
ESPORTS MOGUL ASIA PACIFIC LIMITED

ACN 148 878 782

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10.30am AEDT

DATE: Monday 29 January 2018

PLACE: Meeting Room, Level 31, 120 Collins Street Melbourne Victoria 3000

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.

If you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on (+61 8) 9429 8875.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of eSports Mogul Asia Pacific Limited ACN 148 878 782 (**Company**) will be held at:

Meeting Room
Level 31
120 Collins Street
Melbourne Victoria 3000
at 10.30 am (AEDT) on Monday 29 January 2018.

IMPORTANT INFORMATION

YOUR VOTE IS IMPORTANT

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

INTERPRETATION

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Melbourne, Victoria.

VOTING EXCLUSION STATEMENTS

Certain voting restrictions apply to the Resolutions as detailed beneath each Resolution in the Business of the Meeting section of this Notice.

VOTING ELIGIBILITY

The persons eligible to vote at the Meeting are those who are registered holders of shares in the Company at 10.30am (AEDT) on 27 January 2018.

A member can vote at the meeting:

- in person;
- by proxy;
- by attorney; or
- by corporate representative (if they are a corporate shareholder).

VOTING IN PERSON

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

VOTING BY PROXY

A member entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of the member. The person appointed as proxy may, but does not need to be, a member of the Company.

A member may appoint two proxies if they are entitled to cast two or more votes. Each proxy will require a separate proxy form. The member may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise one-half of the member's votes.

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

Where a proxy form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed must also be lodged with the Company.

HOW THE CHAIRPERSON WILL VOTE UNDIRECTED PROXIES

The Chairperson will vote undirected proxies held by him in favour of all Resolutions.

BUSINESS OF THE MEETING

1. RESOLUTION 1 – APPROVAL OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 40,000,000 fully paid ordinary shares to the party referred to, and on the terms and conditions described, in the Explanatory Statement accompanying this Notice of Meeting, be approved.”

Voting Exclusion: *The Company will disregard any votes cast on this Resolution 1 by or on behalf of:*

- *any person who participated in the issue of the shares identified in this Resolution; or*
- *any associate of any such person.*

However, the Company need not disregard a vote if:

- *it is cast by a person as 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.*

2. RESOLUTION 2 – APPROVAL OF PRIOR GRANT OF PERFORMANCE RIGHTS

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the grant of 90,000,000 performance rights to the parties referred to, and on the terms and conditions described, in the Explanatory Statement accompanying this Notice of Meeting, be approved.”

Voting Exclusion: *The Company will disregard any votes cast on this Resolution 2 by or on behalf of:*

- *any person who participated in the grant of the performance rights identified in this Resolution; or*
- *any associate of any such person.*

However, the Company need not disregard a vote if:

- *it is cast by a person as 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.*

3. RESOLUTION 3 – APPROVAL OF FUTURE GRANT OF PERFORMANCE RIGHTS

To consider and, if thought fit, to pass 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 grant of up to 10,000,000 performance rights to the parties referred to, and on the terms and conditions described, in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: *The Company will disregard any votes cast on this Resolution 3 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 grant of performance rights identified in this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- *any associate of any such person.*

However, the Company need not disregard a vote if:

- *it is cast by a person as 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.*

DATE: 20 December 2017

BY ORDER OF THE BOARD



**GEORGE LAZAROU
COMPANY SECRETARY
ESPORTS MOGUL ASIA PACIFIC LIMITED**

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 WHICH ARE THE SUBJECT OF THE BUSINESS OF THE MEETING.

1. RESOLUTION 1 – APPROVAL OF PRIOR ISSUE OF SHARES

1.1 Background

On 30 October 2017, the Company announced that it had entered into an agreement to acquire a 70% equity interest in Game Geek Pte Ltd. The consideration for the acquisition was the issue of 40,000,000 shares to the vendor (**Share Issue**).

The Share Issue was completed on 13 December 2017.

1.2 ASX Listing Rule Requirements

In general terms, ASX Listing Rule 7.1 provides that a company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in any 12-month period without the approval of shareholders (**15% Capacity**), subject to certain exceptions. The Share Issue was made within the Company's 15% Capacity.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's shareholders subsequently approve it.

The Company is seeking shareholder approval under ASX Listing Rule 7.4 to the Share Issue so as to reinstate its 15% Capacity and maintain flexibility to issue shares up to the 15% Capacity and take advantage of any opportunities that may arise in the next 12 months.

1.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *Number of securities issued*

The total number of securities issued under the Share Issue was 40,000,000 fully paid ordinary shares in the Company (**Relevant Shares**).

(b) *Issue price of securities*

The Relevant Shares were issued as consideration for the acquisition by the Company of a 70% equity interest in Game Geek Pte Ltd. No cash consideration was paid for the Share Issue.

(c) *Terms of the securities*

The Relevant Shares are fully paid ordinary shares in the Company and rank equally with the Company's existing shares on issue. The Company has applied for official quotation of the Relevant Shares.

(d) *Name of the person to whom the Company issued the securities*

Beyer Investments Pty Ltd ATF Beyer Investments Trust (which is not a related party of the Company)

(e) *The use or intended use of the funds raised*

No funds were raised by the Share Issue.

1.4 **Directors' recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

2. **RESOLUTION 2 – APPROVAL OF PRIOR GRANT OF PERFORMANCE RIGHTS**

2.1 **Background**

On 7 August 2017, the Company announced that it had entered into a platform partnership agreement with Razer. In connection with this arrangement, the Company announced that it would grant performance rights to employees and contractors, which would entitle the holders of those performance rights to acquire up to a total of 100 million fully paid ordinary shares in the Company (**Shares**) (subject to any appropriate adjustments if there are any reconstructions of the capital of the Company) on achieving the milestone of 300,000 registered users on Mogul Arena within a certain time after the performance rights are issued (**Performance Rights**).

On 19 December 2017, the Company granted to certain of its contractors, 90,000,000 Performance Rights which entitle them to acquire up to a total of 90,000,000 Shares (subject to appropriate adjustments if there are any reconstructions of the capital of the Company) subject to the registered user milestone referred to above being achieved (**Performance Right Grant**).

2.2 **ASX Listing Rule Requirements**

The Performance Right Grant was made within the Company's 15% Capacity.

The Company is seeking shareholder approval under ASX Listing Rule 7.4 to the Performance Right Grant so as to reinstate its 15% Capacity and maintain flexibility to issue shares up to the 15% Capacity and take advantage of any opportunities that may arise in the next 12 months.

The issue of Shares on exercise of the Performance Rights will fall within an exception to ASX Listing Rule 7.1 (being ASX Listing Rule 7.2, Exception 4, which provides that the issue of securities on conversion of convertible securities is an exception to the requirement for shareholder approval under ASX Listing Rule 7.1 if the convertible securities were issued in compliance with the ASX Listing Rules).

2.3 **ASX Listing Rule Disclosure Requirements**

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *Number of securities issued*

The total number of Performance Rights granted was 90,000,000, which entitles their holders to acquire up to 90,000,000 Shares (subject to certain adjustments if there are any reconstructions of the capital of the Company) on the vesting condition (described below) having been met (**Existing Performance Rights**).

(b) *Issue price of securities*

The Existing Performance Rights were granted for A\$0.00001 per Existing Performance Right. There is no further amount payable to acquire Shares on exercise of any of the vested Existing Performance Rights.

(c) *Terms of the securities*

The key terms of the Existing Performance Rights are as follows:

- Each Existing Performance Right entitles its holder to acquire one Share (subject to certain adjustments if there are any reconstructions of the capital of the Company) for nil exercise price upon the satisfaction of the vesting condition referred to below.
- The Existing Performance Rights will vest and become exercisable upon the Company achieving 300,000 registered users on Mogul Arena by 30 June 2019. If the Existing Performance Rights do not vest, they will automatically lapse (unless the board of directors of the Company (**Board**) waives the vesting condition in its absolute discretion).
- Vested Existing Performance Rights can be exercised from vesting until 14 July 2019.
- Shares issued on exercise of the Existing Performance Rights will, upon their issue, be credited as fully paid, rank equally for dividends and other entitlements where the record date is on or after the date of issue, and otherwise rank equally with existing issued Shares at the time of their issue. The Company will, as soon as practicable after the Shares are issued, apply for quotation of the Shares on ASX.
- The Existing Performance Rights are not transferable, except with the approval of the Board in its absolute discretion.
- The holders of the Existing Performance Rights are not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders without exercising the Existing Performance Rights before the record date for the relevant issue.
- If, prior to the exercise of an Existing Performance Right, the Company makes a pro-rata bonus issue to shareholders, the Existing Performance Right will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder of the Existing Performance Right had it been exercised prior to the record date for the bonus issue.
- If the Company undergoes any other reorganisation of capital, the terms of the Existing Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at that time.

(d) *Names of the persons to whom the Company issued the securities*

- Travis Howle
 - Robert E Connolly III
 - Tobias Guse
 - Sirimach Pty Ltd
 - Toots & Dooker Pty Ltd ATF O'Kane Family Trust
 - Cosmos24 Pty Ltd ATF The Cosmos24 Trust
 - Nepean838 Pty Ltd ATF The Nepean838 Trust
- (none of which is a related party of the Company)

- (e) *The use or intended use of the funds raised*

The purpose of the Performance Right Grant was not to raise funds. Therefore, only a nominal amount of \$900 was raised in total by the Performance Right Grant.

2.4 **Directors' recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

3. **RESOLUTION 3 – APPROVAL OF FUTURE GRANT OF PERFORMANCE RIGHTS**

3.1 **Background**

As mentioned in section 2.1 of this Explanatory Statement:

- the Company announced that it would grant 100,000,000 Performance Rights in connection with its arrangement with Razer; and
- 90,000,000 of these 100,000,000 Performance Rights have already been granted.

3.2 **ASX Listing Rule Requirements**

As mentioned in section 1.2 of this Explanatory Statement, in general terms, ASX Listing Rule 7.1 provides that a company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in any 12-month period without the approval of shareholders (**15% Capacity**), subject to certain exceptions.

The Company is seeking shareholder approval under ASX Listing Rule 7.1 to issue the remaining 10,000,000 Performance Rights (of the 100,000,000 referred to above).

3.3 **ASX Listing Rule Disclosure Requirements**

The following information is provided in accordance with ASX Listing Rule 7.3:

- (a) *Number of securities to be issued*

The maximum number of Performance Rights to be issued under this approval is 10,000,000 (**Additional Performance Rights**). Each Additional Performance Right will entitle its holder to acquire up to 1 Share (subject to certain adjustments if there are any reconstructions of the capital of the Company) on the vesting condition having been met.

- (b) *Date by which the securities will be issued*

The Additional Performance Rights will all be granted on the same date, which is expected to be 29 January 2018 (but in any event, will be no later than 3 months after the date of this Meeting).

- (c) *Issue price of securities*

The Additional Performance Rights will be granted for A\$0.00001 per Performance Right. There is no further amount payable to acquire Shares on exercise of any of the vested Additional Performance Rights.

(d) *Names of the persons to whom the Company will issue the securities*

- Marcus Bell
- Toots & Dooker Pty Ltd ATF O'Kane Family Trust

(neither of which is a related party of the Company)

(e) *Terms of the securities*

The Additional Performance Rights have the same terms as the Existing Performance Rights. A summary of their key terms is set out in section 2.3(c) of this Explanatory Statement.

(f) *The use or intended use of the funds raised*

The purpose of the grant of the Additional Performance Rights is not to raise funds. Therefore, only a nominal amount of \$100 will be raised in total by the grant of the Additional Performance Rights.

3.4 **Directors' recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

PROXY FORM

APPOINTMENT OF PROXY
ESPORTS MOGUL ASIA PACIFIC LIMITED
ACN 148 878 782

EXTRAORDINARY GENERAL MEETING

I/We

of

being a member of Esports Mogul Asia Pacific Limited entitled to attend and vote at the Extraordinary General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Extraordinary General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Extraordinary General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Extraordinary General Meeting to be held at 10:30 (AEDT), on Monday, 29 January 2018 at Meeting Room, Level 31, 120 Collins Street Melbourne Victoria 3000 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. If you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), and you wish to give the Chair specific voting directions on a Resolution, you should mark the appropriate box(es) opposite those Resolutions in the panel below (directing the Chair to vote for, against or to abstain from voting).

Voting on Business of the Extraordinary General Meeting

Resolution 1 – Approval of Prior Issue of Shares
Resolution 2 – Approval of Prior Grant of Performance Rights
Resolution 3 – Approval of Future Grant of Performance Rights

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

**ESPORTS MOGUL ASIA PACIFIC LIMITED
ACN 148 878 782**

Instructions for Completing Proxy Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate Proxy Form. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign. However, a Proxy Form signed by the member whose name appears first in the register but not by the other joint holder(s), will also be accepted as valid.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Extraordinary General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Extraordinary General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Extraordinary General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to PO Box 940, West Perth WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 9429 8888; or
 - (c) email to the Company at glazarou@citadelcapital.com.auso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid. If the Proxy Form is signed under power of attorney, evidence of the authority must also be received by this time.
6. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes will be disregarded.