

Animoca Brands Corporation Limited
ACN 122 921 813

Notice of Meeting

Notice is given that the Meeting will be held at:

Time: 10.00 am (Hong Kong time)

Date: 16 July 2019

Place: Unit 417- 421
Level 4
Cyberport 1
100 Cyberport Road
Hong Kong SAR

Important

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00 am (Hong Kong time) on 14 July 2019.

Business of the Meeting

Agenda

1. Financial Statements and Reports

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2018, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Report for the financial year ended 31 December 2018."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – David Brickler

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 47(b) of the Constitution and for all other purposes, David Brickler, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. Resolution 3 – Election of Director – Christopher Whiteman

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 47(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Christopher Whiteman, a Director who was appointed as an additional Director on 25 June 2018, retires, and being eligible, is elected as a Director."

5. Resolution 4 – Election of Director – Holly Liu

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 47(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Holly Liu, a Director who was appointed as an additional Director on 26 June 2018, retires, and being eligible, is elected as a Director."

6. Resolution 5 – Approval to issue Shares as partial consideration for the Pixowl Acquisition

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 26,925,707 to the Pixowl Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 6 – Approval to issue Shares to Talenthouse

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,157,630 Shares to Talenthouse (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 7 – Approval to issue Shares to the Stryking Vendors

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,757,958 Shares to the Stryking Vendors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. Resolution 8 – Approval to issue Shares to Brinc

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,021,486 Shares to Brinc on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by

reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. Resolution 9 – Approval to issue Shares to Mind Fund

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 6,601,729 Shares to Mind Fund (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. Resolution 10 – Approval to issue Shares to Robert Yung in lieu of executive remuneration

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,167,543 Shares to Robert Yung (or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. Resolution 11 – Approval to issue Shares to Holly Liu in lieu of directors’ fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 518,157 Shares to Holly Liu (or her nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Holly Liu (and her nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

13. Resolution 12 – Approval to issue Shares to Christopher Whiteman in lieu of directors’ fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 520,967 Shares to Christopher Whiteman (or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Christopher Whiteman (and his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

14. Resolution 13 – Approval of the Director and Senior Management Fee and Remuneration Sacrifice Share Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the Director and Senior Management Fee and Remuneration Sacrifice Share Plan and the issue of Shares to participants under that plan, on the terms and conditions and in the manner set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (except one who is ineligible to participate in any employee incentive scheme of the Company) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

15. Resolution 14 – Approval to permit the participation of Yat Siu in the Director and Senior Management Fee and Remuneration Sacrifice Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Yat Siu (or his nominees) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Director and Senior Management Fee and Remuneration Sacrifice Share Plan or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

16. Resolution 15 – Approval to permit the participation of David Brickler in the Director and Senior Management Fee and Remuneration Sacrifice Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to David Brickler (or his nominees) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Director and Senior Management Fee and Remuneration Sacrifice Share Plan or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

17. Resolution 16 – Approval to permit the participation of Christopher Whiteman in the Director and Senior Management Fee and Remuneration Sacrifice Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Christopher Whiteman (or his nominees) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Director and Senior Management Fee and Remuneration Sacrifice Share Plan or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

18. Resolution 17 – Approval to permit the participation of Holly Liu in the Director and Senior Management Fee and Remuneration Sacrifice Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Holly Liu (or her nominee(s)) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Director and Senior Management Fee and Remuneration Sacrifice Share Plan or any associates

of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on this Resolution. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

19. **Resolution 18 – Approval to issue Shares to a related party – Placement participation**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,984,694 Shares to Asyla Investments Limited (an entity controlled by Director, Yat Siu) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Asyla Investments Limited or any of its associates including Yat Siu. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

20. **Resolution 19 – Ratification of prior issue of Shares under ASX Listing Rules 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 18,000,000 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

21. **Resolution 20 – Ratification of prior issue of Shares under ASX Listing Rule 7.1A**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,353,202 Shares to the vendors of TicBits Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Vendors of TicBits Ltd or any associates of the Vendors of TicBits Ltd being Fredrik Wahrman and Niklas Wahrman. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

22. **Resolution 21 – Ratification of prior issue of Shares under ASX Listing Rule 7.1A**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,394,930 Shares to certain sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

23. Resolution 22 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,625,193 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

24. Resolution 23 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,125,000 Shares to Atari Interactive Inc. on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Atari Interactive Inc. or any associates of Atari Interactive Inc. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

25. Resolution 24 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,500,000 Shares to Taylor Collison and their nominees on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Taylor Collison, or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

26. Resolution 25 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,854,880 Shares to nominees of Mind Fund on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of nominees of Mind Fund Group Ltd, or their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

27. Resolution 26 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 126,288 Shares to Wilhelm Taht on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Wilhelm Taht or any associates of Wilhelm Taht. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

28. Resolution 27 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,762,670 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

29. Resolution 28 – Approval to issue Placement Options to the Placement Participants

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 23,381,335 Placement Options to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

30. Resolution 29 – Approval to issue Shares to Tak Chun Lo under the Earn-In Agreement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,545,455 Shares to Tak Chun Lo (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

31. Resolution 30 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Equity Securities under this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their associates. However, the Company will not disregard a vote cast in favour of this Resolution if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 12 June 2019

By order of the Board

Julian Rockett
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company by telephone on +61 (0) 3 8622 3354.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on its website at www.animocabrands.com.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions as permitted by the Corporations Act.

2. Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Company or its directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. Resolution 2 – Election of Director – David Brickler

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

David Brickler, having been appointed by other Directors on 24 December 2014 and last re-elected by Shareholders on 28 May 2018, in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

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 & 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.

3.3 Independence

Mr Brickler has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Brickler will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Ms Liu and recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Election of Director – Christopher Whiteman

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Christopher Whiteman, having been appointed by other Directors on 25 June 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Whiteman is a corporate and commercial adviser with experience across multiple sectors including energy, resources and wealth management. Mr Whiteman has specific expertise in commercial negotiations, equity capital markets and deal structuring, investor and public relations, and strategic planning, gained through assignments with both public and private companies in Australia, the United Kingdom, and China. At leading independent corporate advisory firm Taylor Collison, Mr Whiteman originated and managed investment opportunities for an extensive client network, including inbound investment from Asia. Within the corporate landscape, Mr Whiteman has worked in senior roles with a number of Australia's leading energy companies, including Santos Limited and TXU Australia, and international companies Royal Dutch Shell and Credit Suisse First Boston. He holds a Bachelor's Degree in Economics from the University of Adelaide and a Graduate Diploma in Applied Finance and Investment from FINSIA.

4.3 Independence

Mr Whiteman has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Whiteman will be an independent director.

4.4 Board recommendation

The Board supports the re-election of Mr Whiteman and recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Election of Director – Holly Liu

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Holly Liu, having been appointed by other Directors on 26 June 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Ms Liu was named one of “10 Most Powerful Women in Gaming” by Fortune, and one of “12 Women in Gaming to Watch - Entrepreneurs’ Edition” by Forbes. She has significant industry experience. In 2016, she co-founded Kabam, a venture-backed mobile gaming company, where she led the design of the award-winning Kingdoms of Camelot franchise, which grossed over US\$250m in just four years. Other successful titles by Kabam include The Hobbit: Kingdoms of Middle-Earth and Marvel Contest of Champions. At Kabam, Ms Liu was instrumental in growing annual revenue from zero to US\$40m. She was also the founding mobile designer for the game extension “Battle for the North,” which made Kingdoms of Camelot the highest-grossing app for iPhone and iPad in 2012. The majority of Kabam’s assets were acquired by Netmarble, South Korea’s largest mobile gaming company. Two of Kabam’s remaining studios formed Aftershock, which was subsequently acquired by FoxNext for an undisclosed amount. Following her exit from Kabam and Aftershock, Ms Liu took on a role as a visiting partner at Y Combinator, an accelerator providing seed funding to nearly 2,000 start-ups with a combined value of over US\$80bn.

5.3 Independence

Ms Liu has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Ms Liu will be an independent director.

5.4 Board recommendation

The Board supports the re-election of Ms Liu and recommends that Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Approval to issue Shares as partial consideration for the Pixowl Acquisition

6.1 General

On 27 August 2018, the Company announced that it had entered into a share sale and purchase agreement (**Pixowl Agreement**) with Pixowl Inc. (a company incorporate in the state of Delaware, United States of America) (**Pixowl**), and the shareholders of Pixowl (**Pixowl Vendors**) pursuant to which the Company proposed to acquire 100% of the issued capital of Pixowl (**Pixowl Acquisition**).

The key terms of the Pixowl Agreement are set out in the Company’s notice of meeting for its general meeting held on 8 November 2018. The Company obtained Shareholder approval at this meeting to issue 54,074,080 Shares to the Vendors (or their nominees) as partial consideration for the Pixowl Acquisition. These Shares were issued on 13 December 2018. Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the remaining consideration Shares proposed to be issued under the Pixowl Agreement.

Under the Pixowl Agreement, each non-founding shareholder of Pixowl can elect, within 5 days after the date that is 3 months after completion of the Pixowl Acquisition (**Election Date**) whether they will receive (in proportion to their respective interest in Pixowl): (a) a total of 21,827,196 Shares; or (b) an amount of cash or Shares equal to USD\$1,260,728.30. If the latter option is chosen, the Company will have the option (at its sole discretion) to make payment of these amounts in cash or

Shares valued at the 15-day weighted average price (**WAP**) of Shares on the Election Date. As at the date of this Notice, the non-founding shareholders of Pixowl have not made an election.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 26,925,707 Shares. The intention of the Company is not to issue the maximum amount, rather, the Company will ultimately issue either:

- (a) 21,827,196 Shares; or
- (b) such number of Shares determined by the following formula:

Conversion Amount / 15-day WAP of Shares on the Election Date

Where:

Conversion Amount means the amount in AUD which equals USD\$1,260,728.30 based on the AUD/USD exchange rate at the Election Date.

WAP means weighted average price.

Election Date means the date a non-founding shareholder of Pixowl elects to receive (in proportion to its respective interest in Pixowl) an amount of Shares equal to USD\$1,260,728.30, being within 5 days after the date that is 3 months after completion of the Company's proposed acquisition of 100% of the issued capital of Pixowl.

If the Company elects to make payment in Shares equal to USD\$1,260,728.30, the final number of Shares proposed to be issued to the non-founding shareholders of Pixowl will depend on the 15-day WAP of Shares, and the AUD/USD exchange rate on the Election Date.

The table below shows the number of Shares that may be issued under Resolution 5 based on various WAPs and exchange rates on the Election Date.

	A\$ = US\$0.6243 (10% decrease)	A\$ = US\$0.6937 (as at 27 May 2019)	A\$= US\$0.7631 (10% increase)
A\$ equivalent of US\$1,260,728.30 (rounded up to nearest whole number)	2,019,428	1,817,397	1,652,115
	\$A0.075 (50% decrease)	\$A0.15 (as at 27 May 2019)	\$A0.225 (50% increase)
Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 5	26,925,707	12,115,980	7,342,734

Notes:

1. The Company notes that the above workings are an example only and the actual number of Shares issued may differ due to changes in the WAP or the AUD/USD exchange rate.
2. The closing price of Shares on the trading day before the date of this Notice was \$0.15.

6.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the maximum number of Shares to be issued is 26,925,707;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price per Share will be equal to the 15-day WAP of Shares on the Election Date but not less than \$0.075;
- (d) the Shares will be issued to the non-founding shareholders of Pixowl, none of whom are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares other than each non-founding shareholder of Pixowl agrees to only sell a maximum of 10% of their Shares per week at the then current bid price of Shares; and
- (f) no funds will be raised from the issue of the Shares as they will be issued as part consideration for the Pixowl Acquisition.

7. Resolution 6 – Approval to issue Shares to Talenthouse

7.1 General

On 29 March 2019, the Company announced that its subsidiary, Animoca Brands Limited (**Animoca Brands**) had entered into a stock purchase agreement (**Talenthouse Agreement**) with Talenthouse, Inc. (a Delaware corporation with a principal place of business in West Hollywood, California 90048) (**Talenthouse**) pursuant to which Animoca Brands proposes to acquire up to an aggregate of 848,413 shares of Talenthouse's preferred stock (**Talenthouse Shares**).

The total purchase price under the Talenthouse Agreement is US\$4,000,000 which comprises cash consideration and the issuance of shares in the capital of the Company (**Purchase Price**). The Purchase Price is payable pursuant to two 'closings' (being the **First Closing Date** and **Second Closing Date**), as follows:

- (a) on the First Closing Date, Animoca Brands will acquire:
 - (i) 198,413 Talenthouse Shares for US\$750,000 in cash;
 - (ii) 50,000 Talenthouse Shares for US\$250,000 in cash; and
 - (iii) 200,000 Talenthouse Shares for that number of shares in the capital of the Company equal to USD\$1,000,000 at an effective Share price of \$0.14 (based on the AUD/USD exchange rate as at 29 March 2019), being 10,078,816 Shares.
- (b) on the Second Closing Date, Animoca Brands will acquire:

- (i) 200,000 Talenthouse Shares for US\$1,000,000 in cash; and
- (ii) 200,000 Talenthouse Shares for that number of shares in the capital of the Company equal to USD\$1,000,000 at an effective Share price equal to the higher of \$0.14 or the 30-day VWAP of Shares on the date the Company sends written notice to Talenthouse that it is exercising its option to acquire an additional 400,000 Talenthouse Shares, with such election to be made on or before 15 June 2019 (**Notice Date**) (based on an AUD/USD exchange rate as at 29 March 2019).

Resolution 6 seeks Shareholder approval for the issue of 10,078,816 Shares to Talenthouse (or their nominees) on the First Closing Date and for the issue of up to 10,078,816 Shares to Talenthouse (or their nominees) on the Second Closing Date, comprising the consideration payable under Talenthouse Agreement. The final number of Shares proposed to be issued to Talenthouse on the Second Closing Date will depend on the 30-day VWAP of Shares on the Notice Date.

The table below shows the number of Shares that may be issued under Resolution 6 on the Second Closing Date based on certain VWAPs which (when multiplied by the number of Shares) equals A\$1,411,034.29 (being USD\$1,000,000, based on an AUD/USD exchange rate of 0.7087 as at 29 March 2019).

	\$0.14 (minimum issue price)	\$0.175 (25% increase)	\$0.21 (50% increase)
Maximum number of Shares which the Company could issue (rounded to the nearest whole number) on the Second Closing Date	10,078,816 Shares	8,063,053 Shares	6,719,211 Shares

Note: The Company notes that the above workings are an example only and the actual number of Shares issued on the Second Closing Date may differ where the 30-day VWAP on the Notice Date is higher than \$0.14.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 6 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the maximum number of Shares to be issued on the First Closing Date is 10,078,815 Shares and the maximum number of Shares to be issued on the Second Closing Date is 10,078,815 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the First Closing Date and Second Closing Date (as applicable);
- (c) the Shares issued on the First Closing Date will be issued at a deemed issue price of \$0.14. The Shares issued on the Second Closing will be issued at a deemed issue price of the higher of \$0.14 or the 30-day VWAP of Shares on the Notice Date (i.e. a minimum issue

price of \$0.14);

- (d) the Shares will be issued to Talenhouse (or its nominees), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for Animoca Brand's acquisition of 400,000 Talenhouse Shares.

8. Resolution 7 – Approval to issue Shares to the Stryking Vendors

8.1 General

On 4 April 2019, the Company announced that Animoca Brands had entered into a binding term sheet (**Stryking Agreement**) with Stryking Entertainment GmbH (a company organised in Germany) (**Stryking**), and the shareholders of Stryking (**Stryking Vendors**) pursuant to which Animoca Brands will acquire 100% of the issued capital of Stryking (**Stryking Acquisition**).

The key terms of the Stryking Agreement are as follows:

- (a) In consideration for the Stryking Acquisition, the Company will issue that number of Shares (**Consideration Shares**) to the Stryking Vendors equal in value to EUR 1,000,000 (being \$A1,575,795.78 based on a AUD/EUR exchange rate of 0.6346 as at 6 April 2019) at a deemed issue price of \$0.10 per Share.
- (b) The Company will provide Stryking a cash advance in the amount of EUR 100,000 to support Stryking's working capital requirements which will be treated as an advance on the funds to be allocated pursuant to a budget established by the parties to provide adequate funding for Stryking's operations.
- (c) Earn-out payments totalling a maximum of EUR 2,000,000 (approximately A\$1,580,000) are payable in cash or Shares to the Stryking Vendors, at Animoca Brands' sole discretion, upon Stryking achieving certain specified revenue milestones (**Milestones**) during the first 12-month period and second 12-month period (each a **Period**), calculated from 1 May 2019 (provided that Animoca Brands brings partnerships or deals to Stryking before 1 July 2019 and if it doesn't, then the first Period is calculated from 1 August 2019). In order for the Milestones to be met for either Period and the earn-out payments to be earned, Stryking must have at least broken even during that Period (such that the net profit, as shown in the audit accounts of Stryking, is not negative).

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 7 will be to allow the Company to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the maximum number of Consideration Shares to be issued is 15,757,958;
- (a) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX

Listing Rules) and it is intended that issue of the Shares will occur on the same date;

- (b) the deemed issue price will be \$0.10 per Consideration Share;
- (c) the Consideration Shares will be issued to the Stryking Vendors, none of whom are related parties of the Company;
- (d) the Consideration Shares issued will be fully paid ordinary shares in the capital of the Company and will be subject to voluntary escrow until the date that is 12 months from the date of issue; and
- (e) no funds will be raised from the issue as the Consideration Shares are being issued in consideration for the Stryking Acquisition.

9. Resolution 8 – Approval to issue Shares to Brinc

9.1 General

On 1 May 2019, the Company announced that Animoca Brands had entered into a mutual investment term sheet (**Brinc Agreement**) with Brinc Limited (a company organised in Hong Kong) (**Brinc**) to initiate a mutual investment whereby Brinc will exchange US\$750,000 worth of its shares for an equivalent value of shares in the capital of the Company, based on the higher of \$0.15 or the 7-day VWAP of Shares as at the date of the Meeting.

Resolution 8 seeks Shareholder approval for the issue of up to 7,021,486 Shares to Brinc. The table below shows the number of Shares that may be issued under Resolution 9 based on certain VWAPs which (when multiplied by the number of Shares) equals A\$1,053,223 (being USD\$750,000, based on an AUD/USD exchange rate of 0.7121 as at 1 April 2019).

	\$0.15 (minimum issue price)	\$0.1875 (25% increase)	\$0.225 (50% increase)
Maximum number of Shares which the Company could issue (rounded to the nearest whole number) pursuant to Resolution 8	7,021,486 Shares	5,617,189 Shares	4,680,991 Shares

Note: The Company notes that the above workings are an example only and the actual number of Shares issued may differ where the 7-day VWAP on the date of the Meeting is higher than \$0.15.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 8 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

9.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the maximum number of Shares to be issued is 7,021,486;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price will be the higher of \$0.15 or the 7-day VWAP of Shares as at the

- date of the Meeting (i.e. a minimum issue price of \$0.15);
- (d) the Shares will be issued to Brinc, who is not a related party of the Company;
 - (e) the Shares issued will be fully paid ordinary shares in the capital of the Company and will be subject to voluntary escrow until the date that is 24 months from the date of issue. Under the Brinc Agreement, Brinc also agrees to limit the resale of such Shares to 10% of such Shares per week; and
 - (f) no funds will be raised from the issue as the Shares are being issued in exchange for an equivalent value of shares in Brinc in accordance with the Brinc Agreement.

10. Resolution 9 – Approval to issue Shares to Mind Fund

10.1 General

On 11 April 2019, Animoca Brands entered into an investment and collaboration agreement (**Mind Fund Agreement**) with Mind Fund Group Ltd. (a company organised in the Cayman Islands) (**Mind Fund**) pursuant to which the parties will explore development of products arising from their collaboration in the following areas: wallet applications; Non-Fungible Token applications; blockchain gaming; and micro payment mechanisms and approaches.

Under the Mind Fund Agreement, Mind Find (or its nominees) will subscribe for 6,601,729 Shares in the Company (equal in value to US\$560,000) and the Company will use the funds received from Mind Find for the purpose of investing and developing commercially viable blockchain games and applications, by funding start-ups participating in the Helix Accelerator.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 9 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

10.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the maximum number of Shares to be issued is 6,601,729 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.1184 per Share;
- (d) the Shares will be issued to Mind Find (or its nominees), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company and will be subject to voluntary escrow until the date that is 4 months from the date of issue; and
- (f) the funds raised from the issue will be used for the purpose of investing and developing commercially viable blockchain games and applications, by funding start-ups participating in the Helix Accelerator.

11. Resolution 10 – Approval to issue Shares to Robert Yung in lieu of executive remuneration

11.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 10,167,543 Shares to Robert Yung (or his nominees) in lieu of executive remuneration of HK\$1,953,846 (A\$348,410) payable to Mr Yung in respect of the period from 6 September 2015 to 31 March 2019. This reflects Mr Yung's confidence in the Company going forward and his desire to assist the Company conserve as much cash as possible.

The number of Shares to be issued has been determined by applying a 25% discount to the VWAP of Shares during the relevant periods of accrual.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 10 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

11.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the maximum number of Shares to be issued is 10,167,543;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price will on average be \$0.03426689 per Share. The deemed issue price per period of accrual was equal to a 25% discount to the VWAP of Shares during that period.;
- (d) the Shares will be issued to Robert Yung (or his nominees), who is not a related party of the Company (Mr Yung is the Chief Executive Officer of the Company and is not a Director);
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from this issue as the Shares are proposed to be issued in lieu of executive remuneration payable to Mr Yung for the period from 6 September 2015 to 31 March 2019.

12. Resolutions 11 and 12 – Approval to issue Shares to Holly Liu and Christopher Whiteman in lieu of directors' fees

12.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 520,967 Shares to Christopher Whiteman (or his nominee(s)) and up to 518,157 Shares to Holly Liu (or her nominee(s)) (**Related Party Shares**) in lieu of director's fees payable to each of Mr Whiteman and Ms Liu in respect of the period from their appointment dates to 30 June 2019. This reflects Mr Whiteman's and Ms Liu's confidence in the Company going forward and their desire to assist the Company conserve as much cash as possible.

12.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Shares constitutes giving a financial benefit and Mr Whiteman and Ms Liu are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Whiteman and Ms Liu who have a material personal interest in Resolution 11 and 12 respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Shares because the issue of the Related Party Shares will be made in lieu of fees and entitlements payable to Mr Whiteman and Ms Liu in their capacity as non-executive Directors of the Company for the period from their respective appointment dates to 30 June 2019.

12.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

12.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 11 and 12:

- (a) the Related Party Shares will be issued to Christopher Whiteman (or his nominee) and Holly Liu (or her nominee);
- (b) a maximum of 520,967 Related Party Shares will be issued to Christopher Whiteman (or his nominee) and a maximum of 518,157 Related Party Shares will be issued to Holly Liu (or her nominee). The number of Related Party Shares to be issued to Christopher Whiteman (or his nominee) and Holly Liu (or her nominee) for the period up to 31 March 2019 is 395,967 and 393,157 respectively. The approval includes up to an additional 125,000 Shares to each of Christopher Whiteman (or his nominee) and Holly Liu (or her nominee) which is based on their quarterly Director's fees of \$12,500 each and a deemed issue price of \$0.10 per Share. The actual issue price will be based on the 30-day VWAP of Shares at the end of the quarter (i.e. up to 30 June 2019). Where that issue price is higher, then less Shares will be issued, and where that issue price is lower then the full 125,000 Shares will be issued and the balance of any Director fees owing will be paid in cash or continue to be accrued until further Shareholder approval is sought to issue Shares in lieu of that balance of Director's fees;

- (c) the Related Party Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Related Party Shares will occur on the same date;
- (d) the Related Party Shares will be issued in lieu of directors' fees payable to each of Christopher Whiteman and Holly Liu for the period from 25 June 2018 and 26 June 2018 respectively to 30 June 2019;
- (e) the deemed issue price of the Related Party Shares is based on the 30-day VWAP of Shares at the end of the quarter in which the fees accrued, being:
 - (i) \$0.049414255 for the quarter ended 30 June 2018;
 - (ii) \$0.098979817 for the quarter ended 30 September 2018;
 - (iii) \$0.100023716 for the quarter ended 31 December 2018;
 - (iv) \$0.097774185 for the quarter ended 31 March 2019; and
 - (v) not less than \$0.10 for the quarter ended 30 June 2019.
- (f) the Related Party Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to Mr Whiteman and Holly Liu (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

13. Resolutions 13 to 17 – Approval of the Director and Senior Management Fee and Remuneration Sacrifice Plan

13.1 General

The Board has recently prepared a Director and Senior Management Fee and Remuneration Sacrifice Share Plan (**Plan**) under which Directors and senior management of the Company who are eligible to be offered shares without prospectus disclosure (**Senior Managers**) may elect to sacrifice part, or all, of their directors' fees or executive remuneration to acquire Shares in the Company. If the relevant Director or Senior Manager elects to sacrifice part of their fee or remuneration, they will receive the remainder in cash. As such, the Shares will be issued for nil cash consideration and no funds will be raised as a result.

The Board considers that the issue of Shares to Directors and Senior Managers in lieu of cash payments for fees is reasonable in the circumstances given the necessity to maintain the Company's cash reserves. The Plan will also help to align the interests of Directors and Senior Managers with those of Shareholders by encouraging Director and Senior Manager Share ownership in the Company.

Resolution 13 seeks Shareholder approval of the Plan and to enable the Company to issue Shares pursuant to the Plan.

Resolutions 14 to 17 seek Shareholder approval for the issue of Shares to Directors under the Plan. Please note that Resolutions 13 to 17 will only be put to Shareholders at the Meeting if the Company obtains the ASX waivers referred to in Section 13.5(i).

If approved at the Meeting, any Shares issued pursuant to the approvals in Resolutions 14 to 17 must be issued within three years of the date of this Meeting.

If Resolution 13 is approved, but any of Resolutions 14 to 17 are not approved with respect to the specified Director, then that Director will be excluded from participating in the Plan (but approved Directors and Senior Managers can still participate). If Resolutions 14 to 17 are approved but Resolution 13 is not, then those Directors will be able to participate in the Plan, and the issue of Shares to those Directors (or their nominees) will not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1. If neither Resolution 13 nor Resolutions 14 to 17 are passed, then only Senior Managers of the Company (and not Directors) will be able to participate in the Plan and any Shares issued will count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

In the event Shareholder approval is not obtained for Resolutions 13 to 17, the fees or salaries that accrue to Directors will continue to be paid in cash.

The following information is provided to assist Shareholders in assessing Resolutions 13 to 17. This information has been provided in an aggregated form for ease of understanding as the information in respect of each Resolution is materially similar and to avoid the Notice being unnecessarily long.

13.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

ASX Listing Rule 7.1 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 13 is passed, the Company will be able to issue Shares under the Plan to eligible participants who are not covered by ASX Listing Rule 10.14 over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

13.3 ASX Listing Rules 10.14 and 10.15A

In addition to ASX Listing Rule 7.1, ASX Listing Rule 10.14 restricts the issue of securities under an employee incentive scheme to Directors without the prior approval of shareholders.

In order to comply with ASX Listing Rule 10.14, the notice convening the meeting at which approval will be sought must comply with either ASX Listing Rule 10.15 or 10.15A. Where shares may be issued later than 12 months following a meeting, the notice must comply with the requirements of ASX Listing Rule 10.15A. Accordingly, in order for Directors to participate in the Plan and be issued Shares later than 12 months following the Meeting, Shareholder approval is being sought for the purposes of ASX Listing Rule 10.14 and the information required by ASX Listing Rule 10.15A is set out below.

As required by the ASX Listing Rules (including Exception 9 of ASX Listing Rule 7.2 and ASX Listing Rule 10.15A), and to assist Shareholders in considering Resolutions 13 to 17, the Company provides the information below relation to the Plan.

13.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out at Section 12.2.

The issue of Shares under the Plan constitutes the giving of a financial benefit and each of Yat Siu, David Brickler, Christopher Whiteman and Holly Liu are related parties of the Company by virtue of being Directors.

The Directors (other than Yat Siu with regards to Resolution 14, David Brickler with regards to Resolution 15, Christopher Whiteman with regards to Resolution 16 and Holly Liu with regards to Resolution 17, due to their material personal interest in those Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares under the Plan because the proposed issue to the Directors is considered reasonable remuneration in the circumstances and will be made in lieu of fees and entitlements payable to the Directors which are negotiated on an arm's length basis, and the proposed issue to the Directors is also considered reasonable remuneration in the circumstances.

13.5 Principal terms of the Plan

Subject to Shareholder approval, it is proposed that present and future Directors and certain Senior Managers as chosen by the Board, be offered the opportunity to participate in the Plan and be able to elect to sacrifice part of their directors' fees or executive remuneration to acquire Shares under the Plan.

If Resolutions 13 to 17 are approved, it is anticipated that participation in the Plan will be made available to the Directors from 1 July 2019. Offers to participate may be extended to Senior Managers in the future as the Board considers appropriate.

The principal terms of the Plan are as follows:

(a) Participation

Participation in the Plan is voluntary. All Directors in office from time to time are eligible to participate (unless participation by a Director would be contrary to law or be unduly onerous). In the event that a Director elects to participate in the Plan, participation at the elected level (i.e. percentage of fees sacrificed) will be mandatory for the relevant quarter.

Where a Director has opted to participate in the Plan and, before the Shares relating to that period have been issued, the Director ceases to be a Director of the Company, the Director will either be issued a number of Shares or an amount in cash calculated based on the fees sacrificed up to the date on which the participant ceased to be a Director.

Currently there are four Directors who are each eligible to participate: Yat Siu (non-executive director), David Brickler (non-executive director), Christopher Whiteman (non-executive director) and Holly Liu (non-executive director).

Invitations to participate in the Plan may be extended to Senior Managers at the Board's discretion.

(b) Commencement date

Subject to Shareholder approval being obtained, the terms of the Plan commence from 1 April 2019 and the Directors can sacrifice their respective directors' fees from that date.

(c) Minimum and maximum participation

Participants in the Plan may elect the percentage (up to a maximum of 100%) of their annual directors' fees or executive remuneration (as applicable) they wish to sacrifice each quarter.

The Plan restricts payments being made if they would result in the Company exceeding:

- (i) the maximum aggregate remuneration for non-executive directors approved by Shareholders under ASX Listing Rule 10.17 from time to time; and
- (ii) an aggregate amount equal to 30% of the annual fees or executive remuneration (excluding any applicable superannuation or statutory entitlements) to which the executive Directors and Senior Managers of the Company may be entitled to for the quarter.

The Plan does not extend to amounts payable in respect of Goods and Services Tax (**GST**). If the Company is liable to pay GST to participating Directors in respect of the provision of services, then it will do so in cash.

(d) **Timing of acquisition and number of Shares**

Entitlement to Shares will accrue on a quarterly basis and the number of Shares to be issued will be determined at the end of each quarter based on the amount sacrificed divided by the volume weighted average price of the Company's Shares trading on the ASX over the 30 trading days immediately preceding the end of the quarter in which the fees or remuneration accrued.

Allocation of Shares will be made at six 3-month intervals. If the Company is unable to issue Shares at the end of a 3-month period without breaching the Company's share trading policy (**Share Trading Policy**) or an applicable law, Shares will then be issued as soon as practicable in compliance with the Share Trading Policy and all applicable laws.

(e) **Shares acquired**

Participating Directors and Senior Managers will receive fully paid ordinary shares in the Company that rank equally in all respects with other issued fully paid shares in the Company.

(f) **Restriction periods**

There will be no restriction period applicable to Shares issued under the Plan although Shares will only be issued and trading may only occur in compliance with the Company's Share Trading Policy and all applicable laws.

(g) **Acquisition costs**

It is not envisaged that there will be any costs to Directors or Senior Managers to acquire Shares under the Plan other than the sacrifice of applicable fees/remuneration. There will be no loan made available to Directors or Senior Managers in relation to the acquisition of Shares under the Plan.

If Shares are not able to be allocated to a participating Director or Senior Manager (e.g. because of legal impediments applicable at the time), the issue of Shares may be delayed or alternatively, at the Board's discretion, be paid to the Director or Senior Manager in cash.

(h) **Details of Shares issued under Plan**

As the Plan has not yet commenced, no Shares have yet been issued or otherwise acquired under it. Details of any Shares issued under the Plan will be published in the Company's Annual Report relating to the period in which Shares have been issued, with a statement that approval for the issue of Shares was obtained under ASX Listing Rule 10.14.

(i) **Waiver of Listing Rules**

The Company is in the process of seeking the following waivers from ASX in relation to the approval sought under Resolutions 13 to 17 (to permit Director participation in the Plan):

- (i) a waiver of Listing Rule 10.15A.2 to permit this Notice to omit the maximum number of Shares that may be acquired by Directors under the Plan (given that such details cannot be accurately determined at this time); and
- (ii) a waiver of Listing Rule 10.15A.8 to permit this Notice to state that the Plan applies to the Directors in office from time to time and who become entitled to participate in the Plan (rather than having to set out the names of all such people who may be or become eligible to participate in the Plan).

Resolutions 14 to 17 will be withdrawn if these waivers are not obtained from ASX prior to the Meeting.

13.6 Potential Shares to be issued under the Plan

Set out below are some examples of the number of Shares that may be issued to Directors and Senior Managers under the Plan, based on various assumed prices for Shares. These are examples only and Shareholders should be aware that the actual number of Shares to be issued to Directors and Senior Managers may vary, based on the prevailing Share price at the time the number of Shares to be issued is calculated, and the percentage of fees (or executive remuneration) each Director or Senior Manager elects to sacrifice.

The total amount of annual directors' fees and executive remuneration currently being paid to the eligible directors is \$115,000 (the Company does not currently have any executive directors).

If each of the Directors elect to sacrifice the maximum amount permitted for a 12 month period, this will result in a maximum salary sacrifice value of \$115,000 for all Directors (based on current director fees and executive remuneration). Based on a Share price of \$0.15 per Share (being the closing market price on 9 May 2019, being the last trading day prior to finalisation of this Notice), the total number of Shares that could be issued to Directors if they sacrificed the maximum permitted amount of their current fees would be 766,668. This would dilute current shareholders by approximately 0.10% (the Company currently has 784,607,094 Shares on issue). If the fees paid to each of the non-executive Directors are increased to the maximum currently permitted under ASX Listing Rule 10.17 (being \$250,000) then the total number of Shares that could be issued to the Directors would be 1,666,667. This would dilute current shareholders by approximately 0.21%.

Based on each current Director sacrificing all of their current fees for the 12 month period ending 31 December 2019 and a Share price of \$0.15 per Share (being the closing market price on 9 May 2019, being the last trading prior to finalisation of this Notice), each current Director will be issued approximately the number of Shares detailed below:

Director	Annual directors fees and salary paid to Director	Amount sacrificed during the period¹	Number of Shares to be issued (based on a price of \$0.135 per Share)
Yat Siu	Nil ²	Nil	Nil
David Brickler	\$15,000	\$15,000	100,000
Christopher Whiteman	\$50,000	\$50,000	333,334

Holly Liu	\$50,000	\$50,000	333,334
Total	\$115,000	\$115,000	766,668

Note:

1. This assumes the full amount of annual Director fees are sacrificed ignoring any deductions for PAYG withholdings which would not be sacrificed.
2. Yat Siu has agreed to waive his director fees.

The trading history of the Shares on the ASX in the 12 months preceding the preparation of this Notice is set out below. Based on the Share prices set out below and each Director sacrificing 100% of their current director's fees (resulting in a maximum salary sacrifice value of \$115,000), the number of Shares will increase or decrease and the existing Shareholders' holdings will be diluted as set out below.

	Date	Price	Number of Shares	Dilution
Highest	1 May 2019	\$0.17	676,471	0.09%
Lowest	30 May 2018	\$0.037	3,108,108	0.40%
Last	9 May 2019	\$0.15	766,667	0.1%

While the Plan provides for the number of Shares to be issued to be calculated at the end of each quarter during the period, it is not practical for such specific calculations to be made for the purposes of this Explanatory Statement (particularly because such calculations would be forward looking and inherently uncertain). Accordingly, for the purposes of the calculations set out in the tables above, it is assumed that the price used is the price for each quarter of the period.

14. Resolution 18 – Approval to issue Shares to Yat Siu – Placement participation

14.1 General

On 25 January 2019, the Company issued 63,020,123 Shares to sophisticated and professional investors at an issue price of \$0.098 per Share to raise approximately \$6,175,972 (before costs) (**Placement**).

The Company has agreed, subject to obtaining Shareholder approval, for Alysa Investments Limited (an entity controlled by Director, Yat Siu) to subscribe for 1,984,694 Shares on the same terms as those issued pursuant to the Placement to raise a further \$194,500.

14.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out at Section 12.2.

The Directors (other than Mr Siu who has a material personal interest in Resolution 18) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Alysa Investments Limited by way of participation in the Placement as the issue will be on the same terms as to unrelated parties of the Company.

14.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out at Section 12.3.

As the issue of Shares to Alysa Investments Limited pursuant to Resolution 18 involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11

is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

14.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 18:

- (a) the Shares will be issued to Alysa Investments Limited;
- (b) 1,984,694 Shares will be issued;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price of the Shares is \$0.098, being the same issue price of Shares to unrelated parties participating in the Placement (refer to Resolutions 21 and 22);
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) the funds will be used for working capital purposes.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares the subject of Resolution 18 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Siu (or his nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

15. Resolution 19 – Ratification of prior issue of Shares under ASX Listing Rules 7.1

15.1 General

On 16 April 2019, the Company issued 18,000,000 Shares at an issue price of \$0.10 per Share to raise \$1,800,000 pursuant to a strategic capital raising (as announced to ASX on 4 April 2019).

Resolutions 19 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 is set out in Section 6.2.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue the subject of Resolution 19, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

15.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 19:

- (a) 18,000,000 Shares were issued;

- (b) the issue price was \$0.10 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Placement Participants. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue will be used to pursue multiple business opportunities and for general working capital.

16. Resolution 20 – Ratification of prior issue of Shares under ASX Listing Rule 7.1A

16.1 General

On 16 April 2019, the Company issued 14,353,202 Shares to the vendors of TicBits Ltd. (**TicBits**) as earn-out and bonus payments payable under a share purchase agreement between the Company and TicBits pursuant to which the Company acquired 100% of the issued capital of TicBits (as announced to ASX on 4 July 2016).

Resolution 20 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares which were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A.

16.2 ASX Listing Rules 7.1A and 7.4

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

A summary of ASX Listing Rule 7.4 is set out in Section 15.1.

By ratifying the issue the subject of Resolution 20, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

16.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 20:

- (a) 14,353,202 Shares were issued;
- (b) the deemed issue price was \$0.0959 per Shares;

- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Fredreik Wahram and Niklas Wahran, neither of whom are related parties of the Company; and
- (e) no funds were raised from the issue as the Shares were issued as earn-out and bonus payments in accordance with a share purchase agreement between the Company and TicBits.

17. Resolutions 21 and 22 – Ratification of prior issue of Shares under ASX Listing Rules 7.1 and 7.1A

17.1 General

On 25 January 2019, the Company issued 63,020,123 Shares to sophisticated and professional investors at an issue price of \$0.098 per Share to raise approximately \$6,175,972 (before costs).

33,394,930 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A (which was approved by Shareholders at the annual general meeting held on 28 May 2018) and 29,625,193 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A

Resolutions 21 and 22 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

17.2 Resolution 21 – ASX Listing Rule 7.1A and 7.4

A summary of ASX Listing Rules 7.1A and 7.4 are set out in Sections 16.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 21, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

17.3 Resolution 22 – ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Sections 6.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 22, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

17.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 21 and 22:

- (a) 63,020,123 Shares were issued on the following basis:
 - (i) 33,394,930 Shares were issued pursuant to ASX Listing Rule 7.1A; and
 - (ii) 29,625,193 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) the Shares were issued at an issue price of \$0.098 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares other than 3,780,327 Shares which are subject to voluntary escrow until 25 July 2019;

- (d) the Shares were issued to new and existing sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue will be used toward working capital.

18. Resolution 23 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

18.1 General

On 25 January 2019, the Company issued 3,125,000 Shares to Atari Interactive Inc (**Atari**) as a recoupable and non-refundable advance of U\$250,000 in future consideration payable under a licence agreement (**Licence Agreement**) (as announced to ASX on 18 December 2018).

Resolution 23 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Sections 6.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 23, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

18.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 23:

- (a) 3,125,000 Shares were issued;
- (b) The deemed issue price was \$0.11 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued and are subject to the following voluntary escrow restrictions:
 - (i) 937,500 releasing on 28 February 2019;
 - (ii) 937,500 releasing on 31 May 2019; and
 - (iii) 1,250,000 releasing on 31 August 2019,
- (d) the Shares were issued to Atari, who is not a related party of the Company; and
- (e) no funds were raised from the issue as the Shares were issued as a recoupable and non-refundable advance of U\$250,000 in future consideration payable under the Licence Agreement.

19. Resolution 24 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

19.1 General

On 25 January 2019, the Company issued 2,500,000 Shares to Taylor Collison and their nominees for clearing performance hurdles.

Resolution 24 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 6.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 24, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

19.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 24:

- (a) 2,500,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration for clearing performance hurdles;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Taylor Collison and their nominees. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from the issue as the Shares were issued for clearing performance hurdles.

20. Resolution 25 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

20.1 General

On 16 November 2018, the Company issued 13,854,880 Shares under a strategic placement to nominees of Mind Fund to raise \$US1,000,000 (approximately A\$1,400,000), as further described in the Company's ASX announcement dated 15 October 2018.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Sections 6.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 25, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

20.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 25:

- (a) 13,854,880 Shares were issued;
- (b) the issue price was \$0.10 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company and are subject to the following voluntary escrow restrictions:
 - (i) 6,928,660 Shares escrowed until 3 October 2019;
 - (ii) 3,463,110 Shares escrowed until 11 October 2019; and
 - (iii) 3,463,110 Shares escrowed until 11 October 2020;
- (d) the Shares were issued to nominees of Mind Fund. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue were used toward working capital.

21. Resolution 26 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

21.1 General

On 16 November, the Company issued 126,288 Shares to Wilhelm Taht in lieu of advisor fees.

Resolution 26 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 12.2.

By ratifying the issue the subject of Resolution 26, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

21.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 26:

- (a) 126,288 Shares were issued;
- (b) the deemed issue price was \$0.099 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Wilhelm Taht who is not a related party of the Company; and
- (e) no funds were raised from the issue as the Shares were issued in lieu of advisor fees.

22. Resolution 27 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

22.1 General

On 4 April 2019, the Company announced a strategic capital raising of \$4,600,000 through the issue of 46,762,670 Shares, together with 1 Option (**Placement Option**) for every two Shares subscribed for and issued (total of 23,381 335 Placement Options), to the Placement Participants (**April Placement**).

On 16 April 2019, the Company issued 18,000,000 Shares to the Placement Participants using its placement capacity under ASX Listing Rule 7.1. Resolution 19 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

On 4 June 2019, the Company issued the balance of 28,762,670 Shares to the Placement Participants using its placement capacity under ASX Listing Rule 7.1. Resolution 27 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Sections 6.2 and 15.1 respectively.

By ratifying the issue the subject of Resolution 27, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

22.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 27:

- (a) 28,762,670 Shares were issued;
- (b) the issue price was \$0.10 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Placement Participants. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue will be used to pursue multiple business opportunities and for general working capital.

23. Resolution 28 – Approval to issue Placement Options to the Placement Participants

23.1 General

Resolution 28 seeks Shareholder approval to issue 23,381,335 Placement Options to the Placement Participants.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 28 will be to allow the Company to issue the Placement Options pursuant to the April Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

23.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 28:

- (a) the maximum number of Placement Options to be issued is 23,381,335;
- (b) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be nil per Placement Option as the Placement Options will be issued free attaching (on a 1:2 basis) with the Shares subscribed for and issued under the April Placement;
- (d) the Placement Options will be issued to the Placement Participants, none of whom are related parties of the Company;
- (e) the Placement Options will be issued on the terms and conditions set out in Schedule 1;
- (f) no funds will be raised from the issue of the Placement Options as they are being issued free attaching (on a 1:2 basis) with the Shares subscribed for and issued under the April Placement.

24. Resolution 29 – Approval to issue Shares to Tak Chun Lo under the Earn-In Agreement

24.1 General

On 2 October 2018, the Company announced that Animoca Brands had entered into an earn-in agreement (**Earn-In Agreement**) with Zeroth founder Tak Chun Lo to acquire a majority state in

Venture Class Limited, the operational company for the artificial intelligence accelerator Zeroth SPC. Total consideration under the Earn-In Agreement consists of \$1 million in cash earn-in and \$0.5 million in Shares based on a deemed issue price of \$0.11 per Share, being 4,545,455 Shares.

Resolution 29 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 4,545,455 Shares in satisfaction of an obligation under the Earn-In Agreement

A summary of ASX Listing Rule 7.1 is set out in Section 6.2.

The effect of Resolution 28 will be to allow the Company to issue these Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

24.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 29:

- (a) the maximum number of Shares to be issued is 4,545,455;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price will be \$0.11 per Share;
- (d) the Shares will be issued to Tak Chun Lo (or its nominees), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the issue as the Shares are being issued as consideration under the Earn-In Agreement.

25. Resolution 30 – Approval of 10% Placement Facility

25.1 General

ASX Listing Rule 7.1A provides that an "eligible entity" may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (**Additional Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Placement Capacity if Shareholders approve Resolution 30. The Board unanimously recommend that Shareholders vote in favour of Resolution 30.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

25.2 Description of ASX Listing Rule 7.1A

- (a) **Eligible entity**

Under the ASX Listing Rules, an "eligible entity" is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. As at the date of this Notice, the Company is an "eligible entity" as it is not included in the S&P 300 Index and has a current market capitalization of approximately \$117,691,064 (based on the number of Shares on issue and the closing price of Shares on ASX on 9 May 2019, being the last trading prior to finalisation of this Notice).

(b) **Special resolution**

The Additional Placement Capacity requires shareholder approval by way of a special resolution at an annual general meeting. This requires at least 75% of the votes to be cast in favour of the resolution by members entitled to vote on the resolution.

(c) **Securities which may be issued under the Additional Placement Capacity**

Under the Additional Placement Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue two classes of quoted Equity Securities, being fully paid ordinary shares (ASX Code: AB1) and Options (ASX Code: AB1O).

(d) **Minimum issue price**

The issue price of each Equity Security issued under the Additional Placement Capacity must be no less than 75% of the volume weighted average price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for the securities under the Additional Placement Capacity; or
- (ii) if the securities are not issued under the Additional Placement Capacity within 5 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.
- (iii) The Company will disclose this information when Equity Securities are issued under the Additional Placement Capacity.

(e) **Time period for issue**

The Equity Securities may be issued under the Additional Placement Capacity during the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting; or
- (ii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the date of that approval, after which date, an approval under ASX Listing Rule 7.1A will cease to be valid,

(Additional Placement Period).

(f) **Dilution risks**

If Equity Securities are issued under the Additional Placement Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 30 is approved); and
- (ii) the Equity Securities may be issued under the Additional Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 9 May 2019, being the last trading prior to finalisation of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 9 May 2019. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 9 May 2019.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.075 50% decrease in Issue Price	\$0.15 Issue Price	\$0.225 50% increase in Issue Price
907,571,090 (Current Variable A)	Shares issued - 10% voting dilution	90,757,109 Shares	90,757,109 Shares	90,757,109 Shares
	Funds Raised	\$6,806,783	\$13,613,566	\$20,420,350
1,361,356,635 (50% increase in Variable A)	Shares issued – 10% voting dilution	136,135,664 Shares	136,135,664 Shares	136,135,664 Shares
	Funds Raised	\$10,210,175	\$20,420,350	\$30,630,524
1,815,142,180 (100% increase in Variable A)	Shares issued – 10% voting dilution	181,514,218 Shares	181,514,218 Shares	181,514,218 Shares
	Funds Raised	\$13,613,566	\$27,227,133	\$40,840,699

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently Shares on issue comprising:
 - (a) 784,607,094 existing Shares as at the date of this Notice of Meeting; and
 - (b) 122,963,996 Shares which will be issued if Resolutions 5 to 12, 18, 27 and 29 are passed at this Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 9 May 2019.
3. The Company issues the maximum possible number of Equity Securities under the Additional Placement Capacity.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(g) **Purpose of issue under Additional Placement Capacity**

The Company may issue Equity Securities under the Additional Placement Capacity for the following purposes:

- (i) to provide non-cash consideration for new asset purchases or investments; or
- (ii) to raise cash to fund:
 - (A) general working capital expenses;
 - (B) activities associated with its current assets;
 - (C) repayment of debt; or
 - (D) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure ASX Listing Rules 7.1A.4 and 3.10.5A on issue of any Equity Securities issued pursuant to the approval sought by Resolution 30. If Equity Securities are issued for non-cash consideration, the Company will at the time of issue of the Equity Securities provide a valuation of the non-cash consideration that demonstrates that the issue price of the securities is at or above the minimum issue price, in accordance with the Note to ASX Listing Rule 7.1A.3. The Company intends to maintain the ability to issue securities under ASX Listing Rule 7.1A for non-cash consideration.

(h) **Allocation policy under the Additional Placement Capacity**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Placement Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining of the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and

(vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets

(i) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 May 2018 (**Previous Approval**).

The Company has issued 76,994,930 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 16 July 2018, the Company also issued a further 204,061,880 Shares, 21,428,573 unquoted Options, 33,823,543 and 33,823,543 quoted Options which represents approximately 57.64% of the total diluted number of Equity Securities on issue in the Company on 16 July 2018, which was 508,550,141.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

25.3 Voting exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 30.

Glossary

\$ or A\$ means Australian dollars.

Additional Placement Capacity has the meaning given to it in Section 25.1.

Animoca Brands means the Company's subsidiary, Animoca Brands Limited.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2018.

April Placement has the meaning given to it in Section 22.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Atari means Atari Interactive Inc.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Brinc means Brinc Limited, a company organised in Hong Kong.

Brinc Agreement has the meaning given to it in Section 9.1.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Animoca Brands Corporation Limited (ACN 122 921 813).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Earn-In Agreement has the meaning given to it in Section 24.1.

Election Date has the meaning given to it in Section 6.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

First Closing Date has the meaning given to it in Section 7.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Licence Agreement has the meaning give to it in Section 18.1..

Meeting means the meeting convened by the Notice.

Mind Fund means Mind Fund Group Ltd., a company organised in the Cayman Islands.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Pixowl means Pixowl Inc. (a company incorporated in the state of Delaware, United States of America).

Pixowl Acquisition means the Company's proposed acquisition of 100% of the issued capital of Pixowl, as described in Section 6.1.

Pixowl Agreement has the meaning given to it in Section 6.1.

Proxy Form means the proxy form accompanying the Notice.

Pixowl Vendors means the shareholders of Pixowl.

Placement Option means an Option on the terms and conditions set out in Schedule 1.

Placement Participants means various sophisticated and professional investors who agreed to subscribe for Shares under the strategic capital raising announced to ASX on 4 April 2019.

Purchase Price has the meaning given to it in Section 7.1.

Remuneration Report means the remuneration report set out in the Director's Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Second Closing Date has the meaning given to it in Section 7.1.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Stryking means Stryking Entertainment GmbH, a company organised in Germany, with principal address at Hessische Straße 11, 10115 Berlin, Germany.

Stryking Acquisition means Animoca Brands' proposed acquisition of 100% of the issued capital of Stryking, as described in Section 8.1.

Stryking Agreement has the meaning given to it in Section 8.1

Stryking Vendors means the shareholders of Stryking.

Talenthouse means Talenthouse, Inc. (a Delaware corporation with a principal place of business in West Hollywood, California 90048).

Talenthouse Agreement has the meaning given to it in Section 7.1.

Talenthouse Shares has the meaning given to it in Section 7.1.

US\$ means United States dollars.

Schedule 1 – Terms and conditions of Placement Options

(a) **Entitlement**

Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Placement Option will be \$0.125 (**Exercise Price**).

(c) **Vesting Notice and Vesting Date**

The Placement Options immediately vest and become exercisable by the holder into Shares subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company is reasonably satisfied that the holder has held the Shares issued to them under the April Placement for a period of 15 months from the date of issue (as applicable) (**Vesting Date**).

(d) **Expiry Date**

Each Placement Option will expire at 5:00 pm (EST) on the date that is 30 days after the Vesting Date (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Placement Options are exercisable at any time on and from the Vesting Date until the Expiry Date (**Exercise Period**).

(f) **Exercise Notice**

In order to exercise a Placement Option into Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Placement Option into Shares and pay the Exercise Price for each Placement Option being exercised in Australian currency by electronic fund transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.

If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Placement Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.

(l) **Change in exercise price**

A Placement Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.

(m) **Transferability**

The Placement Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2 – Issues of Equity Securities since 16 July 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 19 July 2018 Appendix 3B – 19 July 2018	83,600,000	Shares ²	<p>Issued to sophisticated and professional investors pursuant to a placement, as announced to ASX on 12 July 2018.</p> <p>40,000,000 Shares were issued pursuant to Shareholder obtained at the Company's annual general meeting held on 28 May 2018 and 43,600,000 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A.</p>	<p>\$0.05 per Share (discount of 29.58% to Market Price).</p> <p>Shares closed at \$0.071 on the last trading day prior to the issue.</p>	<p>Amount raised = \$4,180,000 Use of funds: The funds raised from the issue of these Shares were used to finance growth of the Company's artificial intelligence, blockchain and gaming business, as well as to provide working capital to support the Company's growth opportunities.</p>
Issue – 7 September 2018 Appendix 3B – 7 September 2018	14,285,715	Shares ²	<p>Issued to Sung Hung Kai & Co. Limited (Sung Hung Kai) pursuant to a placement, as announced to ASX on 15 August 2018.</p> <p>Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.</p>	<p>\$0.07 per Share (discount of 27.08% to Market Price).</p> <p>Shares closed at \$0.096 on the last trading day prior to the issue.</p>	<p>Amount raised = \$1,000,000 Use of funds: The funds raised from the issue of these Shares were used to research and develop novel products based on blockchain and artificial intelligence.</p>
Issue – 7 September 2018 Appendix 3B – 7 September 2018	7,142,715	Shares ²	<p>Issued to "Latgala" OU (JCS LATGALA) (Lymbo) pursuant to a placement, as announced to ASX on 15 August 2018.</p> <p>Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.</p>	<p>\$0.07 per Share (discount of 27.08% to Market Price).</p> <p>Shares closed at \$0.096 on the last trading day prior to the issue.</p>	<p>Amount raised = \$500,000 Use of funds: The funds raised from the issue of these Shares were used to research and develop novel products based on blockchain and artificial intelligence.</p>
Issue – 16 November 2018 Appendix 3B – 16 November 2018	13,854,880	Shares ²	<p>Issued to nominees of Mind Fund Group Ltd under a strategic placement, as announced to ASX on 15 October 2018.</p>	<p>\$0.10 per Share (premium of 23.46% to Market Price).</p> <p>Shares closed at \$0.081 on the last trading day prior to the issue.</p>	<p>Amount raised = \$138,548.80 Use of funds: The funds raised from the issue were used towards working capital.</p>

			Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.		
Issue – 16 November 2018 Appendix 3B – 16 November 2018	126,288	Shares ²	Issued to Wilhelm Taht in lieu of advisor fees. Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	No issue price (non-cash consideration)	Non-Cash Consideration: Issued in lieu of advisor fees. Current value ⁶ : \$18,943.20
Issue – 16 November 2018 Appendix 3B – 16 November 2018	6,400,000	Shares ²	Issued to Directors, Yat Siu and Holly Liu (or their nominees) pursuant to Shareholder approval obtained at the Company's general meeting held on 8 November 2018.	\$0.05 per Share (discount of 38.27% to Market Price). Shares closed at \$0.081 on the last trading day prior to the issue.	Amount raised = \$320,000 Use of funds: The funds raised from the issue of these Shares were used to finance growth of the Company's artificial intelligence, blockchain and gaming business, as well as to provide working capital to support the Company's growth opportunities.
Issue – 7 December 2018 Appendix 3B – 10 December 2018	33,823,543	Quoted Options ³	Issued to investors who subscribed for Shares under the Company's placement announced to ASX on 12 July 2018 (on the basis of 1 free attaching quoted Option for every 2 Shares subscribed for and issued). Issue approved by Shareholders at the Company's general meeting held on 8 November 2018.	Nil cash consideration (free attaching to Shares on a 1:2 basis)	Non-Cash Consideration: Issued free attaching with the Shares issued pursuant to the placement announced to ASX on 12 July 2018. Current value ⁶ : \$2,536,765.73
Issue – 13 December 2018 Appendix 3B – 13 December 2018	54,074,080	Shares ²	Issued to the shareholders of Pixowl Inc. as part consideration for the Company's acquisition of 100% of the issued capital of Pixowl Inc. Issue approved by Shareholders at the Company's general meeting held on 8 November 2018.	No issue price (non-cash consideration)	Non-Cash Consideration: Issued as part consideration for the Company's acquisition of 100% of the issued capital of Pixowl Inc. Current value ⁶ : \$8,111,112
Issue – 13 December 2018 Appendix 3B – 13 December 2018	14,285,715	Unquoted Options ⁴	Issued to Sung Hung Kai free attaching with Shares issued pursuant to a placement, as	Nil cash consideration (free attaching to Shares on a 1:1 basis)	Non-Cash Consideration: Issued free attaching with the Shares issued pursuant to a placement, as announced to ASX on 15 August 2018.

			announced to ASX on 15 August 2018 (on the basis of 1 unquoted Option for every Share subscribed for and issued). Issue approved by Shareholders at the Company's general meeting held on 8 November 2018.		Current value ⁶ : \$932,857.19
Issue – 13 December 2018 Appendix 3B – 13 December 2018	7,142,858	Unquoted Options ⁵	Issued to Lympo free attaching with Shares issued pursuant to a placement, as announced to ASX on 15 August 2018 (on the basis of 1 unquoted Option for every Share subscribed for and issued). Issue approved by Shareholders at the Company's general meeting held on 8 November 2018.	Nil cash consideration (free attaching to Shares on a 1:1 basis)	Non-Cash Consideration: Issued free attaching with the Shares issued pursuant to a placement, as announced to ASX on 15 August 2018. Current value ⁶ : \$428,571.48
Issue – 25 January 2019 Appendix 3B – 25 January 2019	63,020,123	Shares ²	Issued to new and existing sophisticated and professional investors. 33,394,930 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A and 29,625,193 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	\$0.098 per Share (discount of 1.01% to Market Price). Shares closed at \$0.099 on the last trading day prior to the issue.	Amount raised = \$6,175,972 Use of funds: The funds raised from the issue of these Shares will be used toward working capital.
Issue – 25 January 2019 Appendix 3B – 25 January 2019	3,125,000	Shares ²	Issued to Atari Interactive Inc pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	No issue price (non-cash consideration)	Non-Cash Consideration: Issued as consideration under a licence agreement, as announced to ASX on 18 December 2018. Current value ⁶ : \$468,750
Issue – 25 January 2019 Appendix 3B – 25 January 2019	374,807	Shares ²	Issued to consultant, James Ho pursuant to the Company's Long Term Incentive Plan approved by	No issue price (non-cash consideration)	Non-Cash Consideration: Issued in lieu of consultancy fees. Current value ⁶ : \$56,221.05

			Shareholders at the Company's general meeting held on 29 May 2017.		
Issue – 25 January 2019 Appendix 3B – 25 January 2019	2,500,000	Shares ²	Issued to Taylor Collison pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	No issue price (non-cash consideration)	Non-Cash Consideration: Issued to Taylor Collison for clearing performance hurdles. Current value⁶: 375,000
Issue – 16 April 2019 Appendix 3B – 18 April 2019	18,000,000	Shares ²	Issued to new and existing sophisticated and professional investors pursuant to a capital raising announced to ASX on 4 April 2019. Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	\$0.10 per Share (discount of 28.57% to Market Price). Shares closed at \$0.14 on the last trading day prior to the issue.	Amount raised = \$1,800,000 Use of funds: The funds raised from the issue will be used to pursue multiple business opportunities and for general working capital.
Issue – 16 April 2019 Appendix 3B – 18 April 2019	14,353,202	Shares ²	Issued to Fredreik Wahram and Niklas Wahran as earn-out and bonus payments under a share purchase agreement between the Company and TicBits Ltd. Issue was made pursuant to the Company's placement capacity under ASX Listing Rule 7.1.	\$0.0959 per Share (discount of 31.5% to Market Price). Shares closed at \$0.14 on the last trading day prior to the issue.	Non-Cash Consideration: Issued to the vendors of TicBits Ltd. In accordance with a share purchase agreement. Current value⁶: \$1,076,490.15
Issue – 16 April 2019 Appendix 3B – 18 April 2019	200,000	Shares ²	Issued on exercise of Options pursuant to ASX Listing Rule 7.2, exception 4.	\$0.07 per Share (discount of 50% to Market Price). Shares closed at \$0.14 on the last trading day prior to the issue.	Amount raised = \$14,000 Use of funds: The funds raised from the issue will be used toward working capital.
Issue – 4 June 2019 Appendix 3B – 4 June 2019 ⁸	28,762,670	Shares ²	To be issued to new and existing sophisticated and professional investors pursuant to a capital raising announced to ASX on 4 April 2019.	\$0.10 per Share (discount of approx. 33% to closing price of Shares on ASX as at 9 May 2019, being the last trading prior to finalisation of this Notice).	Amount raised = \$2,876,267 Use of funds: The funds raised from the issue will be used to pursue multiple business opportunities and for general working capital.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: AB1 (terms are set out in the Constitution).
3. Quoted Options, exercisable at \$0.07 on or before 7 September 2020. The full terms and conditions were disclosed in the notice of meeting for the Shareholder meeting held on 8 November 2018.
4. Unquoted Options, exercisable at \$0.09 on or before 5 December 2019. The full terms and conditions were disclosed in the notice of meeting for the Shareholder meeting held on 8 November 2018.
5. Unquoted Options, exercisable at \$0.09 on or before 5 June 2019. The full terms and conditions were disclosed in the notice of meeting for the Shareholder meeting held on 8 November 2018.
6. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.15) or Options (\$0.075) as the context requires on the ASX on 9 May 2019, being the last trading prior to finalisation of this Notice. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

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