



CODE OF CONDUCT FOR COMPANY DIRECTORS AND SENIOR EXECUTIVES

23 January 2015

INTRODUCTION

It is Company policy that Animoca Brands Corporation Limited (the Company) conducts its activities with integrity, honesty and high ethical standards at all times.

This code has been established by the Company to ensure that directors and senior executives are provided with clear guidelines when performing their duties on behalf of the Company.

POLICY

It is expected that directors and senior executives will actively promote the highest standards of ethics, honesty and integrity in carrying out their roles and responsibilities for the Company. In addition, in dealing with the Company's suppliers, competitors, customers, and other organisations with which they have contact, they will exercise fairness and integrity, and will observe the form and substance of the regulatory environment in which the Company operates.

At all times, directors and senior executives must act in the interests of the Company. They are therefore required to disclose any actual or perceived conflicts of interest, and to conduct themselves professionally and honestly in the resolution of such conflicts.

During the execution of their duties, directors and senior executives are privy to technical, financial and commercial information which is confidential to the Company. This information is the property of the Company and must not be divulged to others, except to comply with the law, without proper authorisation by the Company. Information relating to the activities of the Company, which is not publicly known, and which may have a material impact on the price of the Company's securities, must not be used for personal gain.

Directors and senior executives should ensure that the Company is properly managed so as to enhance the interests of shareholders and protect the Company's assets.

Directors will comply with the provisions of the Corporations Act in relation to the disclosure of Directors' benefits.