



# Notice of annual general meeting and explanatory memorandum

**Animoca Brands Corporation Limited**

ACN 122 921 813

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**Date:** Monday 28 May 2018

**Time:** 9.30am (Hong Kong time)

**Venue:** Animoca Brands  
Unit 411-415, Level 4  
Cyberport 1  
100 Cyberport Road  
Hong Kong SAR

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# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that an Annual General Meeting of Animoca Brands Corporation Limited ACN 122 921 813 will be held at Animoca Brands, Unit 411-415, Level 4, Cyberport 1, 100 Cyberport Road, Hong Kong SAR on Monday 28 May 2018 at 9.30am (Hong Kong time).

## BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Meeting:

### 1. Financial and related reports

Financial and related reports	
<b>Description</b>	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 31 December 2017.

### 2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Description</b>	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2017 Annual Report and is available from the Company's website ( <a href="http://www.animocabrands.com">www.animocabrands.com</a> ). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i><b>"THAT</b> the Remuneration Report of the Company and its controlled entities for the year ended 31 December 2017 be adopted."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:  (a) Key Management Personnel; and  (b) Closely Related Parties of Key Management Personnel.  However, the Company need not disregard a vote if it is:  (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or  (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### 3. Re-election of Directors

Resolution 2A	Re-election of Mr David Brickler as Director
<b>Description</b>	Mr David Brickler retires as a Director of the Company by rotation in accordance with clause 13.2 of the Constitution and, being eligible under clause 13.2 of the Constitution, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT Mr David Brickler, having retired from his office as a Director of the Company in accordance with clause 13.2 of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”</i>

Resolution 2B	Re-election of Mr Yat Siu as Director
<b>Description</b>	Mr Yat Siu retires as a Director of the Company by rotation in accordance with clause 13.2 of the Constitution and, being eligible under clause 13.2 of the Constitution, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT Mr Yat Siu, having retired from his office as a Director of the Company in accordance with clause 13.2 of the Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”</i>

### 4. Ratification of prior issues of securities

Resolution 3A	Ratification of issue of December Placement Shares
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for its prior issue of 43,461,530 Shares on 27 December 2017, as part of the December Placement, under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the previous issue of 43,461,530 Shares on 27 December 2017, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 3A by: <ul style="list-style-type: none"> <li>(a) any person who participated in the issue of Shares under this resolution; and</li> <li>(b) any associates of those persons.</li> </ul> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or</li> <li>(d) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.</li> </ul>

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Resolution 3B	Ratification of issue of February 7.1 Placement Shares
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for its prior issue of 15,134,061 Shares on 1 February 2018, as part of the February Placement, under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the previous issue of 15,134,061 Shares on 1 February 2018, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 3B by:  (a) any person who participated in the issue of Shares under this resolution; and  (b) any associates of those persons.  However, the Company need not disregard a vote if it is cast by:  (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or  (d) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.

Resolution 3C	Ratification of issue of February 7.1A Placement Shares
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for its prior issue of 39,063,727 Shares on 1 February 2018, as part of the February Placement, under ASX Listing Rule 7.1A.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the previous issue of 39,063,727 Shares on 1 February 2018, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 3C by:  (a) any person who participated in the issue of Shares under this resolution; and  (b) any associates of those persons.  However, the Company need not disregard a vote if it is cast by:  (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or  (d) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.

## 5. Approval of issue of options

Resolution 4	Approval of issue of Lead Manager options
<b>Description</b>	<p>The Company seeks shareholder approval for the issue of 5,000,000 options to Taylor Collison (<b>Lead Manager</b>), each exercisable into a Share at \$0.09 within 3 years from their date of issue, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>The options are proposed to be issued to the Lead Manager which facilitated the February Placement, as part consideration for the capital raising services provided by the Lead Manager.</p>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 5,000,000 options, each exercisable into a Share at \$0.09 within 3 years of their date of issue, to Taylor Collison (or its nominee(s)), and the issue of underlying Shares in respect of those options, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on Resolution 4 by:</p> <ul style="list-style-type: none"> <li>(a) any person who may participate in the proposed issue of the options under this resolution; and</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b).</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or</li> <li>(e) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.</li> </ul>

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## 6. Approval of issue of shares to Director under capital raising placements

Resolution 5A	Approval for Director to participate in December Placement
<b>Description</b>	The Company seeks shareholder approval for Asyla Investments Limited (a related entity of Director Yat Siu) to participate in the December Placement, by way of the issue of 11,538,460 Shares, without using the Company's 15% Placement Capacity.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue of 11,538,460 Shares to Asyla Investments Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 5A by:  (a) Mr Yat Siu and Asyla Investments Limited; and  (b) any associates of those persons.  However, the Company need not disregard a vote if it is cast by:  (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or  (d) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides

Resolution 5B	Approval for Director to participate in February Placement
<b>Description</b>	The Company seeks shareholder approval for Asyla Investments Limited (a related entity of Director Yat Siu) to participate in the February Placement, by way of the issue of 1,666,665 Shares, without using the Company's 15% Placement Capacity.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue of 1,666,665 Shares to Asyla Investments Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 5B by:  (a) Mr Yat Siu and Asyla Investments Limited; and  (b) any associates of those persons.  However, the Company need not disregard a vote if it is cast by:  (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or  (d) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides

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## 7. Approval of issue of Performance Rights to Director

Resolution 6	Issue of Performance Rights to Director
<b>Description</b>	The Company seeks shareholder approval for the issue of Performance Rights, each to acquire one Share in the Company, to Dr Nigel Finch, or his nominee(s) pursuant to Company's Long Term Incentive Plan ( <b>LTIP</b> ).
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant Performance Rights, each to acquire 1 Share, to Dr Nigel Finch, or his nominee(s), and the issue of underlying Shares in respect of those Performance Rights, pursuant to the Long Term Incentive Plan and on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on Resolution 6:  (a) by the Directors who are eligible to participate in the LTIP and any associates of those Directors; and  (b) as a proxy by a member of KMP, or that KMP's Closely Related Party, where the proxy appointment does not specify the way the proxy is to vote.  However, the Company will not disregard a vote if it is cast by:  (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form that specify how the proxy is to vote on this resolution; or  (d) the Chairman of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form that does not specify how the proxy is to vote on this resolution, but expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

## 8. Approval of issue of shares under Proposed Placement

Resolution 7	Approval for issue of Proposed Placement Shares
<b>Description</b>	The Company seeks approval of shareholders to be able to issue up to 40,000,000 Shares under a Proposed Placement during the period of 3 months after the Meeting without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 40,000,000 Shares in the Company to such allottees and on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>

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<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on Resolution 7:</p> <ul style="list-style-type: none"> <li>(a) any person who may participate in the proposed issue of the Proposed Placement Shares; and</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b).</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or</li> <li>(e) the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.</li> </ul>
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## 9. Approval of 10% Placement Capacity

Resolution 8	Approval of 10% Placement Capacity
<b>Description</b>	The Company seeks shareholder approval to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under ASX Listing Rule 7.1.
<b>Resolution (Special)</b>	<p>To consider and, if thought fit, pass the following resolution as a <b>special resolution</b>:</p> <p><i><b>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>

Dated: 27 April 2018

**BY ORDER OF THE BOARD OF ANIMOCA BRANDS CORPORATION LIMITED**



Alyn Tai  
Company Secretary



## QUESTIONS FROM SHAREHOLDERS

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In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your questions via email to:

Ms Alyn Tai, Company Secretary  
Animoca Brands Corporation Limited  
[at@ccounsel.com.au](mailto:at@ccounsel.com.au)

Written questions must be received by no later than **5.00pm (Melbourne time)** on **Monday 22 May 2018**.

Your questions should relate to matters that are relevant to the business of the General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the General Meeting to ask questions about, or make comments upon, matters in relation to the Company.

During the course of the General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the General Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING INFORMATION

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### Entitlement to vote at the General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time)** on **Saturday 26 May 2018** subject to any applicable voting exclusion.

### Voting by proxy

- (a) A shareholder entitled to attend and vote at the General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy,

they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.30am (Melbourne time)** on **Saturday 26 May 2018**:

- online: [www.securitytransfer.com.au](http://www.securitytransfer.com.au) (if you have any problems accessing the online service, please contact the Company's share registry, Security Transfer Australia Pty Ltd on 1300 992 916)
- by post: Security Transfer Australia, PO Box 52, Collins Street West, VIC 8007
- by hand or courier: Suite 913, Exchange Tower, 530 Little Collins Street, Melbourne VIC 3000 (Monday to Friday, 9.00am to 5.00pm)
- by facsimile: +61 8 9315 2233

### Proxy voting by the Chair

The chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 6. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 6. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 6, he or she will not vote your proxy on that item of business.

# EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

## 1. Financial and related reports

Financial and related reports	
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2017 (FY17) to be laid before the Company's Annual General Meeting for FY17. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2017 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2017 Annual Report is available from the Company's website (<a href="http://www.animocabrands.com">www.animocabrands.com</a>).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Grant Thornton, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 31 December 2017, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Grant Thornton in relation to the conduct of the audit.</p>

## 2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is available from the Company's website (<a href="http://www.animocabrands.com">www.animocabrands.com</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer or equivalent.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.

<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

### 3. Re-election of Directors

<b>Resolutions 2A-2B</b>	<b>Re-election of Directors</b>
<b>Explanation</b>	<p>Clause 13.2 of the Constitution requires that, at each annual general meeting following the Company's first annual general meeting, one third of the Directors (or, if their number is not a multiple of three, the number nearest one third, rounded up) must retire from office. Clause 13.2 of the Constitution further provides that those retiring Directors are eligible for re-election at the annual general meeting at which they retire. The Directors who must retire pursuant to clause 13.2 of the Constitution are those who have held office for the longest period since their last election to office.</p> <p>Mr David Brickler has held his office as a Director of the Company for the longest period of time since his last re-election to office at the Company's Annual General Meeting held on 8 April 2016. Accordingly, Mr Brickler retires as a Director at the Annual General Meeting pursuant to clause 13.2 of the Constitution and, being eligible, offer himself for re-election as Director.</p> <p>All other Directors, being Dr Finch and Messrs David Kim and Yat Siu, were last elected to office at the Company's Annual General Meeting held on 29 May 2017, and accordingly have held office for the same period of time since their last election. The Directors have determined by lot that Mr Siu will retire as a Director at the Company's Annual General Meeting in accordance with Clause 13.2 of the Constitution.</p> <p>Mr Siu retires as a Director at the Annual General Meeting pursuant to clause 13.2 of the Constitution and, being eligible, offer himself for re-election as Director.</p>
<b>About Mr David Brickler</b>	<p>Mr Brickler was appointed to the Company's Board on 24 December 2014. Mr Brickler is a Non-Executive Director and is considered to be independent.</p> <p>Mr Brickler provides IT software integration and technical support for some of Australia's more well-known not-for-profit companies. He has recently served as the ICT Manager for Baptistcare - a provider of healthcare and family and community services throughout Victoria and Tasmania. Before this, Mr Brickler was Senior Director of Applications for World Vision International, one of the world's largest non-profit organizations. Prior to that, he served as Asia Pacific CIO for Mizuho Securities Asia Ltd., was an Executive Director of Ernst &amp; Young in Hong Kong, and Global CIO for the Noble Group, one of the largest commodities traders in the world. Mr Brickler was the founder and CEO of Emergent Technology Limited, a venture-backed Hong Kong supply-chain company, and a Vice President of Information Technology at Caspian Securities. Prior to his 14 years in Hong Kong, he spent 15 years in Japan, including several years as the Vice President of Equity Technology at Goldman Sachs Securities Co. Ltd, Japan. Mr Brickler also served in various engineering positions at EDS Japan LLC, Sundai, and Fujitsu Limited. He holds an MBA from Kellogg-HKUST and a BA from Princeton University and is a fluent speaker of Chinese and Japanese.</p> <p>Mr Brickler has a relevant interest in 108,000 fully paid ordinary shares in the Company.</p>

<b>About Mr Yat Siu</b>	<p>Mr Siu was appointed to the Company's Board on 24 December 2014. Mr Siu is a Non-Executive Director and is considered not to be independent.</p> <p>Mr Siu is the founder and Chief Executive Officer of Outblaze Limited, a digital media company specialising in gaming, cloud technology, and smartphone/tablet software development. In 2009, he sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from B2B messaging services to B2C digital entertainment. Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited and Turner Entertainment Holdings Asia-Pacific Limited, and he is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games. In 2012, he set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology. Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. He is a supporter of various Non-Government Organisations (NGOs) and serves on the board of directors for the Asian Youth Orchestra.</p> <p>Mr Siu has a relevant interest in 29,841,164 fully paid ordinary shares in the Company.</p>
<b>Board Recommendation</b>	<p>The Board, with Mr Brickler and Mr Siu abstaining on making recommendations on Resolution 2A and 2B respectively, recommends that shareholders vote in favour of these resolutions.</p>
<b>Chair's available proxies</b>	<p>The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2A and 2B.</p>

#### 4. Ratification of previous issues of shares

Resolutions 3A-B	Ratification of previous issues of Shares under ASX LR 7.1
<b>Explanation</b>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (<b>15% Placement Capacity</b>).</p> <p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 15% Placement Capacity. If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issue of shares made by the Company by way of approving Resolutions 3A and 3B, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>

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<p><b>Specific information for Resolution 3A</b></p>	<p>Resolution 3A seeks shareholder ratification of the issue of 43,461,530 Shares on 27 December 2017 under ASX Listing Rule 7.1 (<b>December Placement Shares</b>).</p> <p>The December Placement Shares were issued under a capital raising placement at an issue price of \$0.013 per Share. Refer to the Company's ASX announcement dated 18 December 2017 for further information on the capital raising placement.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <p><b>No. of shares issued</b> 43,461,530 Shares</p> <p><b>Issue price</b> \$0.013 per Share</p> <p><b>Recipients of issue</b> Various sophisticated and professional investors which participated in the placement.</p> <p><b>Terms of shares</b> Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> To fund the Company's first tranche of investment in Zeroth.ai., as further explained in the Company's ASX announcement dated 18 December 2017, and the Company's working capital requirements.</p> <p><b>Voting exclusion statement</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p><b>Specific information for Resolution 3B</b></p>	<p>Resolution 3B seeks shareholder ratification of the issue of 15,134,061 Shares on 1 February 2018 under ASX Listing Rule 7.1 (<b>February 7.1 Placement Shares</b>).</p> <p>The February 7.1 Placement Shares were issued under a capital raising placement at an issue price of \$0.06 per Share on 1 February 2018 (<b>February Placement</b>). Refer to the Company's ASX announcement dated 25 January 2018 for further information on the February Placement.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <p><b>No. of shares issued</b> 15,134,061 Shares</p> <p><b>Issue price</b> \$0.06 per Share</p> <p><b>Recipients of issue</b> Various sophisticated and professional investors introduced to the Company by the lead manager to the placement, Taylor Collison.</p> <p><b>Terms of shares</b> Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> To fund the Company's acquisition of an equity stake in Fuel Powered Inc., as further explained in the Company ASX announcement dated 25 January 2018, and the Company's working capital requirements.</p> <p><b>Voting exclusion statement</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>

<b>Board Recommendation</b>	<p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1. The Directors consider it to be appropriate and prudent for approval to be sought at the Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months, as this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>Accordingly, the Board recommends that shareholders vote in favour of Resolutions 3A and 3B.</p>
<b>Chairman's available proxies</b>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 3A and 3B.</p>

<b>Resolution 3C</b>	<b>Ratification of issue of February 7.1A Placement Shares</b>								
<b>Explanation</b>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under ASX Listing Rule 7.1A.</p> <p>The Company sought and received shareholder approval under ASX Listing Rule 7.1A at its 2016 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue Equity Securities under the its 15% Placement Capacity under ASX Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The effect of shareholder approval of Resolution 3C is the reinstatement of the Company's capacity under Listing Rule 7.1A. This will effectively enable the Company to issue further shares under its 10% Placement Capacity (to the extent permitted by and subject to the conditions prescribed by Listing Rule 7.1A).</p>								
<b>Specific information for Resolution 3C</b>	<p>Resolution 3C seeks shareholder ratification of the issue of 39,063,727 Shares on 1 February 2018 under ASX Listing Rule 7.1A (<b>February 7.1A Placement Shares</b>).</p> <p>The February 7.1A Placement Shares were issued as part of the February Placement at \$0.06 per Share. Refer to the Company's ASX announcement dated 25 January 2018 for further information on the February Placement.</p> <p>In accordance with ASX Listing Rule 7.5, the following information is provided to shareholders:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;"><b>No. of securities issued</b></td> <td style="padding: 5px;">39,063,727 Shares</td> </tr> <tr> <td style="padding: 5px;"><b>Issue price per security</b></td> <td style="padding: 5px;">\$0.06 per Share</td> </tr> <tr> <td style="padding: 5px;"><b>Recipient of issue</b></td> <td style="padding: 5px;">Various sophisticated and professional investors introduced to the Company by the lead manager to the placement, Taylor Collison.</td> </tr> <tr> <td style="padding: 5px;"><b>Terms of securities</b></td> <td style="padding: 5px;">Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> </table>	<b>No. of securities issued</b>	39,063,727 Shares	<b>Issue price per security</b>	\$0.06 per Share	<b>Recipient of issue</b>	Various sophisticated and professional investors introduced to the Company by the lead manager to the placement, Taylor Collison.	<b>Terms of securities</b>	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
<b>No. of securities issued</b>	39,063,727 Shares								
<b>Issue price per security</b>	\$0.06 per Share								
<b>Recipient of issue</b>	Various sophisticated and professional investors introduced to the Company by the lead manager to the placement, Taylor Collison.								
<b>Terms of securities</b>	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.								

	<p><b>Use of funds raised</b> To fund the Company's acquisition of an equity stake in Fuel Powered Inc., as further explained in the Company ASX announcement dated 25 January 2018, and the Company's working capital requirements.</p> <p><b>Voting Exclusion</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	The Board recommends that shareholders vote in favour of Resolution 3C.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3C.

## 5. Approval of issue of options

<b>Resolution 4</b>	<b>Approval of issue of Lead Manager options</b>
<b>Explanation</b>	<p>Resolution 4 seeks shareholder approval for the issue of 5,000,000 options, each exercisable into a Share within 3 years from their date of issue, at an exercise price of \$0.09 (<b>Lead Manager Options</b>), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>The Lead Manager Options are proposed to be issued to Taylor Collison, the lead manager which facilitated the Company's February Placement, as part consideration for the capital raising services provided.</p> <p>If shareholders approve Resolution 4, the Company will be able to issue the Lead Manager Options (and underlying Shares) without using its 15% Placement Capacity.</p>
<b>Specific information required by ASX Listing Rule 7.3</b>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p><b>Maximum no. of Options to be issued</b> 5,000,000 Options</p> <p><b>Date by which shares will be issued</b> If shareholder approval is obtained for Resolution 4, the Company will issue the options as soon as is practicable after the General Meeting, or in any event no later than 3 months after the date of the General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p><b>Issue price per option</b> The Lead Manager Options will be issued for nil cash consideration.</p> <p><b>Recipient</b> Taylor Collison, or its nominee(s).</p> <p><b>Terms of options</b> Each Lead Manager Option will entitle its holder to acquire one Share in the Company on the following terms:</p> <ul style="list-style-type: none"> <li>▪ Exercise price: \$0.09</li> <li>▪ Expiry date: the date that is 3 years from the date of issue</li> </ul>

	<p>The Lead Manager Options will not be quoted on the ASX, but the underlying Shares issued upon the exercise of the Lead Manager Options will be quoted and will rank equally with all existing ordinary shares on issue in the Company.</p> <p>Refer to Annexure A for the detailed terms and conditions of the Lead Manager Options.</p> <p><b>Use of funds raised</b> The Lead Manager Options are being issued as part consideration for capital raising services provided by Taylor Collison. No funds will be raised from the issue of the Lead Manager Options as they are being issued for nil cash consideration.</p> <p>In the event that any funds are raised by the exercise of the Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Board recommends that shareholders vote in favour of Resolution 4.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

## 6. Approval of issue of shares to Director under capital raising placements

<b>Resolutions 5A-B</b>	<b>Approval for Director to participate in capital raising placements</b>
<b>Explanation</b>	<p>As announced to the ASX on 18 December 2017 and 25 January 2018, Director Yat Siu has agreed to support the Company's capital raising initiatives by participating in the December Placement and February Placement, subject to shareholder approval.</p> <p>Accordingly, shareholder approval is sought under Resolutions 5A and 5B for Director Yat Siu's related entity to subscribe for the following Shares:</p> <ul style="list-style-type: none"> <li>▪ Resolution 5A: 11,538,460 Shares on the terms of the December Placement (\$0.0130 per Share); and</li> <li>▪ Resolution 5B: 1,666,665 shares on the terms of the February Placement (\$0.06 per Share)</li> </ul>
<b>Reason for Resolutions 5A and 5B</b>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of Equity Securities to a related party of the company.</p> <p>As a Director, Mr Yat Siu and his associated entity Asyla Investments Limited are related parties of the Company. Accordingly, Resolutions 5A and 5B seek the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Asyla Investments Limited.</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued to Asyla Investments Limited will not deplete the Company's 15% Placement Capacity.</p>



<p><b>Specific information for Resolution 5A</b></p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p><b>Identification of recipients of Shares</b> Asyla Investments Limited</p> <p><b>Maximum Number of Shares to be issued</b> 11,538,460 Shares</p> <p><b>Date for issue and allotment of Shares</b> If shareholder approval is obtained for Resolution 5A, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p><b>Issue price per Share</b> The shares will be issued at an issue price of \$0.013 per share.</p> <p><b>Terms of securities</b> The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> The funds raised by the issue of these shares will be used for the Company's working capital requirements.</p>
<p><b>Specific information for Resolution 5B</b></p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p><b>Identification of recipients of Shares</b> Asyla Investments Limited</p> <p><b>Maximum Number of Shares to be issued</b> 1,666,665 Shares</p> <p><b>Date for issue and allotment of Shares</b> If shareholder approval is obtained for Resolution 5B, the Company will issue the shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.</p> <p><b>Issue price per Share</b> The shares will be issued at an issue price of \$0.06 per share.</p> <p><b>Terms of securities</b> The shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Use of funds raised</b> The funds raised by the issue of these shares will be used for the Company's working capital requirements.</p>
<p><b>Board Recommendation</b></p>	<p>The Board, with Mr Yat Siu abstaining on making a recommendation, recommends that shareholders vote in favour of Resolutions 5A and 5B.</p>
<p><b>Chairman's available proxies</b></p>	<p>The Chairman intends to vote all available proxies in favour of Resolutions 5A and 5B.</p>

## 7. Approval of issue of Performance Rights to Director

Resolution 6	Approval of issue of Performance Rights to Director
<p><b>Explanation</b></p>	<p>The Company seeks shareholder approval for the issue of Performance Rights, each to acquire one Share, to Dr Nigel Finch, or his nominee(s) pursuant to Company's Long Term Incentive Plan and as part of Dr Finch's remuneration.</p>
<p><b>Reason for grant</b></p>	<p>Dr Finch provides strategic and advisory consultancy services to the Company under the terms of a Consultancy Services Agreement. These services are outside the scope of typical Non-Executive Director responsibilities, and accordingly Dr Finch is entitled to receive monthly fees of \$5,500 as consideration for his consultancy and advisory services (<b>Monthly Fee Amount</b>).</p> <p>Given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Dr Finch has agreed to forego cash payment of his consultancy fees, and to be issued Performance Rights in lieu of these cash payments.</p> <p>Under the terms of the Consultancy Services Agreement, the Company has agreed to issue to Dr Finch Performance Rights to the value of the Monthly Fee Amount for each month of service.</p> <p>The Performance Rights will be issued under the Company's Long Term Incentive Plan and will each vest into an ordinary share in the Company subject to the achievement of specified performance hurdles, as follows:</p> <ul style="list-style-type: none"> <li>a) Over a three (3) month rolling period, maintaining or increasing the volume of coverage of the Company's activities by media, stockbroking or research analysts, or,</li> <li>b) Over a three (3) month rolling period, maintaining or increasing the volume of Shares traded on the ASX; or</li> <li>c) Over a three (3) month rolling period, maintaining or increasing the price of Shares traded on the ASX.</li> </ul> <p>The deemed issue price of the Performance Rights will be 80% of the volume weighted average market price for ordinary shares in the Company, calculated over the calendar month (or prorated portion thereof) in respect of which the Performance Rights are issued (<b>Issue Price</b>).</p> <p>The number of Performance Rights to be issued Dr Finch with respect to a given calendar month shall be calculated according to the following formula (with fractions rounded up to the nearest whole Performance Right, and subject to any applicable pro-rata adjustments):</p> <p><b><i>(Monthly Fee Amount / Issue Price)</i></b></p>
<p><b>ASX Listing Rules</b></p>	<p>The Company is required by ASX Listing Rule 10.14 to obtain shareholder approval to grant securities, including Performance Rights, to Dr Finch under the LTIP.</p> <p>In accordance with the ASX Listing Rules, shareholders are being asked under Resolution 6 to approve the grant of the Performance Rights to Dr Finch under the LTIP, and to the extent those Performance Rights vest, the underlying Shares</p> <p>Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if shareholder approval is obtained for Resolution 6, approval is not required for the purposes of ASX Listing Rule 7.1.</p>

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**Specific information required by ASX Listing Rule 10.15**

In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to shareholders:

**Maximum no. of Performance Rights to be issued**

The exact number of Performance Rights that will be granted to Dr Finch during the next 12 months cannot be calculated as at the date of this Notice as it depends the future price of the Company's shares. However, in accordance with the terms of Dr Finch's Consultancy Services Agreement, the maximum number of Performance Rights that may be issued to Dr Finch during any given calendar year (i.e. during the 12 months following the Meeting) will not exceed 10,000,000.

The number of Performance Rights to be issued Dr Finch with respect to a given calendar month shall be calculated according to the following formula (with fractions rounded up to the nearest whole Performance Right, and subject to any applicable pro-rata adjustments):

(Monthly Fee Amount / Issue Price), where:

Monthly Fee Amount = \$5,500; and

Issue Price = 80% of the volume weighted average market price for ordinary shares in the Company, calculated over the calendar month (or prorated portion thereof) in respect of which the Performance Rights are issued.

In any event, the maximum number of Performance Rights issued during the 12 months following the date of the Meeting shall not exceed 10,000,000.

**Acquisition Price**

As stated above, the deemed acquisition price of each Performance Right will be 80% of the volume weighted average market price for ordinary shares in the Company, calculated over the calendar month (or prorated portion thereof) in respect of which the Performance Rights are issued.

**Securities issued under the plan since last approval**

None.

**Persons who are entitled to participate in the plan**

The persons referred to in Listing Rule 10.14 who are entitled to participate in the LTIP are the Directors of the Company, being Mr David Kim, Mr David Brickler, Dr Nigel Finch and Mr Yat Siu.

**Terms any related loan**

There is no loan provided in relation to the acquisition of the Performance Rights by Dr Finch

**Issue date of Rights**

The Performance Rights will be granted to Dr Finch progressively over the 12 months after the date of the Meeting.

**Voting exclusion statement**

A voting exclusion statement applies to this item of business, as set out in the Notice.

<b>Board Recommendation</b>	The Board, with Dr Finch abstaining on making a recommendation due to his interest in the resolution, recommends that shareholders vote in favour of Resolution 6.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.

## 8. Approval of issue of shares under Proposed Placement

<b>Resolution 7</b>	<b>Approval of issue of Proposed Placement Shares</b>						
<b>Explanation</b>	Resolution 7 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 40,000,000 Shares during the 3 months after the Meeting, without using the Company's 15% placement capacity under ASX Listing Rule 7.1 ( <b>Proposed Placement</b> ).						
<b>Purpose of placement</b>	<p>The Company may seek to issue the Proposed Placement Shares for the following purposes:</p> <ul style="list-style-type: none"> <li>(a) As non-cash consideration for the acquisition of any new assets, businesses or investments; and/ or</li> <li>(b) To raise capital, which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking the capital raising(s) and for general working capital purposes.</li> </ul>						
<b>ASX Listing Rules</b>	<p>ASX Listing Rule 7.1 provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.</p> <p>The effect of Resolution 7 will be to allow the Company to issue up to 40,000,000 shares during the period of 3 months after the General Meeting without using the Company's 15% Capacity.</p>						
<b>Specific information for Resolution 7</b>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table border="0"> <tr> <td style="vertical-align: top;"><b>Maximum no. of shares to be issued</b></td> <td>40,000,000</td> </tr> <tr> <td style="vertical-align: top;"><b>Date by which shares will be issued</b></td> <td>The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.</td> </tr> <tr> <td style="vertical-align: top;"><b>Issue price per share</b></td> <td>The Shares under the Proposed Placement will be issued at an issue price or deemed issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.</td> </tr> </table>	<b>Maximum no. of shares to be issued</b>	40,000,000	<b>Date by which shares will be issued</b>	The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.	<b>Issue price per share</b>	The Shares under the Proposed Placement will be issued at an issue price or deemed issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.
<b>Maximum no. of shares to be issued</b>	40,000,000						
<b>Date by which shares will be issued</b>	The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.						
<b>Issue price per share</b>	The Shares under the Proposed Placement will be issued at an issue price or deemed issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.						

	<p><b>Basis on which allottees will be determined</b></p> <p><b>Terms of shares</b></p> <p><b>Use of funds raised</b></p> <p><b>Voting Exclusion Statement</b></p>	<p>The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends that the Shares will be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement, or the vendors of relevant assets or businesses being acquired by the Company, at the Board's discretion.</p> <p>Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Any funds raised under the Proposed Placement will be used to pay for costs associated with the Proposed Placement and for the purposes described above.</p> <p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<b>Proposed Placement facility to lapse if not utilised</b>	In the event that Resolution 7 is approved by shareholders, but not utilised by the Company, the Proposed Placement facility will lapse within 3 months after the date of the Annual General Meeting.	
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour Resolution 7.	
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour Resolution 7.	

## 9. Approval of 10% Placement Capacity

<b>Resolution 8</b>	<b>Approval of 10% Placement Capacity</b>
<b>General</b>	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of their issued capital by way of placements over a 12 month period, in addition to their ability to issue Equity Securities under ASX Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.</p> <p>Resolution 8 is a <b>special resolution</b>. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<b>Eligibility</b>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&amp;P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&amp;P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>

<p><b>Formula</b></p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out in ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;"><b><math>(A \times D) - E</math></b></p> <p>Where:</p> <p><b>A</b> is the number of ordinary shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;</li> <li>▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);</li> <li>▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% Placement Capacity without shareholder approval; and</li> <li>▪ less the number of shares cancelled in the previous 12 months.</li> </ul> <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% Placement Capacity</i></p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<p><b>Conditions of issue under the 10% Placement Capacity</b></p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.</li> </ol>
<p><b>Period of validity of shareholder approval</b></p>	<p>In the event that the Company obtains shareholder approval for Resolution 8, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of the Annual General Meeting; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</p> <p><b>(7.1A Placement Period)</b></p>

**Information to be provided to shareholders under ASX Listing Rule 7.3A**

<b>Minimum issue price</b>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.</li> </ul>
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<b>Risk of dilution to shareholders</b>	<p>If Resolution 8 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> <li>▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the Annual General Meeting; and</li> <li>▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.</li> </ul> <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> <li>▪ an issue price of \$0.064 per share, which was the closing price of the Company's shares on the ASX on 10 April 2018; and</li> <li>▪ the variable 'A' being calculated as the number of Shares on issue as at the date of this Notice, being 488,296,592.</li> </ul> <p>The table also shows:</p> <p>(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">VARIABLE 'A'</th> <th rowspan="2"></th> <th colspan="3">Dilution</th> </tr> <tr> <th>50% decrease in issue price \$0.032</th> <th>Issue price \$0.064</th> <th>100% increase in issue price \$0.128</th> </tr> </thead> <tbody> <tr> <td rowspan="2"><b>Current Variable 'A'</b> 488,296,592 shares</td> <td><b>10% voting dilution</b></td> <td align="center">48,829,659 shares</td> <td align="center">48,829,659 shares</td> <td align="center">48,829,659 shares</td> </tr> <tr> <td><b>Funds raised</b></td> <td align="center">\$1,562,549</td> <td align="center">\$3,125,098</td> <td align="center">\$6,250,196</td> </tr> <tr> <td rowspan="2"><b>50% increase in current Variable 'A'</b> 732,444,888 shares</td> <td><b>10% voting dilution</b></td> <td align="center">73,244,489 shares</td> <td align="center">73,244,489 shares</td> <td align="center">73,244,489 shares</td> </tr> <tr> <td><b>Funds raised</b></td> <td align="center">\$2,343,824</td> <td align="center">\$4,687,647</td> <td align="center">\$9,375,295</td> </tr> <tr> <td rowspan="2"><b>100% increase in current Variable 'A'</b> 976,593,184 shares</td> <td><b>10% voting dilution</b></td> <td align="center">97,659,318 shares</td> <td align="center">97,659,318 shares</td> <td align="center">97,659,318 shares</td> </tr> <tr> <td><b>Funds raised</b></td> <td align="center">\$3,125,098</td> <td align="center">\$6,250,196</td> <td align="center">\$12,500,393</td> </tr> </tbody> </table>	VARIABLE 'A'		Dilution			50% decrease in issue price \$0.032	Issue price \$0.064	100% increase in issue price \$0.128	<b>Current Variable 'A'</b> 488,296,592 shares	<b>10% voting dilution</b>	48,829,659 shares	48,829,659 shares	48,829,659 shares	<b>Funds raised</b>	\$1,562,549	\$3,125,098	\$6,250,196	<b>50% increase in current Variable 'A'</b> 732,444,888 shares	<b>10% voting dilution</b>	73,244,489 shares	73,244,489 shares	73,244,489 shares	<b>Funds raised</b>	\$2,343,824	\$4,687,647	\$9,375,295	<b>100% increase in current Variable 'A'</b> 976,593,184 shares	<b>10% voting dilution</b>	97,659,318 shares	97,659,318 shares	97,659,318 shares	<b>Funds raised</b>	\$3,125,098	\$6,250,196	\$12,500,393
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	<p>The table has been prepared on the following assumptions:</p> <ul style="list-style-type: none"> <li>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</li> <li>(b) no options to acquire shares on issue in the Company are exercised;</li> <li>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</li> <li>(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;</li> <li>(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% Placement Capacity under ASX Listing Rule 7.1;</li> <li>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and</li> <li>(g) the issue price is \$0.064 per share, being the closing price of the Company's shares on the ASX on 10 April 2018.</li> </ul>
<p><b>Period of validity</b></p>	<p>The Company will only issue and allot the Equity Securities during the 7.1A Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).</p>
<p><b>Reason for issue of shares under 10% Placement Capacity</b></p>	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> <li>(a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or</li> <li>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.</li> </ul> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>
<p><b>Allocation policy</b></p>	<p>The Company may not issue any or all of the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol>



	<p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>																																																	
<p><b>Previous approval</b></p>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A at its 2016 AGM on 29 May 2017.</p> <p>In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at the date that is 12 months prior to the Meeting, the Company had the following Equity Securities on issue:</p> <table border="1" data-bbox="459 904 1420 1039"> <thead> <tr> <th>Class of Equity Securities</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td> <td>390,637,274</td> </tr> <tr> <td>Unlisted options exercisable at \$0.20 each and expiring 23 Jan 2018</td> <td>2,366,025</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>393,003,299</b></td> </tr> </tbody> </table> <p>The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the Meeting, and the percentage they represent of the total number of Equity Securities on issue 12 months prior to the Meeting:</p> <table border="1" data-bbox="459 1189 1420 1361"> <thead> <tr> <th>Item</th> <th>Date of issue</th> <th>Class of Equity Securities</th> <th>No. issued</th> <th>% represented of total number of Equity Securities</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>27/12/17</td> <td>Ordinary shares</td> <td>43,461,530</td> <td>11.06%</td> </tr> <tr> <td>2</td> <td>1/02/18</td> <td>Ordinary shares</td> <td>54,197,788</td> <td>13.79%</td> </tr> <tr> <td></td> <td><b>TOTAL</b></td> <td></td> <td><b>97,659,318</b></td> <td><b>24.85%</b></td> </tr> </tbody> </table> <p>All ordinary shares issued by the Company in the 12 months prior to the Annual General Meeting have the same terms and rank equally in all respects with existing fully paid ordinary shares in the Company.</p> <p>Specific information in relation to each issue of Equity Securities during the 12 months prior to the Meeting is as follows:</p> <table border="1" data-bbox="450 1608 1458 2040"> <thead> <tr> <th>Item</th> <th>Reason for issue</th> <th>Recipients</th> <th>Use / intended use of funds</th> <th>Issue price per share</th> <th>Discount/premium to market price</th> <th>Total cash consideration</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Capital raising placement</td> <td>Sophisticated/institutional investors</td> <td>To fund the Company's first tranche of investment in Zeroth.ai., and for working capital purposes</td> <td>\$0.013</td> <td>-</td> <td>\$565,000</td> </tr> <tr> <td>2</td> <td>Capital raising placement</td> <td>Sophisticated/institutional investors</td> <td>To fund the Company's investment in Fuel Powered Inc, and for working capital purposes</td> <td>\$0.06</td> <td>25% discount</td> <td>\$3,251,867</td> </tr> </tbody> </table>	Class of Equity Securities	Number	Fully paid ordinary shares	390,637,274	Unlisted options exercisable at \$0.20 each and expiring 23 Jan 2018	2,366,025	<b>TOTAL</b>	<b>393,003,299</b>	Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities	1	27/12/17	Ordinary shares	43,461,530	11.06%	2	1/02/18	Ordinary shares	54,197,788	13.79%		<b>TOTAL</b>		<b>97,659,318</b>	<b>24.85%</b>	Item	Reason for issue	Recipients	Use / intended use of funds	Issue price per share	Discount/premium to market price	Total cash consideration	1	Capital raising placement	Sophisticated/institutional investors	To fund the Company's first tranche of investment in Zeroth.ai., and for working capital purposes	\$0.013	-	\$565,000	2	Capital raising placement	Sophisticated/institutional investors	To fund the Company's investment in Fuel Powered Inc, and for working capital purposes	\$0.06	25% discount	\$3,251,867
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	<p>The Company has raised a total of \$3,816,867 (before costs) through the issue of ordinary shares in the 12 months prior to the Meeting. Of these funds, approximately:</p> <ul style="list-style-type: none"> <li>(a) 491,000 has been spent on the Company's first and second tranches of investment in Zeroth.ai (refer to ASX announcement dated 18 December 2017);</li> <li>(b) \$752,000 has been spent on acquiring a controlling stake in Fuel Powered Inc (refer to ASX announcement dated 25 January 2018);</li> <li>(c) \$159,000 has been spent on fees associated with the 1 February 2018 capital raising placement;</li> <li>(d) \$166,000 has been spent on acquiring Tribeflame Oy (refer to ASX announcement dated 9 February 2018);</li> <li>(e) \$330,000 has been spent on earn-out payments related to the acquisition of Ticbits Oy (refer to ASX announcement dated 8 July 2016); and</li> <li>(f) \$686,000 has been spent on payments for staff costs</li> </ul> <p>As at the date of this Notice, approximately \$1,232,867 of the funds raised (after costs) have not yet been spent, on the assumption that operational expenditures are firstly funded by cash receipts from customers. It is intended the remaining funds not yet spent will continue to be used to fund acquisition opportunities, sales, marketing, technology enhancements and working capital requirements of the Company.</p>
<p><b>Ranking of shares</b></p>	<p>Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.</p>
<p><b>General information</b></p>	
<p><b>Voting Exclusion</b></p>	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<p><b>Board Recommendation</b></p>	<p>The Directors unanimously recommend that shareholders vote in favour of Resolution 8.</p>
<p><b>Chairman's available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8.</p>

## Definitions

<b>10% Placement Capacity</b>	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
<b>15% Placement Capacity</b>	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
<b>Company</b>	Means Animoca Brands Corporation Limited ACN 122 921 813.
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
<b>Director</b>	Means a Director of the Board of the Company.
<b>Equity Security</b>	Means: a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
<b>Key Management Personnel or KMP</b>	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
<b>Long Term Incentive Plan or LTIP</b>	Means the Company's Long Term Incentive Plan.
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.

-ENDS-

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## ANNEXURE A

### TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1. Each option entitles the holder (**Option Holder**) to subscribe for one (1) fully paid ordinary share (**Share**) in Animoca Brands Corporation Limited (the **Company**) at the exercise price of \$0.09 (**Option**).
2. The Options are exercisable from their date of issue up until 5.00pm (Melbourne time) on the third anniversary of their date of issue (**Expiry Date**). Any Options not exercised on or before the Expiry Date will automatically lapse.
3. The Option Holder may at any time prior to the Expiry Date give an exercise notice to the Company requiring the Company to issue Shares on exercise of the Options, accompanied by payment of the exercise price for each Option exercised.
4. If any Options are validly exercised, the Company shall issue to the Option Holder one (1) fully paid share for each Option exercised within seven (7) days from the date of receipt by the Company of payment of the exercise price in cleared funds.
5. All Shares in the Company issued on the exercise of Options will rank equally in all respects with the existing class of fully paid ordinary shares in the Company at the time of issue.
6. Unless the Directors of the Company determine otherwise, Options shall not be assignable or transferable other than by operation of law.
7. The Company will not apply to the Australian Securities Exchange (**ASX**) for quotation of the Options.
8. If the Company's Shares are quoted on the ASX, the Company shall apply for quotation on the ASX of all Shares issued pursuant to the exercise of Options as soon as reasonably practicable after their issue, but in any case within the time limit prescribed by the listing rules of the ASX (**Listing Rules**).
9. Option Holders may only participate in a new issue (**Issue**) of securities to holders of Shares in the Company if the Options have been exercised and Shares are issued in respect of the Options before the record date for determining entitlements to the Issue.
10. The Company must give Option Holders notice of any Issue before the record date for determining entitlements to the Issue, in accordance with the notice periods required by Listing Rules.
11. There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
12. If there is a bonus issue (**Bonus Issue**) to the eligible holders of Shares in the Company, the number of shares over which the Options are exercisable will be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
13. If prior to the Expiry Date, there is a re-organisation of the issued capital of the Company, the Options are to be treated in the manner set out in the Listing Rules.

# ANIMOCA BRANDS CORPORATION LIMITED

ACN: 122 921 813

**REGISTERED OFFICE:**

LEVEL 1  
61 SPRING STREET  
MELBOURNE VIC 3000

**SHARE REGISTRY:**

Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
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: **«HOLDER\_NUM**

**PROXY 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.

**VOTE ONLINE** Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

**«ONLINE»**

**SECTION A: Appointment of Proxy**

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9.30am (Hong Kong time) Monday 28 May 2018 Animoca Brands, Unit 411-415, Level 4, Cyberport 1, 100 Cyberport Road, Hong Kong SAR and at any adjournment of that meeting.

Important for Resolution 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**SECTION B: Voting Directions**

Please mark "X" in the box to indicate your voting directions to your Proxy.

RESOLUTION	For	Against	Abstain*	For	Against	Abstain*
1. Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Approval of issue of Lead Manager options	<input type="checkbox"/>	<input type="checkbox"/>
2A. Re-election of Mr David Brickler as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5A. Approval for Director to participate in December Placement	<input type="checkbox"/>	<input type="checkbox"/>
2B. Re-election of Mr Yat Siu as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5B. Approval for Director to participate in February Placement	<input type="checkbox"/>	<input type="checkbox"/>
3A. Ratification of issue of December Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Issue of Performance Rights to Director	<input type="checkbox"/>	<input type="checkbox"/>
3B. Ratification of issue of February 7.1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval for issue of Proposed Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>
3C. Ratification of issue of February 7.1A Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SECTION C: Signature of Security Holder(s)**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder:  Sole Director & Sole Company Secretary

Security Holder 2:  Director

Security Holder 3:  Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9.30am (Hong Kong time) on Saturday 26 May 2018.

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

#### Security Transfer Australia Pty Ltd

**Online** [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

**Postal Address** PO BOX 52  
Collins Street West VIC 8007

**Street Address** Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000

**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 security holders, 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.



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