

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

Name of entity

eSports Mogul Asia Pacific Limited

ABN

22 148 878 782

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).

1 +Class of +securities issued or to be issued

- (a) Class A Performance Rights
- (b) Class B Performance Rights

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- (a) 12,000,000
- (b) 1,400,000

- 3 Principal terms of the +securities (eg, 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)

- (a) Issued under the Company's Employee Incentive Plan approved at the Company's 2016 Annual General Meeting held on 31 May 2016.

The key terms of the Performance Rights are as follows:

- Each 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 Performance Rights will vest and become exercisable upon the Company achieving all of the product features as noted in the agreed Product Roadmap for the January 2019 "Production Release" going live on mogul.gg and, where relevant, live in the Google Play store on or before 31 January 2019. If the 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 Performance Rights can be exercised from vesting until 14 February 2019.
- Shares issued on exercise of the 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.

- (b) Issued under the Company's Employee Incentive Plan approved at the Company's 2016 Annual General Meeting held on 31 May 2016.

The key terms of the Performance Rights are as follows:

- Each 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

+ See chapter 19 for defined terms.

the satisfaction of the vesting condition referred to below.

- The Performance Rights will vest and become exercisable upon the Company achieving 1,000,000 registered users across all Mogul service offerings on or before 31 March 2019. If the 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 Performance Rights can be exercised from vesting until 14 April 2019.
- Shares issued on exercise of the 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

- 4 Do the +securities rank equally in all respects from the date of allotment 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

(a) & (b) No, the Performance Rights will not be quoted or rank equally with any class of quoted securities.

However, shares issued on exercise of the 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 fully paid ordinary shares then on issue. The Company will, as soon as practicable after the shares are issued on exercise of the Performance Rights, apply for quotation of the Shares on ASX.

- 5 Issue price or consideration

- (a) Nil cash consideration
(b) Nil cash consideration

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(a) & (b) The Class A & Class B Performance Rights have been issued to (non-director) employees of the Company and operating subsidiary under the Company's Employee Incentive Plan.</p> <p>The Employee Incentive Plan is intended to provide an opportunity for eligible participants to participate in the Company's future growth and provide an incentive to contribute to that growth. The Employee Incentive Plan is further designed to assist in attracting and retaining employees.</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	12 October 2018
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)	Nil
6f	Number of securities issued under an exception in rule 7.2	<p>(a) 12,000,000</p> <p>(b) 1,400,000</p>
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.	Not applicable
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
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	<p>Rule 7.1 – 178,888,141</p> <p>Rule 7.1A – 125,925,427</p>

+ See chapter 19 for defined terms.

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	19 December 2018								
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,269,254,275</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>346,478,207</td><td>\$0.05 options exercisable on or before 30 October 2019</td></tr></table>	Number	⁺ Class	1,269,254,275	Fully Paid Ordinary Shares	346,478,207	\$0.05 options exercisable on or before 30 October 2019		
Number	⁺ Class									
1,269,254,275	Fully Paid Ordinary Shares									
346,478,207	\$0.05 options exercisable on or before 30 October 2019									
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>100,000,000</td><td>Class B Performance Shares</td></tr><tr><td>12,000,000</td><td>Class A Performance Rights</td></tr><tr><td>1,400,000</td><td>Class B Performance Rights</td></tr></table>	Number	⁺ Class	100,000,000	Class B Performance Shares	12,000,000	Class A Performance Rights	1,400,000	Class B Performance Rights
Number	⁺ Class									
100,000,000	Class B Performance Shares									
12,000,000	Class A Performance Rights									
1,400,000	Class B Performance Rights									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable								

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the ⁺ securities will be offered	Not applicable
14	⁺ Class of ⁺ securities to which the offer relates	Not applicable
15	⁺ Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do ⁺ security holders sell part of their entitlements through a broker and accept for the balance?	Not applicable
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Despatch date	Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

⁺ See chapter 19 for defined terms.

- (b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment 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
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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +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.
- 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.

3 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.

4 We give ASX the information and documents required by this form. If any information or document not available now, 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.

Sign here:



Date: 20 December 2018

Company Secretary

Print name: George Lazarou

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+ 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

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	878,637,609
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> 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 	92,500,000 288,116,666 Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	1,259,254,275

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	188,888,141
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	10,000,000 fully paid shares
“C”	10,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	188,888,141
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	10,000,000
Total [“A” x 0.15] – “C”	178,888,141 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,259,254,275
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	125,925,427
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	125,925,427
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	125,925,427 <i>Note: this is the remaining placement capacity under rule 7.1A</i>