

3 April 2019

ASX Announcement

FFG Draws Down 2nd Tranche Strategic Funding Facility

Reference is made to the ASX announcement by Fatfish Blockchain Limited (“**Fatfish**”, “**FFG**” or the “**Company**”) on 22 November 2018 regarding the Strategic Funding facility secured by the Company with US based investor, Arena Investors LP (“**Arena**”).

FFG wishes to update the market that it has today drawn down the second tranche funding of A\$1,200,000 from Arena, through the issuance of 1,200,000 convertible notes at A\$1.00 each which bear interest at a rate of 1% per annum.

As announced earlier the Strategic Funding facility secured from Arena will provide the Company with growth capital, allowing the Company to access further merger and acquisition opportunities. The growth capital will also allow the Company to further invest into, and expand its existing investee companies, which are showing promising traction.

As announced on 1 April 2019, following Arena's conversion of the first tranche convertible notes, Arena currently holds 48,892,618 ordinary shares in the Company, representing approximately 8.66% of the Company's outstanding shares.

– End –

About Fatfish Blockchain Limited

Fatfish Blockchain Limited (**ASX: FFG, US: FFTF**) is a publicly traded international venture investment and development firm. FFG partners with entrepreneurs and experienced executives to build and grow tech businesses via a co-entrepreneurship model. FFG focuses on emerging global technology trends, specifically FFG has been investing strategically across various sectors of **blockchain, fintech and consumer internet** technologies.

Fatfish is currently invested in the highly viable sectors of Blockchain and Consumer Internet:

- (i) **Blockchain Technology** – cryptocurrency exchange; cryptomining business, blockchain focussed fund management business; and



Fatfish Blockchain Limited

(ACN 004 080 460)
Level 4, 91 William Street
Melbourne VIC 3000
Australia

www.fatfish.co

- (ii) **Consumer Internet** – A portfolio of companies that focus on digital entertainment, fintech, e-commerce and enterprise software. The portfolio includes iCandy Interactive Ltd (ASX: ICI), Cloudeon Berhad (MYX: CLOUD), Beam Space, iFashion Group, Fatberry, Lunch Actually, iSecrets, Stilla, Wheelys and many others.

FFG operates from its international venture hubs located in Singapore, Kuala Lumpur and Stockholm.

For more details, please contact:

ir@fatfish.co or visit www.fatfish.co

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ASX Release

Appendix 3B & Cleansing Notice

Issue of Securities Pursuant to ASX Listing Rules, Notice Under Section 708A

Fatfish Blockchain Limited ("Company") wishes to advise it has issued 370,816 fully paid ordinary shares for a value of \$0.014 (1.4 cents) per share being the closing price the trading day prior to issue.

The shares have been issued as Tranche 2 and Tranche 3 of 8 Tranches as remuneration to Eugene Khoo, pursuant to an employment agreement between Mr Khoo and Fatfish Ventures Sdn Bhd.

No cash was raised in relation to the above share issue.

An Appendix 3B relating to the issue of the shares accompanies this announcement.

Notice Under Section 708A(5)(e)

The above mentioned shares were issued without disclosure to investors under Part 6D.2, in reliance on section 708A(5) of the Corporations Act.

The Company, as at the date of this notice, has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company and section 674 of the Corporations Act.

As at the date of this notice, there is no excluded information within the meaning of sections 708A(7) and (8) of the Corporations Act which is required to be disclosed by the Company.

– End –

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

FATFISH BLOCKCHAIN LTD

ABN

88 004 080 460

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | (a) Fully Paid Ordinary Shares
(b) Convertible Notes |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 370,816 Fully Paid Ordinary Shares
(b) 1,200,000 Convertible Notes |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully paid ordinary shares
(b) Convertible notes with a face value of \$1.00 each and convertible at the holder's discretion at a conversion price the higher of:
(i) The floor price of \$0.013; and
(ii) The lower of (a) 125% of the average closing price of the shares over 25 trading days immediately prior to the issue date of the Note being converted; and (b) 90% of the average of the closing prices of the Shares for any 5 consecutive trading days during the 25 trading days immediately preceding the last trading day before the conversion date. |

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Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) New shares to rank equally with existing listed ordinary shares</p> <p>(b) Convertible notes will rank equally from conversion. There is no entitlement to participate in the next dividend</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.014 per share</p> <p>(b) \$1 per convertible note</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Remuneration to employee of subsidiary pursuant to letter of employment.</p> <p>(b) Capital raising by issue of convertible notes</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>29 May 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>370,816 fully paid ordinary shares</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	Nil	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1: 88,030,246 Rule 7.1A: 59,005,781	
7	+Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.</small>	3 April 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		590,536,234	Ordinary shares

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	133,543,614	Unlisted options expiring 9 June 2019 exercisable at \$0.011 per option
	20,000,000	Unlisted options expiring 9 February 2020 exercisable at \$0.06 per option
	33,089,999	Unlisted options expiring 25 June 2021 exercisable at \$0.045 per option
	5,000,000	Unlisted options expiring 6 December 2021, exercisable at \$0.045 per option
	1,200,000	Convertible notes with a face value of \$1 each and a maturity date of 3 April 2020

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends are not payable on the Unlisted Options and convertible notes. Any ordinary shares issued pursuant to the valid exercise of the New Options and/or convertible notes will rank equally with the existing ordinary shares then on issue with respect to those dividends with a record date falling after the date of issue.
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Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A

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18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A.
21	Amount of any underwriting fee or commission	N/A.
22	Names of any brokers to the issue	N/A.
23	Fee or commission payable to the broker to the issue	N/A.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

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30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

38 Number of *securities for which *quotation is sought N/A.

39 *Class of *securities for which quotation is sought N/A.

40 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?

If the additional *securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another *security, clearly identify that other *security)

N/A.

42	Number and *class of all *securities quoted on ASX (including the *securities in clause 38)	
	Number	*Class
	N/A.	

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Director/Company secretary)

Date: 03/04/2019

Print name: Jiahui Lan
.....

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	462,454,681
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>300,000 (fully paid ordinary shares issued from the exercise of options)</p> <p>1,750,000 (fully paid ordinary shares issued from the exercise of options)</p> <p>1,000,000 (fully paid ordinary shares issued from the exercise of options)</p> <p>500,000 (fully paid ordinary shares issued from the exercise of options)</p> <p>500,000 (fully paid ordinary shares issued from the exercise of options)</p> <p>15,673,075 (fully paid ordinary shares issued from the exercise of options – announced 26 September 2018)</p> <p>33,089,999 (fully paid ordinary shares issued) Approved under LR 7.3</p> <p>33,892,618 (fully paid ordinary shares issued on conversion of convertible notes, included pursuant to Listing Rule 7.2, Exception 4)</p> <p>15,000,000 (fully paid ordinary shares – Ratified 28/02/2019)</p> <p>25,897,436 (fully paid ordinary shares issued on conversion of convertible note pursuant to Listing Rule 7.2, Exception 4)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	590,057,809

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	88,508,671
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>107,609 fully paid ordinary shares – announced 26 September 2018</p> <p>370,816 fully paid ordinary shares (as announced in this Appendix 3B)</p>
“C”	478,425
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	88,508,671
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	478,425
Total [“A” x 0.15] – “C”	88,030,246 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	590,057,809
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	59,005,781
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	59,005,781
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	0
Total ["A" x 0.10] – "E"	59,005,781 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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