
ESPORTS MOGUL ASIA PACIFIC LIMITED

ACN 148 878 782

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:30am Melbourne time

DATE: Friday 12 October 2018

PLACE: Board Room, Level 2, Professional Chambers
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:

Board Room
Level 2, Professional Chambers
120 Collins Street
Melbourne Victoria 3000
at 10:30am (Melbourne time) on Friday 12 October 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 (Melbourne time) on 10 October 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 UNDER LISTING RULE 7.1 – INVESTOR RELATIONS SERVICES

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 prior issue of 3,116,666 fully paid ordinary shares for investor relation services 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 in favour of 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 ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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 prior issue of 143,886,240 fully paid ordinary shares pursuant to a placement conducted by the Company 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 in favour of this Resolution 2 by or on behalf of:

- any person who participated in the issue of 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.

3. RESOLUTION 3 – APPROVAL OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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 prior issue of 101,113,760 fully paid ordinary shares pursuant to a placement conducted by the Company 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 in favour of this Resolution 3 by or on behalf of:*

- *any person who participated in the issue of 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.*

DATE: 7 SEPTEMBER 2018

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 UNDER LISTING RULE 7.1 – INVESTOR RELATIONS SERVICES

1.1 Background

Intuitive services

On 8 March 2018 and 17 August 2018, the Company issued a total of 825,000 fully paid ordinary shares (**Shares**) pursuant to a Consulting Agreement between the Company and Intuitive Pty Ltd (ACN 094 887 948) (**Intuitive**), dated 1 March 2018 (**Intuitive Agreement**). Under the Intuitive Agreement, Intuitive agreed to provide corporate affairs and international investor relations services to the Company. The term of the Intuitive Agreement is 12 months commencing on 1 March 2018, with a right for either party to terminate the agreement on three months' notice.

The 825,000 Shares were issued to certain persons nominated by Intuitive in the Intuitive Agreement, and forms part of the consideration payable for Intuitive's services.

StocksOnline services

On 4 April 2018, the Company issued 2,291,666 Shares pursuant to an agreement between the Company and StocksOnline Pty Ltd (ACN 616 724 559) (**StocksOnline**), dated 27 March 2018 (**StocksOnline Agreement**). Under the StocksOnline Agreement, StocksOnline agreed to provide certain media and investor relations services to the Company for a period of 12 months.

The 2,291,666 Shares were issued to StocksOnline as part of the consideration payable for StocksOnline's services.

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 issue of 825,000 Shares to Intuitive's nominees and 2,291,666 Shares to StocksOnline (**Investor Relations Services Share Issue**) as described above 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 Investor Relations Services Share Issue so as to refresh its 15% Capacity to the extent of the Investor Relations Services Share Issue 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 Investor Relations Services Share Issue was 3,116,666 (being 825,000 plus 2,291,666) fully paid ordinary shares in the Company (**Relevant Shares**).

(b) *Issue price of securities*

As mentioned above:

- 825,000 of the Relevant Shares were issued as consideration for corporate affairs and international investor relations services provided (and to be provided) to the Company by Intuitive under the Intuitive Agreement; and
- 2,291,666 of the Relevant Shares were issued as consideration for media and investor relations services provided (and to be provided) to the Company by StocksOnline.

No cash consideration was paid for the issue of the Relevant Shares.

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

Intuitive services

Peter Nesveda – 750,000 Shares

Joan Woodington – 75,000 Shares

StocksOnline services

StocksOnline Pty Ltd – 2,291,666

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

No funds were raised by the issue of the Relevant Shares.

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. RESOLUTIONS 2 AND 3 – APPROVAL OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 Background

On 18 June 2018, the Company announced a placement of 245,000,000 fully paid ordinary shares to sophisticated and institutional investors at 1.8 cents per Share (**Placement Shares**), raising \$4.41 million (**Placement**). The Company issued the Placement Shares on 25 June 2018.

2.2 ASX Listing Rule Requirements

As mentioned above in relation to Resolution 1, 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.

In addition, ASX Listing Rule 7.1A provides that a company may seek shareholder approval at its annual general meeting to allow it to have an additional capacity to issue equity securities of up to a further 10% of its capital (**Additional 10% Capacity**), provided that it is an eligible entity. Such approval lasts for 12 months (unless shareholders of the company approve a transaction under ASX Listing Rule 11.1.2 or 11.2, in which case, the approval lasts until such approval date).

An eligible entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of not more than \$300 million.

The Company is an eligible entity and obtained shareholder approval for the Additional 10% Capacity at its annual general meeting on 24 April 2018.

143,886,240 of the Placement Shares were issued within the Company's 15% Capacity and the remaining 101,113,760 of the Placement Shares were issued within the Company's Additional 10% Capacity.

Issues of securities made under the 15% Capacity and Additional 10% Capacity can, after they have been made, be ratified under ASX Listing Rule 7.4. This will have the effect of refreshing the Company's 15% Capacity and Additional 10% Capacity to the extent that the previous issues made are ratified.

- Resolution 2 seeks shareholder approval under ASX Listing Rule 7.4 to the issue of 143,886,240 Placement Shares under Placement so as to refresh the Company's 15% Capacity; and
- Resolution 3 seeks shareholder approval under ASX Listing Rule 7.4 to the issue of 101,113,760 Placement Shares under the Placement so as to refresh the Company's Additional 10% Capacity.

If these approvals are given by shareholders, the Company will be able to maintain flexibility to issue shares up to the 15% Capacity and Additional 10% Capacity to take advantage of any opportunities that may arise in the coming months.

2.3 ASX Listing Rule Disclosure Requirements – Resolution 2

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

(a) *Number of securities issued*

The total number of securities issued within the Company's 15% Capacity in respect of the Placement, and the subject of this Resolution 2, was 143,886,240 fully paid ordinary shares in the Company.

(b) *Issue price of securities*

The Placement Shares were issued at \$0.018 per Placement Share.

(c) *Terms of the securities*

The Placement 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 Placement Shares.

(d) *Recipients of securities*

The Placement Shares were issued to certain new and existing sophisticated and professional investors who subscribed under the Placement following a process conducted by the Company.

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

Proceeds from the Placement are being used to accelerate the development of Mogul Arena on mobile and support an aggressive user acquisition, activity and monetisation strategy.

2.4 **ASX Listing Rule Disclosure Requirements – Resolution 3**

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

(a) *Number of securities issued*

The total number of securities issued within the Company's Additional 10% Capacity in respect of the Placement, and the subject of this Resolution 3, was 101,113,760 fully paid ordinary shares in the Company.

(b) *Issue price of securities*

The Placement Shares were issued at \$0.018 per Placement Share.

(c) *Terms of the securities*

The Placement 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 Placement Shares.

(d) *Recipients of securities*

The Placement Shares were issued to certain new and existing sophisticated and professional investors who subscribed under the Placement following a process conducted by the Company.

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

Proceeds from the Placement are being used to accelerate the development of Mogul Arena on mobile and support an aggressive user acquisition, activity and monetisation strategy.

2.5 **Directors' recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolutions 2 and 3.

The Chair intends to vote undirected proxies in favour of Resolutions 2 and 3.

PROXY FORM

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

EXTRAORDINARY GENERAL MEETING

I/We

of

Appoint

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

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 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 of Esports Mogul Asia Pacific Limited to be held at Board Room, Level 2, Professional Chambers, 120 Collins Street Melbourne Victoria 3000 on Friday, 12 October 2018 at 10.30am (Melbourne time) 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

| | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Approval of Prior Issue of Shares – Investor Relations Services | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Approval of Prior Issue of Placement Shares under LR7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Approval of Prior Issue of Placement Shares under LR7.1A | <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 8800; 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.