



3 February 2017

Dear Shareholder

Notification to eligible shareholders of Entitlement Offer

On 1 February 2017, Animoca Brands Corporation Limited (**Company**) announced that it was seeking to raise new equity through a fully underwritten 4 for 5 accelerated non-renounceable entitlement offer (**Entitlement Offer**) of fully paid ordinary shares (**New Shares**) in the Company at a price of A\$0.03.

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act 2001 (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84).

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

Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders (as defined below) on the basis of 4 New Shares for every 5 existing shares held in the Company (**Entitlement**) as at 7pm (AEDT) on 6 February 2017 (**Record Date**).

Eligible Retail Shareholders will be able to take up their Entitlement as well as apply for additional New Shares. Further details about the Retail Entitlement Offer are set out in a retail offer booklet which will be made available on ASX's website in the coming days (**Retail Offer Booklet**).

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those who:

- (a) are registered as the holder of shares in the Company as at 7pm (AEDT) on the Record Date;
- (b) have a registered address on the share register of the Company in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States;
- (d) were not invited to participate (other than as a nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Our records indicate that you are an Eligible Retail Shareholder.

The Retail Entitlement Booklet

The purpose of this letter is to provide you with advance notice of some of the key concepts and terms of the Retail Entitlement Offer. The full details of the Retail Entitlement Offer are contained in the Retail Offer Booklet, which will be despatched to Eligible Retail Shareholders on or around 9 February 2017 and will be available at the ASX website on 6 February, accessible from the following link
<http://www.asx.com.au/>

As an Eligible Retail Shareholder, on or around 9 February 2017, you will be mailed a Retail Offer Booklet, together with an Entitlement and acceptance form which contains the full details of your Entitlement. You should read the Retail Offer Booklet clearly and in its entirety before deciding whether to participate in the Retail Entitlement Offer.

Key Dates for Eligible Retail Shareholders

Event	Date
Trading halt commences	1 February 2017
Announcement of Entitlement Offer	1 February 2017
Institutional Offer opens	2 February 2017
Institutional Shortfall Bookbuild	2 to 6 February 2017
Announcement of results of Institutional Entitlement Offer	6 February 2017
Trading halt lifted and trading resumes on an ex-entitlement basis	6 February 2017
Record date to identify shareholders entitled to participate in Retail Entitlement Offer	7pm on 6 February 2017
Settlement of Institutional Entitlement Offer	8 February 2017
Retail Entitlement Offer opens	9 February 2017
Quotation of Shares issued under Institutional Entitlement Offer	9 February 2017
Retail Entitlement Offer closes	27 February 2017
Announcement of results of Retail Entitlement Offer	28 February 2017
Settlement of Retail Entitlement Offer	28 February 2017
Issue of Shares under Retail Entitlement Offer	1 March 2017

Further information

For further information on the Retail Entitlement Offer you may call the Share Registry on 1300 992 916. You may wish to contact your stockbroker, accountant or other professional adviser should you have any queries regarding your eligibility.

On behalf of the Board and management of Animoca Brands Corporation Limited, we thank you for your continued interest and support of the Company.

Yours faithfully,



Robby Yung
Chief Executive Officer

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This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The entitlements and the New Shares offered in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up by persons in the United States and the New Shares may not be offered or sold in the United States, unless they have been registered under the U.S. Securities Act or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The entitlements and the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.