

**MSM Corporation International Ltd**  
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**NOTICE OF GENERAL MEETING**

**The General Meeting of the Company will be held at BDO  
Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW  
2000 on Friday, 22 June 2018 at 10.00am (AEST)**

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (03) 9015 4036.*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

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# MSM CORPORATION INTERNATIONAL LTD

ACN 002 529 160

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of MSM Corporation International Ltd (**Company**) will be held at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Friday, 22 June 2018 at 10.00am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on Wednesday, 20 June 2018 at 10.00am (AEST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Ratification of issue of November Placement Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,666,667 Shares on the terms and conditions 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, a person who participated in the issue or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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## 2. Resolution 2 - Ratification of issue of February Placement Shares under Listing Rule 7.1

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,000,000 Shares on the terms and conditions 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, a person who participated in the issue or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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## 3. Resolution 3 - Ratification of issue of February Placement Shares under Listing Rule 7.1A

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 36,000,000 Shares on the terms and conditions 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, a person who participated in the issue or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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#### 4. Resolution 4 - Approval of issue of February Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 February Placement Options on the terms and conditions in the Explanatory Memorandum."*

##### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any 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 entity) or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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#### 5. Resolution 5 - Approval of issue of February Placement Lead Manager Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Options to the Lead Manager (or its nominees) on the terms and conditions in the Explanatory Memorandum."*

##### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of the Lead Manager or its nominees, or any person who will obtain a material benefit, as a result of, the proposed issue, or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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## 6. Resolution 6 - Approval of issue of Committed Placement Securities

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 79,000,000 Shares and 19,750,000 Options to the Placement Subscribers (or their respective nominees) on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any 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 entity) or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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## 7. Resolution 7 - Approval of issue of Entitlement Offer Lead Manager Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 6,000,000 Options to the Lead Manager on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any 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 entity) or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

BY ORDER OF THE BOARD

Mr Mark Clements  
Company Secretary  
21 May 2018

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# MSM CORPORATION INTERNATIONAL LTD

ACN 002 529 160

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Friday, 22 June 2018 at 10.00am (AEST) (Meeting).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Ratification of issue of November Placement Shares
Section 4	Resolutions 2 and 3 - Ratification of issue of February Placement Shares
Section 5	Resolution 4 - Approval of issue of February Placement Options
Section 6	Resolution 5 - Approval of issue of February Placement Lead Manager Options
Section 7	Resolution 6 - Approval of issue of Committed Placement Securities
Section 8	Resolution 7 - Approval of issue of Entitlement Offer Lead Manager Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they

wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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### **3. Resolution 1 - Ratification of issue of November Placement Shares**

#### **3.1 Background**

On 28 November 2017, the Company completed a capital raising to raise a total of \$3.4 million (before costs) (**November Placement**) by way of a private placement comprising the issue of 22,666,667 Shares, at an issue price of \$0.15 per Share, to sophisticated and professional investors (**November Placement Shares**).

The November Placement Shares were issued under the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the ratification of the issue of the November Placement Shares.

#### **3.2 Listing Rules 7.1**

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.

#### **3.3 Listing Rule 7.4**

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

The effect of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set

out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **3.4 Specific information required by Listing Rule 7.5**

Pursuant to, and in accordance with, Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the November Placement Shares:

- (a) a total of 22,666,667 November Placement Shares were issued pursuant to the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the November Placement Shares were issued at an issue price of \$0.15 per Share;
- (c) the November Placement Shares were issued to the Lead Manager;
- (d) the November Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) the November Placement Shares were issued to sophisticated and professional investors, none of whom are a related party of the Company;
- (f) the proceeds from the issue of the November Placement Shares have been used for advertising and marketing spend to drive user acquisition and engagement, operating expenditure to further enhance the Megastar competition, and general working capital; and
- (g) a voting exclusion statement is included in the Notice.

### **3.5 Additional information**

The Board recommends that Shareholders vote in favour of Resolution 1. Resolution 1 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 1.

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## **4. Resolutions 2 and 3 - Ratification of issue of February Placement Shares under Listing Rules 7.1 and 7.1A.**

### **4.1 Background**

On 20 and 21 February 2018, the Company completed a capital raising to raise a total of \$1.72 million (before costs) (**February Placement**) by way of a private placement comprising the issue of 40,000,000 Shares, at an issue price of \$0.043 per Share, to sophisticated and professional investors (**February Placement Shares**).

The February Placement Shares were issued under the Company's placement capacity as follows:

- (a) 4,000,000 Shares under Listing Rule 7.1; and
- (b) 36,000,000 Shares under Listing Rule 7.1A.



Resolutions 2 and 3 seek the approval of Shareholders pursuant to Listing Rule 7.4 for the ratification of the issue of the February Placement Shares.

#### **4.2 Listing Rules 7.1 and 7.1A**

A summary of Listing Rule 7.1 is in Section 3.2 above.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 20 November 2017.

#### **4.3 Listing Rule 7.4**

A summary of Listing Rule 7.4 is in Section 3.3 above.

The effect of Resolutions 2 and 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

#### **4.4 Specific information required by Listing Rule 7.5**

Pursuant to, and in accordance with, Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the February Placement Shares:

- (a) a total of 40,000,000 February Placement Shares were issued as follows:
  - (i) 4,000,000 Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (ii) 36,000,000 Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the February Placement Shares were issued at an issue price of \$0.043 per Share, with one free-attaching Placement Option for every two Placement Shares issued (subject to Shareholder approval, the subject of Resolution 4);
- (c) the February Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the February Placement Shares were issued to sophisticated and professional investors each of whom are clients of the Lead Manager, none of whom are a related party of the Company;
- (e) the proceeds from the issue of the February Placement Shares have been and will be used for operating expenditures regarding the Company's competitions and associated products, advertising and marketing expenditure for continued user acquisition and retention, finalising negotiations with strategic, media industry partners regarding the

Megastar platform, designing and planning the establishment of a talent discovery, promotion, monetisation and management ecosystem as well as for general working capital; and

- (f) a voting exclusion statement is included in the Notice.

#### **4.5 Additional information**

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3. Resolutions 2 and 3 are ordinary resolutions. The Chair intends to exercise all available proxies in favour of Resolutions 2 and 3.

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## **5. Resolution 4 - Approval of issue of February Placement Options**

### **5.1 Background**

As part of the February Placement, the sophisticated and professional investors who subscribed for the February Placement Shares will be issued with one free-attaching quoted Option for every two February Placement Shares subscribed for under the Placement (**February Placement Options**). The February Placement Options will be exercisable at \$0.10 each on or before 7 November 2019.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to 20,000,000 February Placement Options to the sophisticated and professional investors who took part in the February Placement.

### **5.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **5.3 Specific information required by Listing Rule 7.3**

Pursuant to, and in accordance with, Listing Rule 7.3, the following information is provided in relation to the proposed issue of the February Placement Options:

- (a) the Company proposes to issue a maximum of 20,000,000 February Placement Options;
- (b) the February Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the February Placement Options are free-attaching to the Placement Shares and therefore will be issued at an issue price of nil;
- (d) the February Placement Options are to be issued to the sophisticated and professional investors who took part in the February Placement;

- (e) the February Placement Options are to be issued at an exercise price of \$0.10 each and exercisable on or before 7 November 2019, and otherwise on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the February Placement Options as are they are free-attaching to the February Placement Shares, however the proceeds from the February Placement are intended to be used as outlined in Section 4.4(e);
- (g) it is intended that the Placement Options will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

#### **5.4 Additional information**

The Board recommends that Shareholders vote in favour of Resolution 4. Resolution 4 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 4.

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## **6. Resolution 5 - Approval of issue of February Placement Lead Manager Options**

### **6.1 Background**

The Company has agreed to issue the Lead Manager 6,000,000 Options as partial consideration for the lead manager services provided in connection with the February Placement.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue these Options to the Lead Manager.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **6.3 Specific information required by Listing Rule 7.3**

Pursuant to, and in accordance with, Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Options to the Lead Manager of the February Placement:

- (a) the Company proposes to issue a maximum of 6,000,000 Options;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

- (c) the Options are as partial consideration for lead manager services provided in connection with the February Placement and therefore will be issued at an issue price of nil;
- (d) the Options are to be issued to the Lead Manager (or its nominees);
- (e) the Options are to be issued at an exercise price of \$0.10 each and exercisable on or before 7 November 2019, and otherwise on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Options as they are issued as partial consideration for lead manager services provided in connection with the February Placement, however the proceeds from the February Placement are intended to be used as outlined in Section 4.4(e);
- (g) it is intended that the Options will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

#### **6.4 Additional information**

The Board recommends that Shareholders vote in favour of Resolution 5. Resolution 5 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 5.

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## **7. Resolution 6 - Approval of issue of Committed Placement Securities**

### **7.1 Background**

The Company has entered into an agreements with the Placement Subscribers pursuant to which the Placement Subscribers have agreed to subscribe for, and the Company has agreed to issue, an aggregate of:

- (a) 79,000,000 Shares, at an issue price of \$0.043 per Share; plus
- (b) 19,750,000 free-attaching Options (on the basis of 1 free-attaching Option for every 4 Shares issued)

(together, **Committed Placement Securities**). The above terms are the same as the Company's proposed Entitlement Offer.

The Committed Placement Securities are intended to be issued as part of any Shortfall under the Entitlement Offer. To the extent that there is insufficient Shortfall, the Company is also seeking Shareholder approval for the issue of the Committed Placement Securities as a placement pursuant to Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Committed Placement Securities.

### **7.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **7.3 Specific information required by Listing Rule 7.3**

Pursuant to, and in accordance with, Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Committed Placement Securities:

- (a) the Company proposes to issue a maximum of 79,000,000 Shares and 19,750,000 Options as Committed Placement Securities;
- (b) the Committed Placement Securities will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Shares issued as Committed Placement Securities will have an issue price of \$0.043 each, with one free-attaching Option for every four Shares issued;
- (d) the Committed Placement Securities are to be issued to the Placement Subscribers (or their respective nominees), each of whom are clients of the Lead Manager;
- (e) the Shares issued as Committed Placement Securities will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Options issued as Committed Placement Securities are to be issued at an exercise price of \$0.10 each and exercisable on or before 7 November 2019, and otherwise on the terms and conditions set out in Schedule 2;
- (f) \$3,225,000 will be raised from the issue of the Committed Placement Securities, which are intended to be applied towards the Company's general working capital;
- (g) it is intended that the Committed Placement Securities will be issued as soon as practicable following the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

### **7.4 Additional information**

The Board recommends that Shareholders vote in favour of Resolution 6. Resolution 6 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 6.

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## **8. Resolution 7 - Approval of issue of Entitlement Offer Lead Manager Options**

### **8.1 Background**

The Company has agreed to issue the Lead Manager 6,000,000 Options as partial consideration for the lead manager services provided in connection with the Entitlement Offer.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue these Options to the Lead Manager.

## **8.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The effect of Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **8.3 Specific information required by Listing Rule 7.3**

Pursuant to, and in accordance with, Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Options to the Lead Manager of the Entitlement Offer:

- (a) the Company proposes to issue a maximum of 6,000,000 Options;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Options are as partial consideration for lead manager services provided in connection with the Entitlement Offer and therefore will be issued at an issue price of nil;
- (d) the Options are to be issued to the Lead Manager (or its nominees);
- (e) the Options are to be issued at an exercise price of \$0.10 each and exercisable on or before 7 November 2019, and otherwise on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Options as they are issued as partial consideration for lead manager services provided in connection with the Entitlement Offer;
- (g) it is intended that the Options will be issued following the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

## **8.4 Additional information**

The Board recommends that Shareholders vote in favour of Resolution 7. Resolution 7 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 7.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Committed Placement Securities** has the meaning given in Section 7.1.

**Company** means MSM Corporation International Ltd (ACN 002 529 160).

**Constitution** means the constitution of the Company as at the date of the Meeting.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Entitlement Offer** means the Company's non-renounceable pro-rata offer to eligible Shareholders on the basis of 1 new Share for every 5 Shares held on the record date, at an issue price of \$0.043 per new Shares, with one free-attaching Option to be issued for every four new Shares issued, pursuant to the Company's Prospectus dated 21 May 2018.

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**February Placement** has the meaning given in Section 4.1.

**February Placement Options** has the meaning given in Section 5.1.

**February Placement Shares** has the meaning given in Section 4.1.

**Lead Manager** means CPS Capital Group Pty Ltd (ACN 088 055 636).

**Lead Manager Options** has the meaning given in Section 6.1.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of general meeting.

**November Placement** has the meaning given in Section 3.1.

**November Placement Shares** has the meaning given in Section 3.1.

**Option** means an option to acquire a Share.

**Placement Subscribers** means strategic investors who are not related parties of the Company or associates of related parties of the Company.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.



## Schedule 2 - Terms and conditions of Options

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. **(Exercise Price and Expiry Date):** The Options are exercisable at \$0.10 each at any time up to 5.00pm (WST) on 7 November 2019 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
3. **(Exercise):** The Options are exercisable by delivering to the registered office of the Company a notice in writing (**Notice of Exercise**) stating the intention of the Option holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining.
4. **(Timing of issue of Shares upon exercise):** After an Option is validly exercised, the Company must as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the subscription monies due:
  - (a) issue the Shares;
  - (b) 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 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
  - (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 5 Business Days after the date of exercise of the Option;
5. **(Ranking of Shares):** Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
6. **(Transferability):** Subject to the Corporations Act, Constitution and the Listing Rules, the Options are transferable.
7. **(Quotation of Options):** The Company will apply to ASX for quotation of the Options.
8. **(Quotation of Shares on exercise):** The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
9. **(Participation rights):** The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the "record date" for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
10. **(Reorganisation):** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled

to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. **(Amendments):** There will be no change to the exercise price of the Options in the event the Company makes a pro rata rights issue of Securities.
12. **(Adjustments):** Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
13. **(Governing law):** These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

## LODGE YOUR VOTE ONLINE



### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.



## 2018 GENERAL MEETING - VOTING/PROXY FORM

I/We being shareholder(s) of MSM Corporation International Ltd and entitled to attend and vote hereby:

### APPOINT A PROXY



The Chairman of the meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **BDO Offices, Sydney, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Friday, 22 June 2018 at 10.00am (AEST)** and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

### VOTING DIRECTIONS

#### Agenda Items

		For	Against	Abstain*
1	Ratification of issue of November Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of issue of February Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of issue of February Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of issue of February Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of issue of February Placement Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of issue of Committed Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of issue of Entitlement Offer Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications,

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

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

### LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 20 June 2018 at 10.00am (AEST), being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033