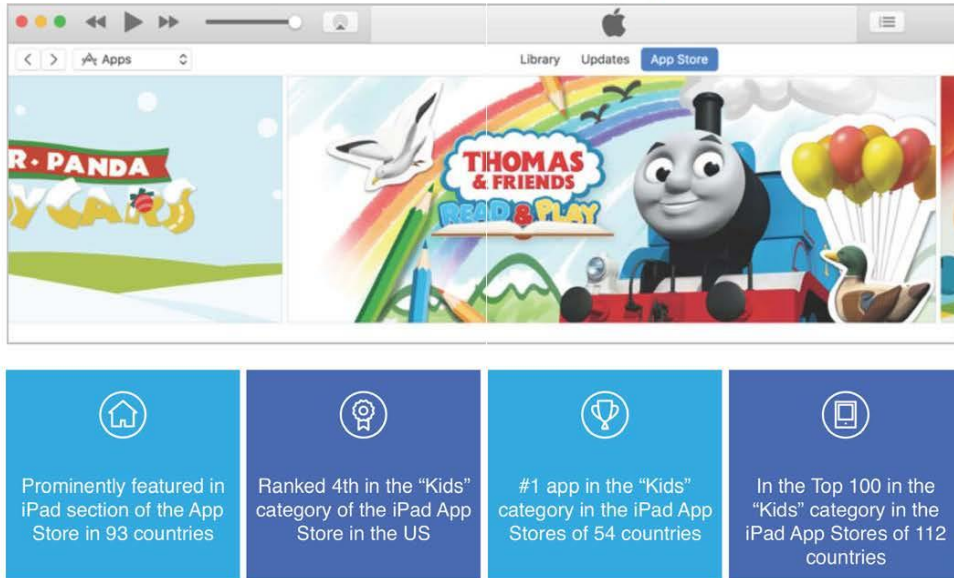
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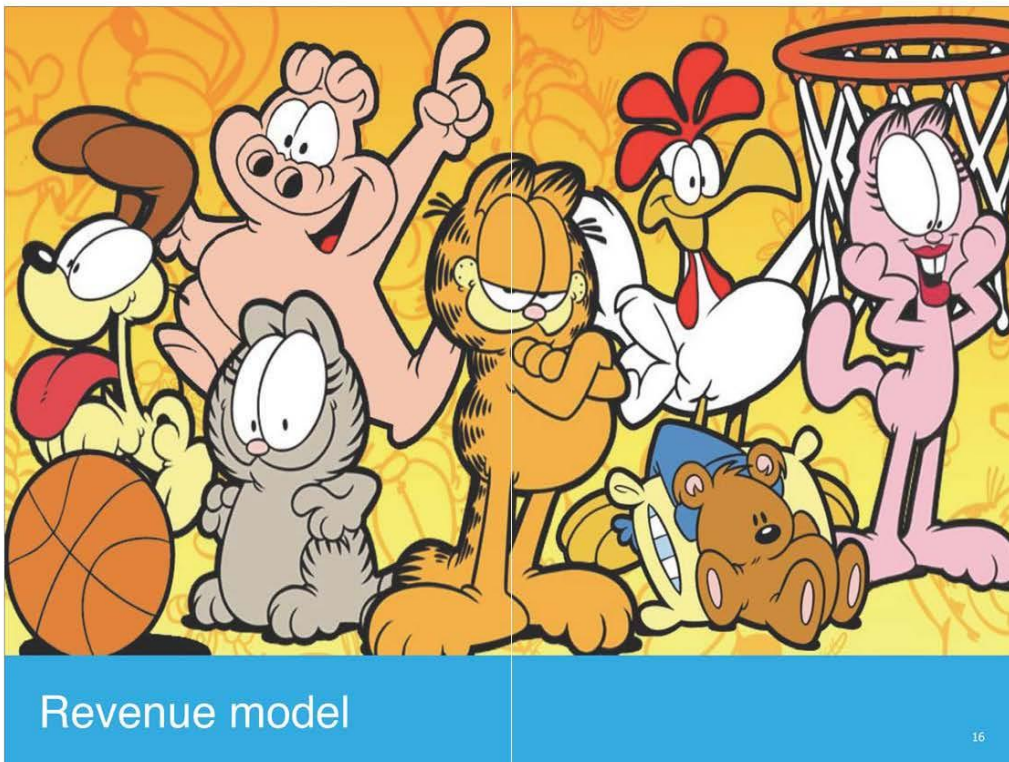
## Thomas & Friends™: Read & Play – early success



*"12,000 subscribers in the first month since global launch."*



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## Multiple scalable revenue streams



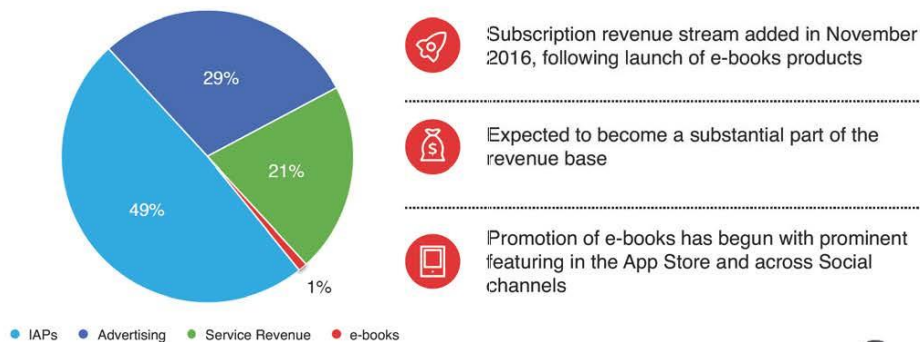
**Highly scalable commercial model with multiple revenue streams; each growing as the user base increases. User base now at 260 million.**

Products are largely available on a freemium model (free to download) with additional content driving revenues



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## 2016 estimated revenue breakdown and drivers



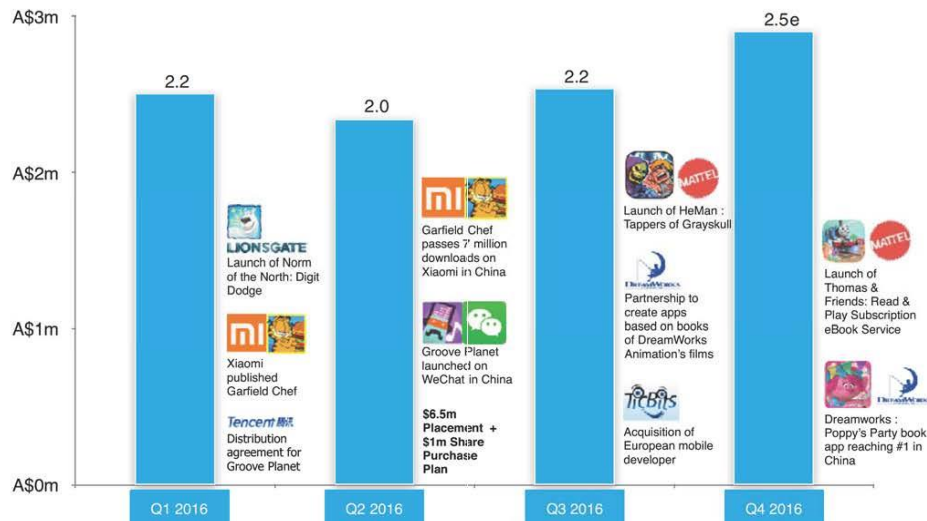
Revenue is ultimately driven by users and user growth is driven by increasing the number of products in the portfolio



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### Quarterly Unaudited Operating Revenue vs. Major Milestones



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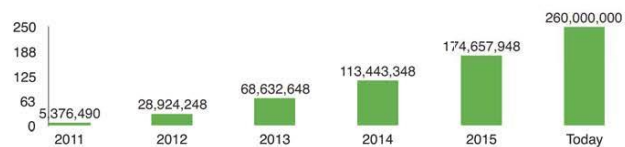
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## Mobile apps – strong performance continues



Animoca Brands' mobile applications (apps) performance

Total downloads (cumulative), millions



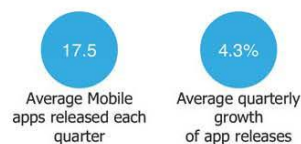
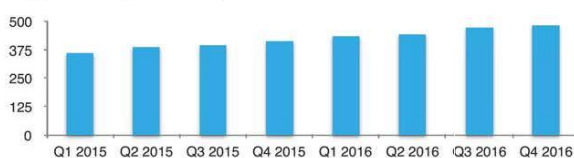
2016 vs. total period



Monthly active users, millions

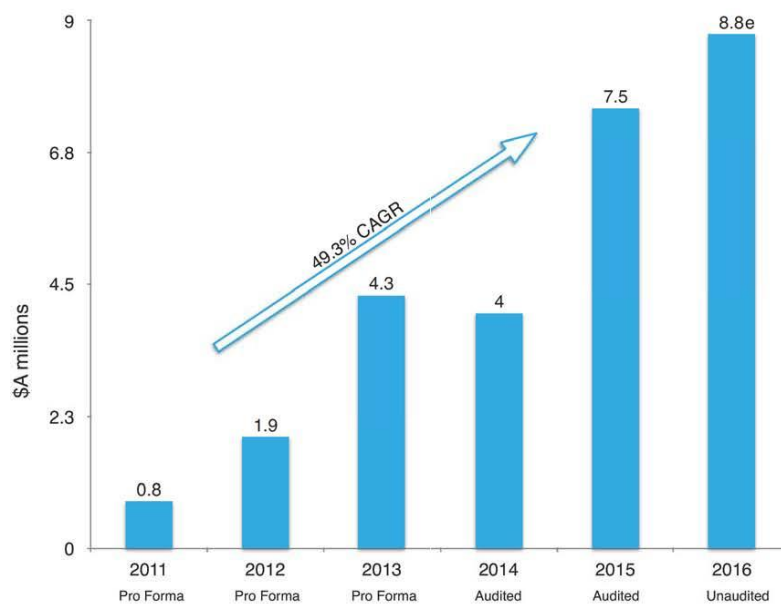


Total app releases (cumulative)



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## Total App Revenue

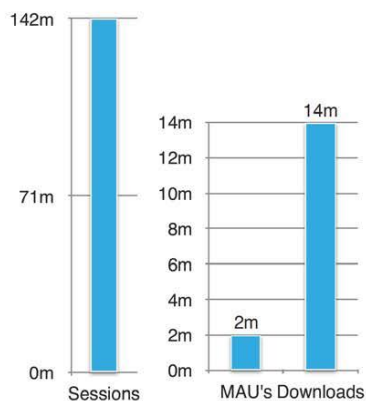


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## Mattel Partnership Update



- **12** mobile games available across the Google Play and Apple App Stores
- **1** e-book subscription service with **89** books, activities, and videos available on both Android and iOS



**He-Man:** Downloaded over **700k** times since launch and played over **18m** times.



**Thomas & Friends™: Race On!** Downloaded over **5.8m** times since launch and played over **72m** times.



**Thomas & Friends™: Read & Play:** **12,000** subscribers in the first month since global launch.



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## Differentiated mobile game strategy

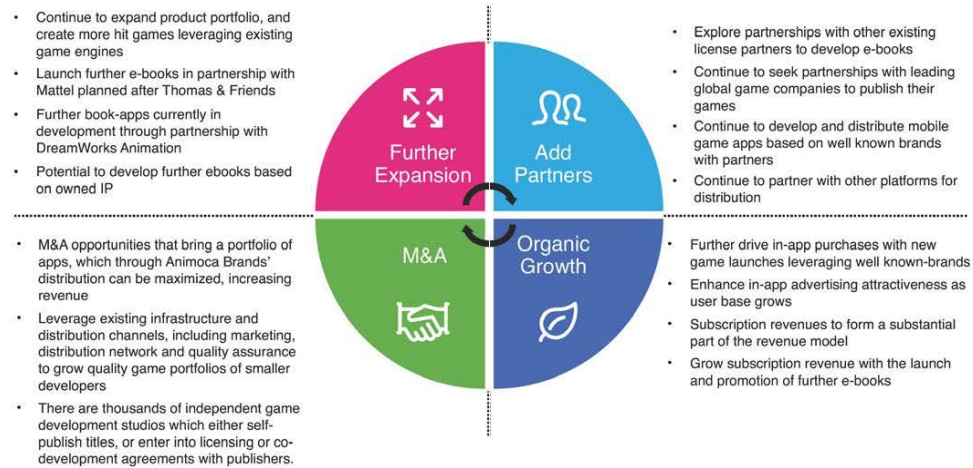


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## Growth strategy



### Expand, Partner and Grow the Business

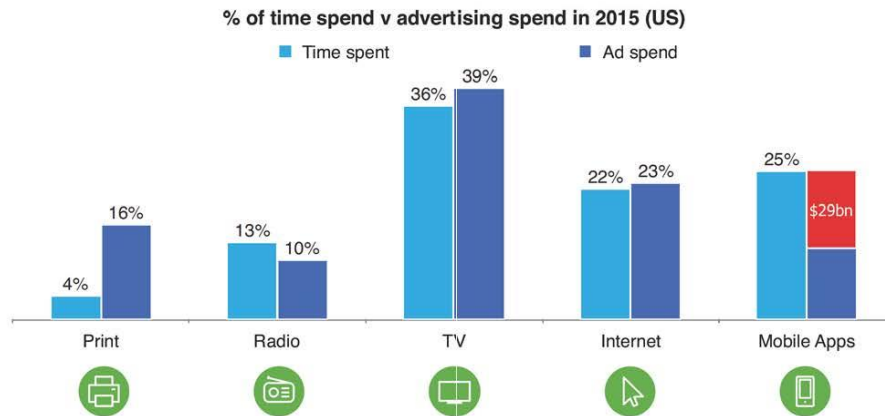


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## Brand Advertising Poised to Explode on Mobile



The majority of ad clients on mobile come are other mobile apps rather than traditional offline brand advertisers. Silicon Valley analyst Mary Meeker, in her annual Internet Trends report, has charted the disconnect between the time spent on mobile versus ad dollars spent, which we feel points to a huge opportunity.



Mobile ad spend to top \$100 billion worldwide in 2016

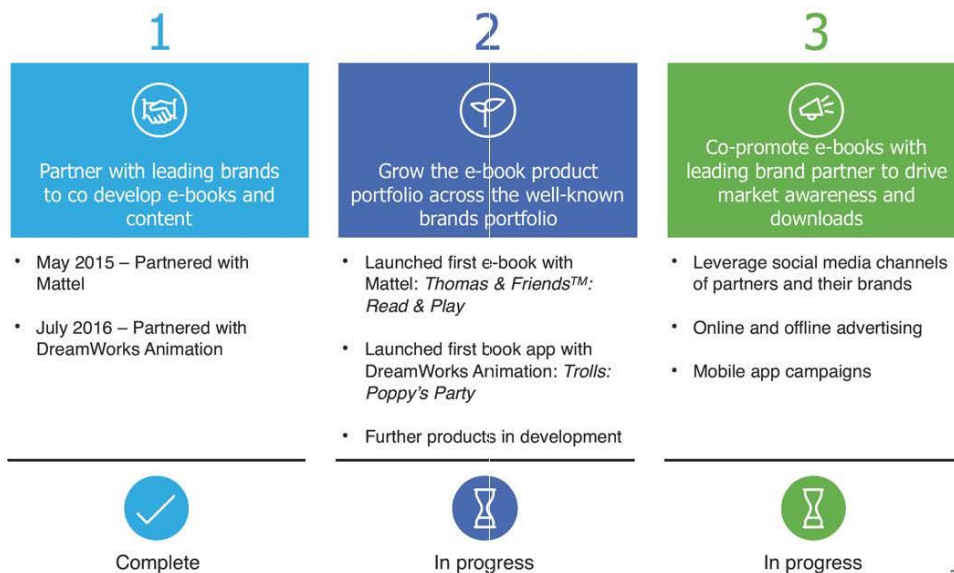
Sources: Advertising spend based on IAB data for 2015. Time spent data based on eMarketer data and credit to Mary Meeker, KPCB Internet Trends, p. 45. Mobile ad spend data from eMarketer, Apr 2015.

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## e-books – next steps



Substantial progress made towards establishing a solid portfolio of e-books and establishing a strong position in the edutainment market



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## M&A update (1/2)



In July 2016 the Company acquired Finnish mobile gaming developer TicBits, adding a European operational base in Finland – home to some of the biggest mobile game companies including Supercell, acquired for US\$8.6bn by Tencent, and Rovio, maker of Angry Birds.



**750k** daily active users



**13** new games and brands



**9** development staff

### Opportunities for growth and revenue generation

TicBits Revenue of  
**A\$1.5m**  
in FY15



TicBits Net profit of  
**+A\$0.72m**  
in FY15

Additional cash, TicBits had A\$1.8m, accumulated from profits



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## M&A update (2/2)



Animoca Brands has now incorporated TicBits' games into its existing infrastructure providing the resources (such as quality assurance, distribution channels and marketing capabilities) to leverage and enhance performance of existing portfolio.



**New versions** of existing titles have been released (Crazy Kings and iAssociate)



ARPDau has increased dramatically with the new version in Nov. : Crazy Kings is up **252%**



increase in downloads since acquisition

Crazy Kings featured **42x** in **139** countries by **Apple App Store** since acquisition



Animoca Brands' team have renewed advertising agreement for 2017 – increasing ad rates by **83%**

Revenues of TicBits continue growing - up **6.8%** in FY 2016



**Profitability continues** since acquisition ~A\$212k EBIT in 2H 2016

Animoca Brands has been able to leverage its partnerships with leading distribution platforms and its internal expertise and skills to bring additional promotion and scale to TicBits game portfolio, ultimately driving revenue and making TicBits more profitable.

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## Summary & Outlook



### Key Strategic Targets for 2017

- Increase number of app titles through:
  - rapid development
  - leveraging existing game engines
  - acquisition
- Increase advertising revenue yield as advertisers move their spending to follow consumer behaviour
- Extend portfolio of branded apps through further brand licensing partnerships
- Extend product line to include new technologies including:
  - wearables (Apple Watch)
  - virtual reality (VR)
  - gamified learning products

### Strong Near-term News Flow Pipeline

- Additional licensing agreements of leading brands and games to be announced
- Further e-books to be launched
- New products that diversify the existing offering to be launched
- Subscription revenue performance

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## Investment summary



**01** **Expanding portfolio** of globally recognised brands and critically acclaimed titles

**02** **Strong financial results** and consistent operating metrics

**03** **Diversified product portfolio** with mobile games and e-books published globally

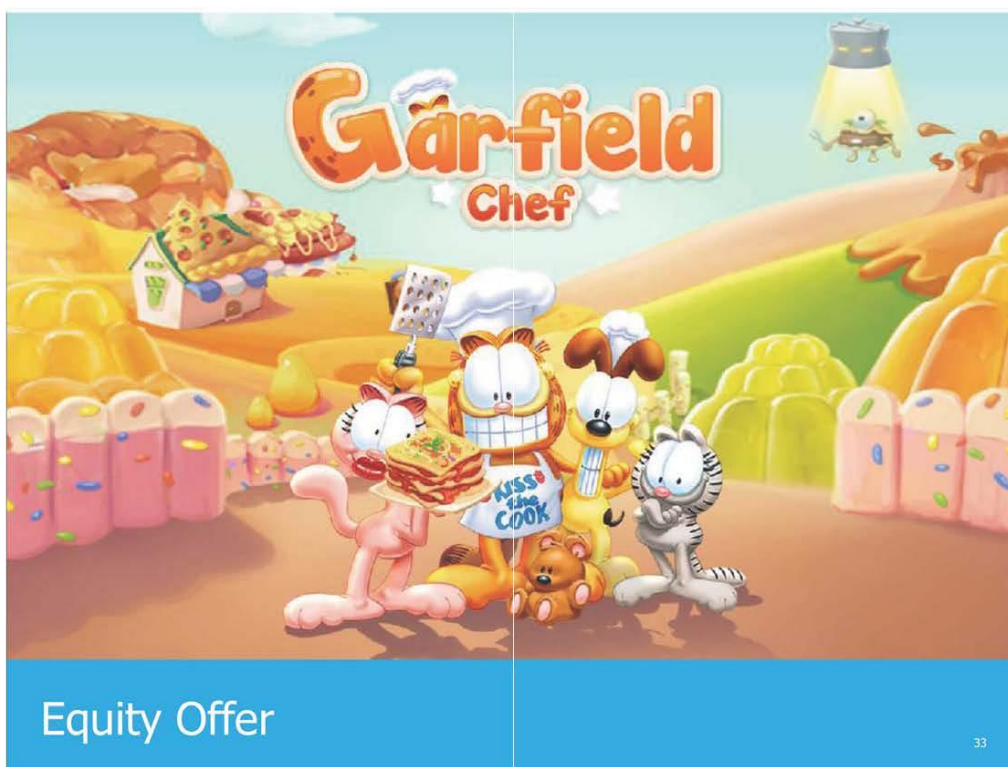
**04** **Established distributional channels** with global publishers including Apple App Store and Google Play

**05** **Positioned in a growing market** with a significant opportunity to become a leading player in the edutainment sector

**06** **Board & Management** with a wealth of sector expertise and networks

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## Equity Offer Details



Sources	\$m
Existing cash	1.5
Equity raising	5.2
<b>Total sources</b>	<b>6.7</b>

Uses	\$m
Acquisition of IP	0.5
Game Engine Development	1.0
Research & Co-Development	2.5
Working Capital	2.4
Transaction Costs	0.3
<b>Total Uses</b>	<b>6.7</b>

Equity Offer Details	
<b>Offer size and structure</b>	<ul style="list-style-type: none"> <li>\$5.2m underwritten 4-for-5 pro-rata accelerated non-renounceable entitlement offer ("Entitlement Offer")</li> </ul>
<b>Offer price</b>	<ul style="list-style-type: none"> <li>Fixed price of \$0.030 per New Share for the Entitlement Offer</li> <li>33.3% discount to TERP</li> </ul>
<b>Institutional offer and bookbuild</b>	<ul style="list-style-type: none"> <li>Eligible institutional shareholders can take-up their entitlements on Wednesday, 1 February 2017</li> <li>Entitlements belonging to ineligible institutional shareholders or those institutional shareholders who elect not to take up their entitlement will be offered for sale in a bookbuild on Thursday, 2 February 2017</li> </ul>
<b>Record date</b>	7pm (AEDT), 3 February 2017
<b>Underwriting</b>	The Entitlement Offer is fully underwritten by Baillieu Holst
<b>Ranking of new shares</b>	<ul style="list-style-type: none"> <li>New Shares issued will rank equally with existing Animoca Brands Corporation shares in all respects</li> </ul>
<b>Retail Top Up Offer</b>	<ul style="list-style-type: none"> <li>Under the Entitlement Offer all eligible shareholders are entitled to subscribe for up to their 4-for-5 entitlement</li> <li>In addition, eligible retail shareholders may apply for Additional New Shares in excess of their entitlement through the Top Up offer, with such over-subscription to be satisfied out of any shortfall shares, subject to Board discretion and potential scaleback</li> </ul>
<b>Director participation</b>	<ul style="list-style-type: none"> <li>Some of Animoca Brands Corporation's directors intend to take-up some or all of their Entitlements</li> </ul>
<p>1. The TERP is a theoretical price at which AB1 shares will trade immediately after the ex-date of the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which AB1 shares after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. TERP is calculated by reference to AB1's closing price of \$0.057 per share on 31 January 2017</p>	

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## Indicative Timetable



Event	Date
Announcement of Equity Raising	1 February 2017
Institutional Entitlement Offer opens	1 February 2017
Institutional Entitlement Offer bookbuild	1 February 2017
AB1 shares recommence trading	3 February 2017
Entitlement Offer Record Date (7pm AEDT time)	3 February 2017
Settlement of New Shares issued under Institutional Entitlement Offer	8 February 2017
Retail Offer Document and Application and Entitlement Forms Dispatch to Eligible Retail Shareholders	8 February 2017
Retail Entitlement Offer opens	8 February 2017
Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer	9 February 2017
Retail Entitlement Offer closes (5pm AEDT time)	24 February 2017
Settlement of New Shares under the Retail Entitlement Offer	27 February 2017
Allotment and issue of New Shares under the Retail Entitlement Offer	28 February 2017
Quotation and commencement of trading of New Shares issued under the Retail Entitlement Offer	1 March 2017

*\*Dates and times are indicative only and subject to change. All times refer to Australian Eastern Daylight Savings Time (AEDT).*

*Animoca Brands Corporation, in consultation with Baillieu Holst Ltd ("Underwriter"), reserves the right to vary these dates without prior notice subject to the Corporations Act, ASX Listing Rules and other applicable laws, including extending the Retail Entitlement Offer or accepting late Applications, either generally or in particular cases, without notice. Any extension of the Retail Entitlement Offer will have a consequential effect on the issue date of the New Shares. Commencement of quotation of New Shares is subject to approval by ASX.*

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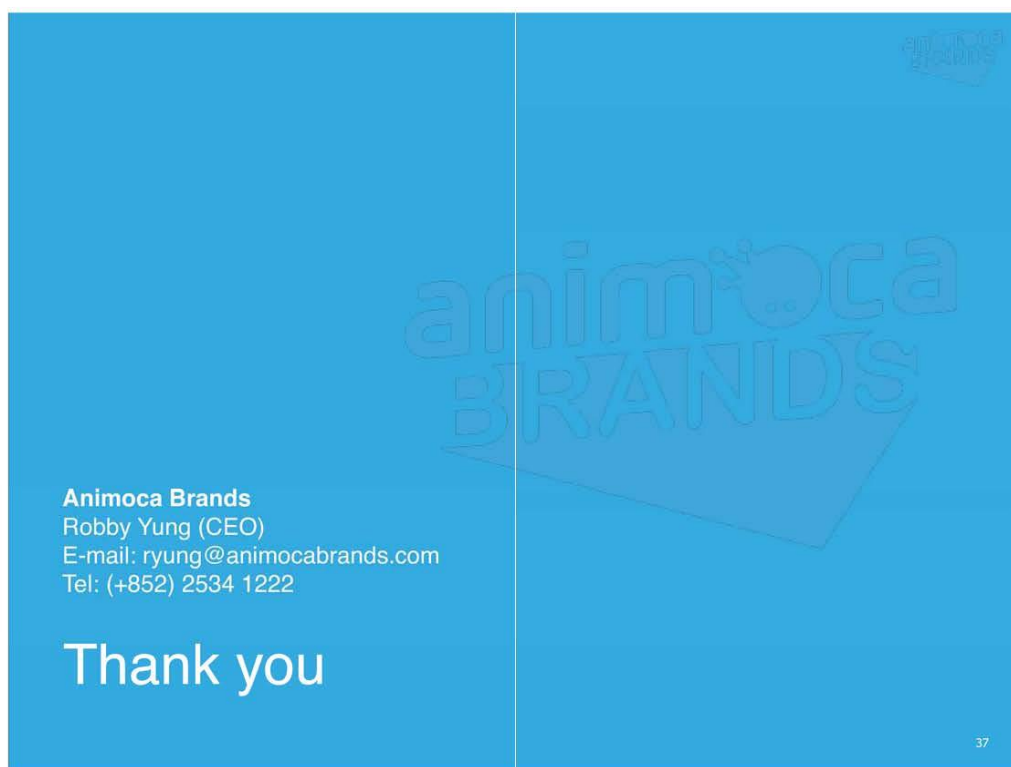
## Effect of the Offer



	Unaudited as at 31 December 2016	Capital Raising	Pro Forma as at 31 December 2016
<b>INTANGIBLE ASSETS</b>			
Goodwill	1.72		1.72
<b>TOTAL INTANGIBLE ASSETS</b>	<b>1.72</b>		<b>1.72</b>
<b>ASSETS</b>			
Cash and cash equivalents	1.53	5.20	6.73
Trade receivables	2.33		2.33
Financial assets	0.43		0.43
Related Party Receivables	0.46		0.46
Prepayments and other receivables	0.22		0.22
<b>TOTAL CURRENT ASSETS</b>	<b>4.97</b>	<b>5.20</b>	<b>10.17</b>
<b>NON CURRENT ASSETS</b>			
Property, plant & equipment (NBV)	0.14		0.14
<b>TOTAL NON CURRENT ASSETS</b>	<b>0.14</b>		<b>0.14</b>
<b>TOTAL ASSETS</b>	<b>6.84</b>	<b>5.20</b>	<b>12.04</b>
<b>LIABILITIES</b>			
Trade payables	1.71		1.71
Accrued and other payables	0.21		0.21
Short-term provision	0.04		0.04
Deferred revenue	0.24		0.24
Related Party Payable	0.17		0.17
<b>TOTAL LIABILITIES</b>	<b>2.37</b>		<b>2.37</b>
<b>NET ASSETS/(LIABILITIES)</b>	<b>4.46</b>	<b>5.20</b>	<b>9.66</b>
<b>EQUITY</b>			
Contributed equity	25.69	5.20	30.89
Reserves	0.08		0.08
Opening retained earnings	(14.55)		(14.55)
Current year net profit/(loss)	(6.75)		(6.75)
<b>TOTAL EQUITY</b>	<b>4.46</b>	<b>5.20</b>	<b>9.66</b>

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**NB:** The Timetable set out in the top half of this page has been updated. Please refer to the ASX Announcement released by the Company on 2 February 2017 for details of the updated offer timetable, set out in section 4.1 of this Retail Offer Booklet.



## 5. IMPORTANT INFORMATION

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This Retail Offer Booklet (including the Chairman's letter, Investor Presentation and the ASX Offer Announcements reproduced in it) and accompanying personalised Entitlement and Acceptance Form have been prepared by Animoca Brands Corporation. The information in this Retail Offer Booklet is dated Monday, 6 February 2017.

This Retail Offer Booklet should be read in conjunction with Animoca Brands Corporation's other periodic and continuous disclosure announcements to the ASX available at [www.asx.com.au](http://www.asx.com.au). No party other than Animoca Brands Corporation has authorised or caused the issue of the information in this Retail Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet.

### 5.1 This information is important and requires your immediate attention.

You should read the information in this Retail Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares (and Additional New Shares). In particular, you should consider the risk factors outlined in "Key Risks" at the front of the Investor Presentation released to ASX on Wednesday, 1 February 2017 which is included in this Retail Offer Booklet, any of which could affect the operating and financial performance of Animoca Brands Corporation or the value of an investment in Animoca Brands Corporation.

You should consult your stockbroker, accountant, solicitor or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

### 5.2 This document is not a prospectus

This Retail Offer Booklet (including the ASX Announcements and Investor Presentation set out in section 4) is issued by the Company. This Retail Offer Booklet and the Entitlement and Acceptance Form are important documents and require your immediate attention. You should read these documents carefully before deciding whether or not to participate in the Retail Entitlement Offer.

The Retail Entitlement Offer is being made pursuant to the requirements of section 708AA of the Corporations Act as modified by ASIC Instrument 2016/84. Accordingly, neither this Retail Offer Booklet, nor the Entitlement and Acceptance Form, are required to be lodged or registered with ASIC. No prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating the subscription of New Shares. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

### 5.3 Eligible Retail Shareholders

The Retail Entitlement Offer in this Retail Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as modified by Australian Securities and Investments Commission Class Order 08/35.

Eligible retail shareholders are those holders of Existing Shares who:

- (a) are registered as holders of Existing Shares as at 7.00pm (AEDT) on 6 February 2017;
- (b) have a registered addresses on the Animoca Brands Corporation share register in Australia or New Zealand;

- (c) are not in the United States and are not "U.S. persons" (as defined under Regulation S under the United States Securities Act of 1933, as amended) (**U.S. Persons**) or acting for the account or benefit of U.S. Persons;
- (d) were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as ineligible institutional shareholders under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer,

**(Eligible Retail Shareholders).**

Retail shareholders who do not satisfy this the above criteria are ineligible retail shareholders (**Ineligible Shareholders**).

#### **5.4 Ineligible Shareholders**

Animoca Brands Corporation has decided that it is unreasonable to make offers under the Retail Entitlement Offer to holders of Existing Shares who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places, the number and value of the New Shares which they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places. The Retail Entitlement Offer is not being made in the United States or to, or for the account or benefit of, U.S. Persons.

The Company has determined that it will undertake the following steps in relation to Ineligible Shareholders:

- The Company will appoint a nominee approved by ASIC under section 615 of the Corporations Act in respect of Ineligible Shareholders (**Nominee**).
- The Company will issue to the Nominee New Shares that Ineligible Shareholders would otherwise have been entitled to apply for had they been entitled to participate in the Retail Entitlement Offer.
- The Nominee is permitted to sell the Ineligible Shareholders New Shares in such manner and at such time as it sees fit, with the objective of achieving the best price for those New Shares that is reasonably obtainable on market at the time of the relevant sale, however the Nominee is not responsible for achieving any particular price for the New Shares or achieving the sale in any particular timeframe.
- Once all of the Ineligible Shareholders' New Shares have been sold the Nominee must transfer the sale proceeds into a Nominee facility Account (net of the Nominee's expenses).

Ineligible Shareholders should note that none of the Company, the Underwriter of Entitlement Offer or the Nominee is acting as their agent and that there is no guarantee that any net proceeds will be realised from the sale of entitlements under section 615 of the Corporations Act.

#### **5.5 Underwriting arrangements**

The Company has entered into the Underwriting Agreement with Baillieu Holst Ltd (**Underwriter**) who has agreed to manage and fully underwrite the Retail Entitlement Offer on the following terms:

- (a) the Underwriter reserves the right, at any time, to appoint sub-underwriters in respect of any part of the Retail Entitlement Offer;
- (b) the Underwriter will be paid:

- (i) on 8 February 2017, an underwriting, management and arranging fee of:
- (1) 5% of the Institutional Offer Proceeds other than to the extent that such proceeds are received from persons listed in the Chairman's list in Appendix 1 of the Underwriter's mandate entered into with the Company dated 31 January 2017 (**Chairman's List Institutional Proceeds**); and
  - (2) 2% of the Chairman's List Institutional Proceeds; and
- (ii) on 28 February 2017, an underwriting, management and arranging fee of:
- (1) 5% of the Retail Offer Proceeds other than to the extent that such proceeds are received from persons listed in the Chairman's list in Appendix 1 of the Underwriter's mandate entered into with the Company dated 31 January 2017 (**Chairman's List Retail Proceeds**); and
  - (2) 2% of the Chairman's List Retail Proceeds,

and the Underwriter will be reimbursed for certain expenses;

- (c) subject to certain exceptions, AB1 has agreed to indemnify the Underwriter and any of its affiliates, successors or related bodies corporate and the respective directors, officers, agents, employees, representatives or adviser of the Underwriter from and again (and to hold them harmless from and again) all losses directly or indirectly suffered or incurred in connection with, the Entitlement Offer and the appointment of the Underwriter pursuant to the Underwriting Agreement;
- (d) AB1 and the Underwriter have given certain representations and warranties in connection with this Entitlement Offer;
- (e) AB1 has given certain undertakings in connection with (among other things) the Entitlement Offer; and
- (f) the Underwriter may terminate the underwriting arrangements in accordance with the Underwriting Agreement if one or more of the termination events (summarised in section 5.4 below) occurs.

## 5.6 Termination Events for underwriting arrangements

The Underwriter may terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where any of the following events occurs:

- (a) (**compliance with law**) any of the Offer Materials or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules or any other applicable law or regulation;
- (b) (**disclosures**) a statement in any of the Offer Materials or Public Information is or becomes misleading or deceptive (including by omission) or is likely to mislead or deceive, or a matter required to be included is omitted from the Offer Materials (including, without limitation, having regard to sections 708AA and 708A of the Corporations Act), or there are no reasonable grounds for the making of any statement in the Offer Materials relating to future matters;

- For personal use only
- (c) **(market fall)** at any time either the S&P/ASX 200 Index falls to a level that is 90% or less of the level as at the close of trading on the day immediately prior to the Announcement Date and is at or below that 90% level at the close of trading for 2 consecutive Business Days or on the Business Day immediately prior to the Second Settlement Date, whichever is shorter;
  - (d) **(forecasts)** there ceases to be, reasonable grounds in the reasonable opinion of the Underwriter seeking to Terminate for any statement or estimate in the Offer Materials which relate to a future matter, or any statement or estimate in the Offer Materials which relate to a future matter is, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe (including in each case financial forecasts);
  - (e) **(fraud)** any member of the Group or any of their directors or officers (as those terms are defined in the Corporations Act) engage, or have engaged since the date of initial distribution of the Offer Materials, in any fraudulent conduct or activity whether or not in connection with the Offer;
  - (f) **(ASX approval)**
    - (i) unconditional approval (or conditional approval, provided such condition would not, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Offer) by ASX for official quotation of the Institutional Entitlement Shares is refused, or is not granted by 8 February 2017 (or such later date agreed in writing by the Underwriter in its absolute discretion) or is withdrawn on or before the 8 February 2017;
    - (ii) unconditional approval (or conditional approval, provided such condition would not, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Offer) by ASX for official quotation of the Retail Entitlement Shares is refused, or is not granted by the 28 February 2017 (or such later date agreed in writing by the Underwriter in its absolute discretion) or is withdrawn on or before the 28 February 2017; or
    - (iii) ASX makes an official statement that official quotation of all or any of the Offer Shares will not be granted;
  - (g) **(ASIC action)**
    - (i) ASIC applies for an order under sections 1324 or 1325 of the Corporations Act in relation to the Offer or the Offer Materials or gives notice of an intention to prosecute the Company or any of its directors; or
    - (ii) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or the Offer Materials, or ASIC commences any Enquiry under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) and any such Enquiry application, investigation or hearing either:
      - (1) becomes public; or
      - (2) is not withdrawn;
  - (h) **(withdrawal)** the Company withdraws the Offer or indicates that it does not intend to or is unable to proceed with the Offer;
  - (i) **(insolvency events)** any member of the Group becomes Insolvent, or there is an act or omission which is likely to result in a member of the Group becoming insolvent;
  - (j) **(Timetable)** an event specified in the timetable up to and including the Second Settlement Date is delayed by more than 1 Business Day (other than any unreasonable

delay caused solely by the Underwriter or any delay agreed between the Company and the Underwriter);

- (k) **(unable to issue Offer Shares)** the Company is prevented from allotting and issuing the Offer Securities within the time required by the Timetable, the Offer Materials, the Listing Rules, by applicable laws, an order of a court of competent jurisdiction or a Governmental Authority;
- (l) **(Certificates)** any Certificate which is required to be furnished by the Company under this agreement is not furnished when required or a statement in that Certificate is untrue, incorrect or misleading or deceptive;
- (m) **(ASX announcements)** the Company fails to lodge:
  - (i) the ASX announcement relating to the Offer; or
  - (ii) the Investor Presentation Materials; or
  - (iii) the Entitlement Offer Cleansing Statement,
  - (iv) by 9.00am on the Announcement Date;
- (n) **(Defective Entitlement Offer Cleansing Statement)** the Entitlement Offer Cleansing Statement is or becomes Defective, or any amendment or update to an Entitlement Offer Cleansing Statement is issued or is required to be issued under the Corporations Act and where that Defective Entitlement Offer Cleansing Statement or amendment or update to an Entitlement Offer Cleansing Statement is materially adverse from the point of view of an investor;
- (o) **(listing)** ASX announces that the Company will be removed from the official list or that any Offer Securities will be delisted or suspended from quotation by ASX for any reason;
- (p) **(change to Company)**
  - (i) the Company alters the issued capital of the Company; or
  - (ii) any member of the Group disposes or attempts to dispose of a substantial part of the business or property of the Group,
  - (iii) without the prior written consent of the Underwriter;
- (q) **(regulatory approvals)** if a regulatory body withdraws, revokes or amends any regulatory approvals required for the Company to perform its obligations under this agreement or to carry out the transactions contemplated by the Offer Materials;
- (r) **(charges)** the Company or any of its Affiliates charges, or agrees to charge, the whole or a substantial part of the business or property of the Company or the Group other than as disclosed in the Offer Materials or as agreed with the Underwriter in writing; or
- (s) **(force majeure)** there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Governmental Agency which makes it illegal for the Underwriter to satisfy an obligation under this document, or to market, promote or settle the Offer.

If any of the following events has occurred or occurs at any time on or before 3.00pm on 28 February 2017, or at any other time as specified below, and the Underwriter has reasonable grounds to believe that the event has or is likely to have a material adverse effect on the Offer or will or is likely to give rise to a liability of the Underwriter of any applicable law, the Underwriter may also terminate without cost or liability by notice to the Company:

- (t) **(disclosures in the Due Diligence Report)** the Due Diligence Committee Report provided by the Company and its solicitors, or verification material or any other information supplied by or on behalf of the Company to the Underwriter in relation to the Group or the Offer is, or becomes, false or misleading or deceptive, including by way of omission;
- (u) **(adverse change)** any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company and the Group (insofar as the position in relation to an entity in the Group affects the overall position of the Company), including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or the Group from those respectively disclosed in the Offer Materials or the Public Information;
- (v) **(Notices)** an obligation arises on the Company to give ASX a notice in accordance with section 708AA(12)(a) of the Corporations Act (as included in the Corporations Act by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84) or a notice in accordance with section 708A(10) of the Corporations Act;
- (w) **(hostilities)** hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, Canada, Japan, the United Kingdom, the People's Republic of China, South Korea, Israel, Singapore, or any member state of the European Union, or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries;
- (x) **(change of law)** there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia, New Zealand, the United States, the United Kingdom, Japan, Hong Kong, Singapore, Switzerland or any member state of the European Union or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, including ASIC adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this agreement);
- (y) **(breach of laws)** there is a contravention by the Company or any entity in the Group of the Corporations Act, the Competition and Consumer Act 2010 (Cth), the ASIC Act, its constitution, or any of the Listing Rules;
- (z) **(change in management)** a change in management or the board of directors of the Company occurs;
- (aa) **(prosecution)** any of the following occur:
  - (i) a director of a member of the Group is charged with an indictable offence; or
  - (ii) any Governmental Agency commences any public action against a member of the Group or any of their directors in their capacity as a director, or announces that it intends to take action;
- (bb) **(representations and warranties)** a representation, warranty, undertaking or obligation contained in this agreement on the part of the Company (whether severally or jointly) is breached, becomes not true or correct or is not performed;



- (cc) **(breach)** the Company defaults on 1 or more of its obligations under the Underwriting Agreement;
- (dd) **(constitution)** the Company varies any term of its constitution without the prior written consent of the Underwriter;
- (ee) **(legal proceedings)** any of the following occurs:
- (i) the commencement of legal proceedings against any member of the Group or against any director or officer of a member of the Group; or
  - (ii) any regulatory body commences any Enquiry or public action against any member of the Group;
- (ff) **(information supplied)** any information supplied (including any information supplied prior to the date of this agreement) by or on behalf of the Group to the Underwriter in respect of the Offer, the Company or the Group is, or is found to be, false or misleading or deceptive, or likely to mislead or deceive; or
- (gg) **(disruption in financial markets)** any of the following occurs:
- (i) a general moratorium on commercial banking activities in Australia, New Zealand, Japan, Singapore, Hong Kong, the United Kingdom, the United States, the People's Republic of China or is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
  - (ii) any adverse effect on the financial markets in Australia, New Zealand, Japan, Singapore, Hong Kong, the United Kingdom, the United States, the People's Republic of China or, or in foreign exchange rates or any development involving a prospective change in political, financial or economic conditions in any of those countries; or
  - (iii) trading in all securities quoted or listed on ASX, the New Zealand Exchange, New York Stock Exchange, London Stock Exchange, Hong Kong Stock Exchange, or Tokyo Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading.

## 5.7 Effect of the Entitlement Offer

If all entitlements are accepted by shareholders to the full extent, then the Entitlement Offer will not result in any change to the control of Animoca Brands Corporation (other than to the Ineligible Retail Shareholders whose holdings will be diluted). If all entitlements under the Entitlement Offer are not accepted to the full extent, then the shareholding interest of non-participating shareholders will be diluted.

The effect of the Offer on the capital structure of the Company, assuming all Shares offered under the Offer Booklet are issued, is set out below.

Shares	Number
Ordinary shares on issue as at date of Offer Booklet	217,020,708
Ordinary shares offered pursuant to the Entitlement Offer	173,616,566
<b>Total Shares on issue after completion of the Offer</b>	<b>390,637,274</b>

Options	Number
Unlisted options on issue as at date of the Offer Document	2,366,025

## 5.8 Effect on control of the Company

Shareholders should note that if they do not participate in the Offer, and the Offer and any Shortfall is fully subscribed, their holdings could be diluted by up to approximately 44.44%. Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	20,000,000	9.22%	16,000,000	20,000,000	5.12%
Shareholder 2	10,000,000	4.61%	8,000,000	10,000,000	2.56%
Shareholder 3	5,000,000	2.30%	4,000,000	5,000,000	1.28%

1. The table assumes that the Offer, and any Shortfall, is fully subscribed.
2. The table assumes that the Company's existing 2,366,025 unlisted options, referred to in section 5.7 are not exercised.
3. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed as Additional New Shares or through the issue of Institutional or Retail Shortfall Shares. In the event all Entitlements are not accepted and some or all of the resulting Retail Shortfall Facility is not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

## 5.9 Underwriter's voting power

Shareholders should also note that if all Shareholders of the Company do not take up their Entitlement or any Additional New Shares, and no external institutional investors participate in the Institutional Bookbuild, the Underwriter will obtain a maximum voting power of 44.44% of the Company. The table below sets out examples of the possible voting power of the Underwriter based on the participation of Shareholders in the Entitlement Offer.

Underwriter's voting power prior to Entitlement Offer	Total Shareholder take up of Entitlements (%)	Number of Shortfall Shares to be taken up by the Underwriter	Underwriter's voting power following the Entitlement Offer (%)
0%	100%	0	0%
0%	50%	86,808,283	22.22%
0%	25%	130,212,425	33.33%
0%	0%	173,616,566	44.44%

1. The table assumes that the Offer, and any Shortfall, is fully subscribed.
2. The table assumes that the Company's existing 2,366,025 unlisted options, referred to in section 5.7 are not exercised.
3. The effect on voting power shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed solely with the Underwriter or its Associates.

### 5.10 Details of substantial holders

Based on publicly available information as at the close of trading on 30 January 2017, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial holders of relevant interest	Total number of votes attached to all voting shares that the substantial holder has a relevant interest in	Voting power as at the date of this Offer Document (%)	Rights under offer	Votes if all Entitlements are accepted	% Ownership after Rights Issue if all Entitlements taken up
Asyla Investments Limited	16,413,424	7.56%	13,130,739	29,544,163	7.56%
Datahouse Investments Limited	16,909,089	7.79%	13,572,271	30,436,360	7.79%
FingerFun (HK) Limited	14,785,714	6.81%	11,828,571	26,614,285	6.81%
Intel Capital Corporation	12,801,432	5.90%	10,241,145	23,042,578	5.90%
Yong Hui capital Holdings I and II, IDG-Accel China entities and Chi Sing Ho	12,801,431	5.90%	102,241,144	23,042,578	5.90%
Startive Ventures Inc	10,928,964	5.04%	8,743,171	19,672,135	5.04%

If a substantial holder of the Company does not participate in the Offer, and the Offer and any Shortfall is fully subscribed, their holding will be diluted.

### 5.11 Allocation policy and scale-back

If there are excess oversubscription applications, Animoca Brands Corporation reserves the right to scale back applications for Additional New Shares on an equitable basis at its discretion and will administer this scale back process in compliance with the takeover provisions in Chapter 6 of the Corporations Act.

In the event of a scale-back, the difference between the Application Monies received, and the number of Additional New Shares allocated to you multiplied by the offer price of \$0.03 will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

### 5.12 Continuous disclosure

Animoca Brands Corporation is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the ASX Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Animoca Brands Corporation and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at [www.asx.com.au](http://www.asx.com.au). You have the opportunity to access any information about Animoca Brands Corporation which has previously been disclosed to ASX. In particular, please refer to Animoca Brands Corporation's Annual Report for the year ended 30 June 2016. You should also have regard to any further announcements which may be made by Animoca Brands Corporation to ASX after the date of this Retail Offer Booklet.

### 5.13 No Entitlements trading

Entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.

## **5.14 Currency**

All dollar value are in Australian dollars unless otherwise stated.

## **5.15 Notice to nominees and custodians**

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to eligible institutional shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlements or not) and institutional shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer.

Animoca Brands Corporation is not required to determine whether or not any registered holder of Existing Shares is acting as nominee or the identity or residence of any beneficial owner of Shares. Where any registered holder of Existing Shares is acting as a nominee of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether the indirect participation in the Retail Entitlement Offer is compatible with applicable foreign laws.

Animoca Brands Corporation is not able to advise on any foreign laws. However any person in the United States or any person that is, or is acting for the account or benefit of, a U.S. Person with a holding through a nominee may not participate in the Retail Entitlement Offer, and such a nominee must not take up any Entitlement on behalf of such a person or send any material relating to the Entitlement Offer into the United States or to any person that is, or is acting for the account or benefit of, a U.S. Person.

## **5.16 Withdrawal**

Animoca Brands Corporation reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares under the Retail Entitlement Offer, in which case the Company will refund any Application Monies received.

## **5.17 Taxation**

You should be aware that there may be taxation implications associated with participating in the Retail Entitlement Offer and receiving New Shares (and Additional New Shares).

Animoca Brands Corporation does not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for New Shares (and Additional New Shares) under the Retail Entitlement Offer. Animoca Brands Corporation, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares (and Additional New Shares) under this Retail Offer Booklet.

## **5.18 Rounding of Entitlements**

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

## **5.19 Ranking of New Shares (and Additional New Shares)**

The New Shares (and Additional New Shares) will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares (and Additional New Shares) are set out in Animoca Brands Corporation's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

## 5.20 Quotation and trading

AB1 will apply to ASX for the official quotation of the New Shares in accordance with the Listing Rules. Subject to approval being granted, it is expected that New Shares allotted under:

- (a) the Institutional Entitlement Offer and Institutional Bookbuild will trade on ASX from 9 February 2017; and
- (b) the Retail Entitlement Offer will trade on ASX from 2 March 2017.

## 5.21 Future performance and forward-looking statements

Neither Animoca Brands Corporation nor any other person warrants or guarantees the future performance of the New Shares (and Additional New Shares) or any return on any investment made pursuant to the Entitlement Offer. This Retail Offer Booklet contains certain “forward-looking statements”. Forward-looking words such as, “expect”, “should”, “could”, “may”, “predict”, “plan”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements including forecasts, projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Such forward-looking statements only speak as to the date of this Retail Offer Booklet and Animoca Brands Corporation assumes no obligation to update such information. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of Animoca Brands Corporation and its Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Retail Offer Booklet.

You should also refer to the “Key Risks” at the front of the Investor Presentation released to ASX on Wednesday, 1 February 2017 which is included in this Retail Offer Booklet.

## 5.22 Past performance

Investors should note that the past share price performance of Animoca Brands Corporation's shares provides no guidance as to future share price performance. For further information, please see past announcements released to the ASX.

## 5.23 No cooling off rights

Cooling off rights do not apply to an investment in New Shares (and Additional New Shares). You cannot withdraw your application once it has been accepted.

## **5.24 Not investment or financial product advice**

This booklet is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Animoca Brands Corporation is not licensed to provide financial product advice in respect of the New Shares (and Additional New Shares). The Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares (and Additional New Shares).

Before deciding whether to apply for New Shares (and Additional New Shares), you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other independent professional adviser.

## **5.25 Governing law**

This Information, the Retail Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares (and Additional New Shares) submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## **5.26 Availability of Retail Offer Booklet**

Shareholders with registered addresses in Australia or New Zealand can obtain a copy of this Retail Offer Booklet during the Retail Entitlement Offer period by calling the Share Registry on 1300 992 916. A copy of the Retail Offer Booklet is also available at [www.asx.com.au](http://www.asx.com.au).

## **5.27 Optionholders**

Existing optionholders will not be entitled to participate in the Entitlement Offer unless they:

- (a) have become entitled to exercise their existing options under the terms of their issue and do so, so that they are registered as holders of shares prior to 7.00pm (AEDT) on 6 February 2017; and
- (b) participate in the Entitlement Offer as a result of being a holder of Existing Shares registered on the register of Animoca Brands Corporation at 7.00pm (AEDT) on 6 February 2017.

## **5.28 Foreign jurisdictions**

This Retail Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

The New Shares (and Additional New Shares) under the Retail Entitlement Offer are not being offered or sold to the public other than to existing shareholders with registered addresses in Australia and New Zealand to whom the offer of New Shares (and Additional New Shares).

This Retail Offer Booklet has not been registered, filed or approved by any regulatory authority in countries outside Australia. This Retail Offer Booklet is not an investment statement or prospectus under laws outside of Australia and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand, Hong Kong, United States, Switzerland, British Virgin Islands, Singapore or United Kingdom law is required to contain.

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares (and Additional New Shares), or otherwise permit the public offering of the New Shares (and Additional New Shares), in any jurisdiction other than Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law. If you come into possession of this Information, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

The Entitlements and the New Shares (and Additional New Shares) have not been, nor will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States, persons who are U.S. persons, or persons who are acting for the account or benefit of a U.S. Person, and the New Shares (and Additional New Shares) may not be offered, sold or resold in the United States or for the account or benefit of, a U.S. Person, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

### **WARNING**

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

#### **5.29 Disclaimers**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Offer Booklet.

Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by Animoca Brands Corporation, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Animoca Brands Corporation, or any other person, warrants or guarantees the future performance of Animoca Brands Corporation or any return on any investment made pursuant to this Retail Offer Booklet.

This Retail Offer Booklet is issued by, and is the sole responsibility of, AB1.

None of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than AB1) has:

- (a) authorised or caused the issue of this Retail Offer Booklet; and
- (b) made or authorised the making of any statement that is included in this Retail Offer Booklet or any statement on which a statement in this Retail Offer Booklet is based.

To the maximum extent permitted by law, each of the persons referred to in the Corporate Directory of this Retail Offer Booklet (other than AB1) expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet.

The information contained in this Retail Offer Booklet is of general nature and has been prepared by AB1 in good faith and with due care but not representation or warranty, express or implied, is provided in relation to the accuracy or completeness of the information. No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation not so contained may not be relied upon as being authorised by AB1 or any person associated with it in connection with the Retail Entitlement Offer.

### 5.30 Risks

The Investor Presentation, set out in section 4 of this Retail Offer Booklet, details important factors and risks that could affect the financial and operating performance of AB1. Please refer to the "Key Risks" set out in the front of the Investor Presentation. You should consider these risk factors carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

### 5.31 Privacy

If you complete an Entitlement and Acceptance Form and apply for New Shares (and Additional New Shares), you will be providing personal information to AB1, its agents, contractors and third party services providers. AB1, its agents, contractors and third party service providers will collect, hold, and use that information to assess your Application, carry out the administration of your Shareholding, service your needs as a Shareholder of AB1 and facilitate corporate communications.

The information may also be used from time to time and disclosed to persons inspective the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, print service providers, mail houses and the Share Registry.

Failure to provide the required personal information may mean that your Application is not able to be processed efficiently, if at all. You may request access to your personal information held by or on behalf of AB1 and by the Share Registry. You may also request the correction of your personal information by contacting the Company or the Share Registry using the details in the Corporate Directory at the back of this Retail Offer Booklet.



## 6. GLOSSARY

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In this Retail Offer Booklet, the following terms have the following meanings unless the context required otherwise:

**\$ or A\$ or dollars** means Australian dollars;

**AB1 or Animoca Brands Corporation** or the **Company** means Animoca Brands Corporation Limited;

**Additional New Shares** means New Shares not subscribed for under the Retail Entitlement Offer and offered to Eligible Retail Shareholders under the Retail Shortfall Facility;

**AEDT** means Australian Eastern Daylight Time;

**Applicant** means a person who has delivered an Application;

**Application** means an application to subscribe for New Shares under the Retail Entitlement Offer by completing the Entitlement and Acceptance Form and returning it together with the Application Monies;

**Application Monies** means monies received from Applicants in respect of their Applications;

**ASIC** means Australian Securities and Investments Commission;

**ASIC Instrument 2016/84** means ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84;

**ASX** means ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange;

**ASX Announcement** means the:

- (a) announcement released to ASX on 1 February 2017; and
- (b) announcement released to ASX on 2 February 2017,

in connection with the Entitlement Offer, copies of which are set out in Section 4.1 of this Offer Booklet;

**Business Day** means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Australia;

**Certificate** means a certificate signed by two directors or a director and a company secretary of the Company, which certifies to the Underwriter as at the date of the certificate that to the best of those persons' knowledge and information after due enquiry, other than as disclosed in the certificate:

- (a) made or authorised the making of any statement that is included in this Retail Offer Booklet or any statement on which a statement in this Retail Offer Booklet is based;
- (b) the Company has complied with all obligations on its part to be performed as at the date of the certificate:
  - (i) under the Underwriting Agreement; and
  - (ii) in respect of the Entitlement Offer under statute or otherwise required by law;
- (c) none of the termination events set out in section 5.6 of this Offer Booklet the Underwriting Agreement have occurred; and
- (d) representations and warranties set out the Underwriting Agreement being true and correct;

**Confirmation Letter** means the confirmation letters sent by the Underwriter to Institutional Shareholders and Institutional Investors who subscribe for New Shares under the Institutional Entitlement Offer or Institutional Bookbuild which includes the details necessary to permit DvP to occur through CHESS in respect of the Institutional Entitlement Shares on the Institutional Settlement Date;

**Corporations Act** means *Corporations Act 2001* (Cth);

**Defective** means in the case of the Entitlement Offer Cleansing Statement, if it is defective within the meaning of section 708AA(11) of the Corporations Act;

**Directors** means the directors of AB1;

**Eligible Institutional Shareholder** means an Institutional Shareholder:

- (a) to whom Listing Rule 7.7.1(a) does not apply; and
- (b) who has successfully received an offer under the Institutional Entitlement Offer (as the Underwriter determines);

**Eligible Retail Shareholder** has the meaning given to that term in Section 5.3 of this Offer Booklet;

**Eligible Shareholder** means a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder;

**Entitlement** means the entitlement of an Eligible Shareholder to subscribe for 4 New Shares for every 5 Existing Shares held at the Record Time;

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Retail Offer Booklet upon which an Application can be made;

**Entitlement Offer** means the pro rata non-renounceable offer to Eligible Shareholders to subscribe for their Entitlement;

**Entitlement Offer Cleansing Statement** means a notice in respect of the Entitlement Offer which complies with subsections 708AA(2)(f) and 708AA(7), of the Corporations Act as modified by ASIC Instrument 2016/84;

**Existing Share** means a Share on issue immediately before the Record Time;

**GST** means Australian Goods and Services Tax (currently 10%);

**Group** means the Company and each Subsidiary of the Company (and Group Member means any one or more of them).

**Ineligible Institutional Shareholder** means an Institutional Shareholder:

- (a) who has a registered address outside Australia, New Zealand, Switzerland, Hong Kong Special Administration Region and the British Virgin Islands;
- (b) to whom Listing Rule 7.7.1(a) applies; and
- (c) who in the absence of Listing Rule 7.7.1(a) would have been an Eligible Institutional Shareholder;

**Ineligible Retail Shareholder** means a Shareholder that is not an Eligible Retail Shareholder, an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder;

**Insolvent** means a person is Insolvent if:

- (a) it is (or states that it is) an insolvent under administration or insolvent (each as defined in the Corporations Act);
- (b) it is in liquidation, in provisional liquidation, under administration or wound up or has had a controller appointed to its property;

- (c) it is subject to any arrangement, assignment, moratorium or composition, protected from creditors under any statute or dissolved (in each case, other than to carry out a reconstruction or amalgamation while solvent on terms approved by the Underwriter);
- (d) an application or order has been made (and in the case of an application, it is not stayed, withdrawn or dismissed within 7 days) resolution passed, proposal put forward, or any other action taken, in each case in connection with that person, which is preparatory to or could result in any of (a), (b) or (c) above;
- (e) it is taken (under section 459F(1) of the Corporations Act) to have failed to comply with a statutory demand;
- (f) it is the subject of an event described in sections 459C(2)(b) or 585 of the Corporations Act (or it makes a statement from which the Underwriter reasonably deduces it is so subject);
- (g) it is otherwise unable to pay its debts when they fall due; or
- (h) something having a substantially similar effect to (a) to (g) happens in connection with that person under the law of any jurisdiction;

**Institutional Acceptance Shares** means the Institutional Entitlement Shares for which valid Applications are received by the Underwriter on behalf of the Company;

**Institutional Bookbuild** means the bookbuild sale process conducted after completion of the Institutional Entitlement Offer, as described in Section 2 of this Offer Booklet;

**Institutional Entitlement Offer** means the offer of New Shares to Eligible Institutional Shareholders as part of the Entitlement Offer, as described in Section 2 of this Offer Booklet;

**Institutional Entitlement Shares** means the New Shares to be offered, or allotted and issued to Institutional Shareholders under the Institutional Entitlement Offer and the New Shares which would have been offered to Ineligible Institutional Shareholders if they had been entitled to participate in the Entitlement Offer;

**Institutional Investor** means a person:

- (a) in Australia, to whom an offer of shares in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an 'exempt investor' as defined section 9A(5) of the Corporations Act (as inserted by ASIC Instrument 2016/84); or
- (b) in selected jurisdictions outside Australia, to whom an offer of New Shares may be made without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction (except to the extent to which AB1, at its absolute discretion, is willing to comply with such requirements);

**Institutional Offer Proceeds** means the aggregate of:

- (a) the number of Institutional Acceptance Shares multiplied by the Issue Price; plus
- (b) the number of Institutional Shortfall Shares multiplied by the higher of the Issue Price and the Institutional Bookbuild Price;

**Institutional Settlement Date** means the date on which settlement occurs for the Institutional Entitlement Offer;

**Institutional Shareholder** means a Shareholder at the Record Time who is an Institutional Investor;

**Institutional Shortfall Shares** means the Shares issued under the Institutional Bookbuild;

**Investor Presentation** means the presentation released to ASX on 1 February 2017 in connection with the Entitlement Offer, a copy of which is set out in Section 4.2;

**Investor Presentation Materials** means the Investor Presentation and any documents summarising key information in the Investor Presentation which are to be released to ASX on the Announcement Date;

**Issue Price** means \$0.03 per New Share;

**Listing Rules** means the official listing rules of ASX, as amended or replaced from time to time and as waived in respect of AB1 by ASX;

**New Shares** means the Shares offered under the Entitlement Offer;

**Offer Booklet** means this booklet dated 6 February 2017;

**Offer Materials** means:

- (a) the Entitlement Offer Cleansing Statement;
- (b) all announcements released to ASX by the Company in connection with the Entitlement Offer, including the Investor Presentation Materials;
- (c) the Offer Booklet, including any application forms;
- (d) the Confirmation Letter;
- (e) the Institutional Shareholder declaration form;
- (f) all correspondence delivered to Shareholders or Ineligible Shareholders in respect of the Entitlement Offer and approved by the Company (or on their behalf with their consent); and
- (g) Public Information;

**Public Information** means any press releases, presentation materials, or public or media statement made in relation to the Group or any component of the Entitlement Offer, including amendments or updates to any Offer Materials, or in relation to bids or applications received for New Shares or the progress or results of the Entitlement Offer, in each case by the Company (or on its behalf);

**Record Time** means the time and date for determining which Shareholders are entitled to an Entitlement under the Retail Entitlement Offer, being 7pm (AEDT) on 6 February 2017;

**Relevant Authority** means any government or any government department, governmental, semi-governmental, administrative, fiscal, judicial, investigative, review or regulatory body, department, commission, authority, tribunal, agency, stock exchange or entity in any jurisdiction relevant to the Entitlement Offer, including ASX and ASIC;

**Retail Acceptance Shares** means the Retail Entitlement Shares for which valid Applications are received by the Underwriter on behalf of the Company;

**Retail Closing Date** means the last date for Eligible Retail Shareholders to lodge an Application, being 5pm (AEDT) on 27 February 2017 (subject to change);

**Retail Entitlement Offer** means the offer of New Shares to Eligible Retail Shareholders as part of the Entitlement Offer as described in Section 1;

**Retail Entitlement Offer Period** means the period commencing on the opening date of the Retail Entitlement Offer, as specified in the Indicative Dates on page 2 of this Offer Booklet, and ending on the Retail Closing Date;

**Retail Entitlement Shares** means the New Shares to be offered, or allotted and issued to Retail Shareholders, at the Issue Price under the Retail Entitlement Offer;

**Retail Offer Proceeds** means the number of Retail Acceptance Shares multiplied by the Issue Price, plus the number of Retail Shortfall Shares multiplied by the Issue Price;

**Retail Shareholder** means a Shareholder who:

- (a) as at the Record Time, has a registered address in Australia or New Zealand;
- (b) is not in the United States or not acting for the account or benefit of a US Person; and
- (c) is not an Institutional Shareholder or an Ineligible Institutional Shareholder;

**Retail Settlement Date** means the date on which settlement occurs for the Retail Entitlement Offer;

**Retail Shortfall Facility** means the offer of Additional New Shares to Eligible Retail Investors that have fully subscribed to the Entitlement Offer as described in Section 1 of this Offer Booklet;

**Retail Shortfall Shares** means the Retail Entitlement Shares, less the Retail Acceptance Shares;

**Section** means a section of this Offer Booklet;

**Share** means a fully paid ordinary share in AB1;

**Shareholder** means the registered holder of an Existing Share;

**Shareholding** means the shares held by a Shareholder;

**Share Registry** means Security Transfer Australia Pty Ltd;

**Subsidiary** has the meaning given to that term in section 9 of the Corporations Act;

**Sub-Underwriters** means any persons that enter into a sub-underwriting agreement with the Underwriter;

**Underwriter** means Baillieu Holst Limited ABN 74 006 519 393, the underwriter and bookrunner for the Entitlement Offer;

**Underwriting Agreement** means the underwriting agreement dated on or about 1 February 2017 between AB1 and the Underwriter, as described in section 5.5;

**US or United States** means United States of America, its territories and possessions, any state of the United States and the District of Columbia;

**US Persons** has the meaning given in Rule 902(k) of Regulation S under the US Securities Act; and

**US Securities Act** means U.S. Securities Act of 1933, as amended.

## 7. ELIGIBLE SHAREHOLDER DECLARATIONS

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By returning a completed Entitlement and Acceptance Form or paying any Application Monies for New Shares via BPAY® or other method approved by AB1 under Section 3 of this Offer Booklet, you will be deemed to have made the following declarations to AB1 namely, that you:

- (a) acknowledge that you have read this Offer Booklet and the accompanying Entitlement and Acceptance Form in their entirety;
- (b) agree to be bound by the terms of the Retail Entitlement Offer;
- (c) authorise AB1 to register you as the holder of the New Shares allotted to you;

- (d) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (e) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (f) acknowledge that once AB1 receives the Entitlement and Acceptance Form or any payment of Application Moneys, you may not withdraw it;
- (g) apply for the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Moneys, at the Issue Price per New Share;
- (h) agree to be issued the number of New Shares that you apply for;
- (i) authorise AB1, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (j) declare that you are the current registered holder of Existing Shares and are a resident of Australia or New Zealand;
- (k) acknowledge that the information contained in this Offer Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus, does not contain all of the information that you may require in order to assess an investment in AB1 and is given in the context of AB1's past and ongoing continuous disclosure announcements to ASX;
- (l) represent and warrant that the law of any other place does not prohibit you from being given this Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for, and being issued, New Shares;
- (m) acknowledge the statement of risks in the 'Key Risks' set out in the Investor Presentation, and that investments in AB1 are subject to investment risk;
- (n) acknowledge that none of AB1, the Underwriter, their respective related bodies corporate and affiliates and their respective directors, officers, employees, agents consultants, advisors, the Underwriter or its affiliates, directors, officers employees, agents, consultants or advisers, guarantees the performance of AB1, nor do they guarantee the repayment of capital;
- (o) represent and warrant (for the benefit of AB1, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Institutional Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (p) represent and warrant that you are not in the United States and are not a US Person and are not acting for the account or benefit of a US Person;
- (q) acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions of the United States, or in any other jurisdiction outside Australia and New Zealand and, accordingly, the Entitlements may not be taken



up by persons in the United States or by persons who are, or are acting for the account or benefit of a US Person, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, any US Person;

- (r) agree not to send this Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to any person in the United States or that is a US Person or is acting for the account or benefit of a US Person;
- (s) agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in regular way transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States or a US Person; and
- (t) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Time.

## CORPORATE DIRECTORY

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### Head Office

Unit 417 – 421, Level 4,  
100 Cyberport Road  
Hong Kong, Hong Kong

### Directors

Mr David Kim Non-Executive Chairman  
Mr Robert Yung Managing Director  
Mr David Brickler Non-Executive Director  
Mr Yat Siu Non-Executive Director  
Mr Bin (Steven) Hu Non-Executive Director  
Dr Nigel Finch Non-Executive Director

### Company Secretary

Ms Jillian McGregor

### Legal Adviser

Gadens  
Level 25, Bourke Place  
600 Bourke Street  
Melbourne VIC 3000

### Underwriter

Baillieu Holst Ltd  
Level 26, 360 Collins St  
Melbourne VIC 3000

### Registry: Security Transfer Australia Pty Ltd

PO Box 52, Collins Street West  
Victoria  
8007

### Shareholder enquiries:

Telephone: 1300 992 916  
Facsimile: (08) 9315 2233  
Website: [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

## ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

## REGISTERED OFFICE:

SUITE 3  
SHORE 2/3  
13 HICKSON ROAD  
SYDNEY NSW 2000  
AUSTRALIA

# ANIMOCA BRANDS CORPORATION LIMITED

ABN: 29 122 921 813

## SHARE REGISTRY:

Security Transfer Australia Pty Ltd

## All Correspondence to:

PO Box 52  
Collins Street West VIC 8007

«Post\_Barcode» «Post\_zone»

«Company\_code» «Sequence\_number»

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

«Holder\_name»

«Address\_line\_1»

«Address\_line\_2»

«Address\_line\_3»

«Address\_line\_4»

«Address\_line\_5»

Code: AB1

Holder Number:

Eligible Holding as at 7.00pm AEDT  
on 6 February 2017:

Entitlement to Securities 4:5:

Amount payable on acceptance  
@ \$0.03 per Security:

## NON-RENOUCEABLE RETAIL ENTITLEMENT OFFER CLOSING AT 5.00PM AEDT ON 27 FEBRUARY 2017

(1) I/We the above named being registered at 7.00pm AEDT on the 6 February 2017 as holder(s) of Shares in the Company hereby accept as follows:

	NUMBER OF NEW SHARES ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ \$0.03 PER SHARE
Entitlement or Part Thereof	<input type="text"/> , <input type="text"/> , <input type="text"/>	\$ <input type="text"/> , <input type="text"/> , <input type="text"/> . <input type="text"/>
Additional new Shares *	<input type="text"/> , <input type="text"/> , <input type="text"/>	\$ <input type="text"/> , <input type="text"/> , <input type="text"/> . <input type="text"/>
<b>TOTAL</b>	<input type="text"/> , <input type="text"/> , <input type="text"/>	<b>TOTAL \$</b> <input type="text"/> , <input type="text"/> , <input type="text"/> . <input type="text"/>

(\* refer to section 1 of the Retail Offer Booklet)

(2) I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).

(3) I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted.  
Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.

(4) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.

(5) I/We declare that I/we have received a full and unaltered version of the Retail Offer Booklet either in an electronic or paper format.

(6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

EMAIL ADDRESS

## PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Biller code: 159483

Ref: &lt;&lt;EFT\_REFERENCE\_NUMBER&gt;&gt;

## Telephone &amp; Internet Banking – BPAY®

Contact your bank or financial institution to make this  
payment from your cheque, savings, debit, or transaction  
account. More info: www.bpay.com.au

## CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be  
made payable to **ANIMOCA BRANDS CORPORATION  
LIMITED** and crossed "Not Negotiable".

## REGISTRY DATE STAMP

E &amp; O.E.

Your BPAY reference number is unique to this offer and is not to be used for any other offer.

BPAY PAYMENT OR THE RETURN OF THIS FORM WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.



## LODGEMENT INSTRUCTIONS

### PAYMENT INFORMATION



**Billers code:** 159483

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY® applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

**Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.**

### CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Australia Pty Ltd  
PO Box 52  
Collins Street West VIC 8007

**Applications must be received by Security Transfer Australia Pty Ltd no later than 5.00pm AEDT on the closing date.**

### EXPLANATION OF RETAIL ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

### CUSTODIAN / NOMINEE COMPANIES

If you submit an application on a personalised Entitlement and Acceptance Form on behalf of an Eligible Retail Shareholder, you are required to also complete a copy of the form entitled "Summary for Nominee Applications" which should detail the beneficial owner's name and number of New Shares sought for each such person on whose behalf you are applying. Please contact the registry if you require a copy of this form.

Note that applications received from a nominee account without a completed "Summary for Nominees Applications" form WILL BE REJECTED.

### ENQUIRIES

All enquiries should be directed to the Company's share registry:

**Security Transfer Australia Pty Ltd**

**PO Box 52, Collins Street West, VIC, 8007**

**Telephone 1300 992 916**

**Facsimile +61 8 9315 2233**

**Email: [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)**

### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

