

## SHORTFALL SHARE AND OPTION ISSUE

MSM Corporation International Limited ("MSM" or "the Company") (ASX: MSM) advises that it has allotted 42,000,000 fully paid ordinary shares (Shortfall Shares) and 10,500,000 listed \$0.10 options expiring 7 November 2019 on a 1 for 4 basis (Shortfall Options) in relation to the shortfall on the Entitlement Issue as announced 14 June 2018 and 20,000,000 listed \$0.10 options expiring 7 November 2019 on a 1 for 2 basis to participants pursuant to the placement announced 8 February 2018 (Placement Options) following shareholder approval at the general meeting held 22 June 2018<sup>1</sup>.

The Company has also issued 35,051 fully paid ordinary shares (Shares) to contractors following the completion of vesting conditions pursuant to the Company's Stock Incentive Plan and 3,176,037 fully paid ordinary shares and 794,010 listed \$0.10 options expiring 7 November 2019 (Entitlement Securities) to eligible shareholders to settle the balance of their shortfall commitment of \$136,570¹.

The Shortfall Shares and Shortfall Options form part of the binding agreements with strategic investors to take up to approximately \$3,397,000 worth of the shortfall (comprising 79,000,000 Shares and 19,750,000 attaching Quoted Options). The Company is continuing to settle the shortfall pursuant to these agreements.

The funds raised are intended to be used primarily for the following purposes:

- ongoing optimisation of the marketing and operation of existing competitions being operated by the Megastar platform
- establishing the Megastar India joint venture with Riva Digital FZ LLC;
- establishing Megastar joint ventures in additional markets;
- establishing content distribution agreements;
- legal and accounting costs to qualify MSM-US under Reg A+ of the US Securities Act.
- marketing in connection with the proposed strategic capital raisings within MSM-LIS.
- researching, partnering/acquiring and developing products that will drive users and or revenue to the Megastar platform; and
- general working capital and the costs of the Entitlements Offer.

### Significant Reduction in Expenditures

As announced on 8 February 2018, the Company has been highly focussed upon optimising expenditure on platform development, marketing and distribution whilst progressing toward the launch of the WWT2 competition, to generate maximum value for shareholders.

As part of this process, Ms Danika Mullins was contracted as an interim Chief Marketing Officer (CMO) based in MSM's San Francisco office to deliver a flexible, cost effective, and multi-dimensional approach to leveraging MSM's significant existing IP and technical capabilities, for the benefit of all users, both Performers and Fans.





Ms Mullins has held numerous senior marketing, communications, human resources, business development and investor relations focussed roles inside significant ASX listed companies, over the last eighteen years including: iiNet Ltd (ASX: IIN), Programmed Maintenance Services Ltd (ASX: PRG) incorporating both Integrated Group Ltd and subsidiary Total Marine Services, Humanis Group Ltd (ASX: HUM), Iluka Resources (ASX: ILU) and Adcorp Ltd (ASX: AAU).

In addition, as part of a far reaching overall operational review process, Software Developers Inc (SDI), a Silicon Valley based company specialising in app and online development and engineering projects, were appointed to perform an independent review of MSM's ongoing IP management and prompt a move toward a more flexible, low-cost, outsourced model to allow MSM to scale up when needed to execute and adapt quickly, while minimising costs.

## MSM Managing Director, Dion Sullivan commented;

"Our technology and IP remain cutting edge. To maintain our competitive advantage our focus is on improved execution, designing and implementing lean grassroots marketing and communications strategies aimed squarely at growth and monetisation."

## Mr Raj Srivastav, Founder and Technical Director of SDI commented:

"We are confident we can assist MSM in speeding up any additional development processes, provide additional resources where required to assist in launching new product iterations faster, all while ensuring the security, stability and cost effectiveness of all future technology and engineering requirements remains world class."



<sup>1</sup> As the "Placement Offer" and the "Shortfall Offer" (as those terms are defined in the Company's prospectus dated 21 May 2018, as supplemented by the supplementary prospectus dated 31 May 2018) remain open as at the date the Shares, Shortfall Shares, Shortfall Options, Placement Options and Entitlement Securities were issued, these securities have been "cleansed" in accordance with the provisions of section 708A(11)(b)(ii) of the Corporations Act. Any on-sale of the shares within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Act.

An Appendix 3B reflecting the revised capital structure following the issue of the securities has been released with this announcement.

# FOR FURTHER INFORMATION CONTACT:

Investor/Media queries:

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MSMCI's flagship product is Megastar, a global, mobile-first talent competition, featuring performers of any category, who competed to win one Million US Dollars, a role in a film and various other prizes. Winners are chosen by fans voting in the competition through the Megastar App.

The first Megastar competition launched in MSMCI's six core markets with the App available for download from the Apple and Google Stores. Additional Megastar competitions will subsequently launch in non-English speaking markets via partnering and licensing agreements.

Megastar was founded by Adam Wellisch and Dion Sullivan in February 2014 and listed on the Australian Securities Exchange becoming MSMCI (ASX:MSM) in January 2016. The Company is currently headquartered in Sydney, Australia and Oakland, California, USA.

Visit www.msmci.com to learn more or to sign up for the investor newsletter



# **Appendix 3B**

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

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

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

Name of entity

MSM Corporation International Limited

ABN

51 002 529 160

We (the entity) give ASX the following information.

## Part 1 - All issues

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

- +Class of +securities issued or to be issued
- (i) Fully Paid Ordinary Shares
- (ii) Fully Paid Ordinary Shares
- (iii) Fully Paid Ordinary Shares
- (iv) Quoted Options
- (v) Quoted Options
- (vi) Quoted Options
- Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- (i) 42,000,000 Fully Paid Ordinary Shares
- (ii) 35,051 Fully Paid Ordinary Shares
- (iii) 3,176,037 Fully Paid Ordinary Shares
- (iv) 794,010 Listed \$0.10 Options expiring 7 November 2019
- (v) 20,000,000 Listed \$0.10 Options expiring 7 November 2019
- (vi) 10,500,000 Listed \$0.10 Options expiring 7 November 2019
- **Principal** terms of the 3 +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- (i) Fully Paid Ordinary Shares
- (ii) Fully Paid Ordinary Shares
- (iii) Fully Paid Ordinary Shares
- (iv) Listed \$0.10 Options, expiring 7 November 2019
- (v) Listed \$0.10 Options, expiring 7 November 2019
- (vi) Listed \$0.10 Options, expiring 7 November 2019

<sup>+</sup> See chapter 19 for defined terms.

- 4 Do the \*securities rank equally in all respects from the \*issue date with an existing \*class of quoted \*securities?
  - If the additional \*securities do not rank equally, please state:
  - the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- (i) Yes, the Shares rank equally with the fully paid ordinary shares currently on issue
- (ii) Yes, the Shares rank equally with the fully paid ordinary shares currently on issue
- (iii)Yes, the Shares rank equally with the fully paid ordinary shares currently on issue
- (iv) No, shares issued upon exercise of options will rank equally with all other issued fully paid ordinary shares of the Company
- (v) No, shares issued upon exercise of options will rank equally with all other issued fully paid ordinary shares of the Company
- (vi) No, shares issued upon exercise of options will rank equally with all other issued fully paid ordinary shares of the Company
- 5 Issue price or consideration
- (i) \$0.043 per share
- (ii) Nil
- (iii) \$0.043 per share
- (iv) Nil
- (v) Nil
- (vi) Nil
- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)
- (i) Shortfall issued pursuant to the nonrenounceable Entitlement Offer announced 21 May 2018 and approved by shareholders at the general meeting held 22 June 2018
- (ii) Issue of fully paid ordinary shares in accordance with the Company's Stock Incentive Plan approved by shareholders at the annual general meeting held 29 November 2016
- (iii)Shortfall issued pursuant to the nonrenounceable Entitlement Offer announced 21 May 2018
- (iv) Shortfall issued pursuant to the nonrenounceable Entitlement Offer announced 21 May 2018
- (v) Option issue pursuant to the Placement announced 8 February 2018 and approved by shareholders at the general meeting held 22 June 2018
- (vi) Shortfall Option issue pursuant to the non-renounceable Entitlement Offer announced 21 May 2018 and approved by shareholders at the general meeting held 22 June 2018

<sup>+</sup> See chapter 19 for defined terms.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	20 November 2017
6c	Number of *securities issued without security holder approval under rule 7.1	Nil
6d	Number of *securities issued with security holder approval under rule 7.1A	Nil
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<ul> <li>(i) 42,000,000 Fully Paid Ordinary Shares approved by shareholders at the general meeting held 22 June 2018</li> <li>(ii) 35,051 Fully Paid Ordinary Shares in accordance with the Company's Stock Incentive Plan approved by shareholders at the annual general meeting held 29 November 2016</li> <li>(iii) Nil</li> <li>(iv) Nil</li> <li>(v) 20,000,000 Listed \$0.10 Options expiring 7 November 2019 approved by shareholders at the general meeting held 22 June 2018</li> <li>(vi) 10,500,000 Listed \$0.10 Options expiring 7 November 2019 approved by shareholders at the general meeting held 22 June 2018</li> </ul>
6f	Number of *securities issued under an exception in rule 7.2	(i) Nil (ii) Nil (iii) 3,176,037 Fully Paid Ordinary Shares (iv) 794,010 Listed \$0.10 Options expiring 7 November 2019 (v) Nil (vi) Nil
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	Nil

<sup>+</sup> See chapter 19 for defined terms.

6h	If *securities were issued und			der	
	rule	7.1A	for	non-c	ash
	conside	eration,	stat	e date	on
	which	v	aluat	ion	of
	conside	eration	was	released	to
	ASX M	arket Aı	nnoui	ncements	

N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

N/A

#### 7 +Issue dates

9

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.

(i) 4 July 2018

(ii) 22 June 2018

(iii) 5 July 2018

(iv) 5 July 2018

(v) 25 June 2018

(vi) 4 July 2018

8 Number and +class of all

+securities quoted on ASX (including the +securities in section 2 if applicable)

(including the \*securities in

section 2 if applicable)

Number and +class of all +securities not quoted on ASX

Number	+Class
475,594,628	Fully Paid Ordinary Shares
97,987,197	Quoted Options exercisable at \$0.10 on or before 7 November 2019
1,500,000	Options exercisable at \$0.043 on or before 2 May 2028, vesting 13 January 2019
900,000	Options exercisable at \$0.15 on or before 18 March 2020
8,000,000	Options exercisable at \$0.35 on or before 19 September 2018
3,500,000	Options exercisable at \$0.40 on or before 19 September 2019
3,500,000	Options exercisable at \$0.45 on or before 19 September 2019

<sup>+</sup> See chapter 19 for defined terms.

1,500,000	Options exercisable at \$0.55 on or before 19 September 2019
1,000,002	Options exercisable at \$0.125 on or before 18 March 2020
50,000,000	Class A Performance Shares
50,000,000	Class B Performance Shares
7,800,000	Class C Performance rights vesting in various tranches, expiring 29 December 2021
2,500,000	Class D Performance rights vesting in various tranches, expiring 29 December 2021
5,000,000	Class E Performance rights vesting in various tranches, expiring 29 December 2018
5,000,000	Class F Performance rights vesting in various tranches, expiring 29 December 2020
4,000,000	Class G Performance rights vesting in various tranches, expiring 20 November 2022
There is currently n	o dividend policy in

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

There is currently no dividend policy in place for the Company.

# Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A

+ See chapter 19 for defined terms.

14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A

<sup>+</sup> See chapter 19 for defined terms.

How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
<sup>+</sup> Issue date	N/A
Type of *securities (tick one)	
*Securities described in Part	:1
	nd of the escrowed period, partly paid securities that become fully paid, en restriction ends, securities issued on expiry or conversion of convertible
ies that have ticked box 3	34(a)
ional securities forming a new	v class of securities
	ion or
ents	
If the +securities are +equity	securities, the names of the 20 largest holders of the the number and percentage of additional *securities
If the *securities are *equity additional *securities, and the held by those holders  If the *securities are *equity	
If the *securities are *equity additional *securities, and to held by those holders  If the *securities are *equity *securities setting out the notation 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000	the number and percentage of additional *securities of securities, a distribution schedule of the additional number of holders in the categories
If the *securities are *equity additional *securities, and to held by those holders  If the *securities are *equity *securities setting out the notation 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	the number and percentage of additional *securities of securities, a distribution schedule of the additional number of holders in the categories the additional *securities
If the *securities are *equity additional *securities, and to held by those holders  If the *securities are *equity *securities setting out the notation 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over  A copy of any trust deed for	the number and percentage of additional *securities of securities, a distribution schedule of the additional number of holders in the categories the additional *securities additional *securities
	broker and accept for the balance?  How do security holders dispose of their entitlements (except by sale through a broker)?  *Issue date  **3 - Quotation of securities and the securities (tick one)  Type of *securities (tick one)  **Securities described in Part All other *securities  Example: restricted securities at the employee incentive share securities who securities  ies that have ticked box 3 ional securities forming a new indicate you are providing the information.

<sup>+</sup> See chapter 19 for defined terms.

Do the \*securities rank equally in 40 all respects from the +issue date N/A with an existing +class of quoted \*securities? If the additional \*securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment N/A 41 Reason for request for quotation Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another \*security, clearly identify that other +security) +Class Number +class of all N/A and 42 +securities quoted on ASX (including the \*securities in clause 38)

## **Quotation agreement**

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

• Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.

<sup>+</sup> See chapter 19 for defined terms.

- If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

**Mark Clements** 

Company Secretary 5 July 2018

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<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

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

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

## Part 1

Rule 7.1 – Issues exceeding 15% of capital  Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
<b>Add</b> t	ne following:	
	mber of fully paid <sup>+</sup> ordinary securities issued in that 12 onth period under an exception in rule 7.2	
	mber of fully paid <sup>+</sup> ordinary securities issued in that 12 onth period with shareholder approval	
	mber of partly paid <sup>+</sup> ordinary securities that became fully d in that 12 month period	
(i)	21 July 2017 Issue of shares	82,066
(ii)	17 August 2017 Issue of shares	279,276
iii)	17 August 2017 Issue of shares	51,360,000
(iv)	12 September 2017 Issue of shares	100,000
v)	20 September 2017 Issue of shares	7,169
vi)	1 October 2017 Issue of shares	7,608
(vii)	10 October 2017 Issue of shares	50,000
(viii)	31 October 2017 Issue of shares	21,500
(ix)	28 November 2017 Issue of shares	22,666,667
(x)	22 December 2017 Issue of shares	176,999
(xi)	5 January 2018 Issue of shares	687,102
(xii)	20 and 21 February 2018 Issue of shares	40,000,000
xiii)	23 February 2018 Issue of shares	273,405
xiv)	28 March 2018 Issue of shares	228,827
κv)	18 June 2018 Issue of shares	3,250,559
xvi)	22 June 2018 Issue of shares	35,051
(xvii)	4 July 2018 Issue of shares	42,000,000
(xviii)	5 July 2018 Issue of shares	3,176,037

- Include only ordinary securities here other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items

<sup>+</sup> See chapter 19 for defined terms.

Subtract the number of fully paid *ordinary securities cancelled during that 12month period	Nil
"A"	475,537,928
Step 2: Calculate 15% of "A"	1
"B"	0.15
	[Note: this value cannot be changed]
<b>Multiply</b> "A" by 0.15	71,330,689
Step 3: Calculate "C", the amount of pla 7.1 that has already been used	acement capacity under rule
Insert number of +equity securities issued or agreed to be issued in that 12 month period not counting those issued:	
Under an exception in rule 7.2	
Under rule 7.1A	
<ul> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>	
(i) 17 August 2017 Issue of performance rights	12,500,000
(ii) 17 April 2018 Issue of shares	56,700
<ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
"C"	12,556,700
Step 4: Subtract "C" from ["A" x "B"] to placement capacity under rule 7.1	calculate remaining
"A" x 0.15	74 000 000
Note: number must be same as shown in Step 2	71,330,689
Subtract "C"	40.550.700
Note: number must be same as shown in Step 3	12,556,700
<i>Total</i> ["A" x 0.15] – "C"	58,773,989 [Note: this is the remaining
	placement capacity under rule 7.1]

<sup>+</sup> See chapter 19 for defined terms.

# Part 2

Rule 7.1A – Additional placement ca	pacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"		
Note: number must be same as shown in Step 1 of Part 1	475,537,928	
Step 2: Calculate 10% of "A"		
"D"	0.10 Note: this value cannot be changed	
Multiply "A" by 0.10	47,553,792	
Step 3: Calculate "E", the amount of pla 7.1A that has already been used	cement capacity under rule	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A		
Notes:  This applies to equity securities – not just ordinary securities  Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed  Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained  It may be useful to set out issues of securities on different dates as separate line items		
"E"	Nil	
Step 4: Subtract "E" from ["A" x "D"] to placement capacity under rule 7.1A	calculate remaining	
"A" x 0.10 Note: number must be same as shown in Step 2	47,553,792	
Subtract "E"	Nil	
Note: number must be same as shown in Step 3		
<i>Total</i> ["A" x 0.10] – "E"	47,553,792 Note: this is the remaining placement capacity under rule 7.1A	

<sup>+</sup> See chapter 19 for defined terms.