



**ICANDY INTERACTIVE LIMITED
ACN 604 871 712**

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
Level 4, 91 William Street, Melbourne, VIC 3000, Australia on
31 May 2019 at 2pm**

The Notice of Annual 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 +61 (03) 8611 5353.

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

ICANDY INTERACTIVE LIMITED

ACN 604 871 712

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of iCandy Interactive Limited (**Company**) will be held at Level 4, 91 William Street, Melbourne, VIC 3000, Australia on 31 May 2019 at 2pm (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise 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 at 2pm on 29 May 2019.

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

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2018, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is

connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Re-election of Director - Robert Kolodziej

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

"That Robert Kolodziej, who retires in accordance with Rule 18.2 of the Constitution and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director."

4. Resolution 3 - Re-election of Director - Phillip Lord

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

"That Phillip Lord, who retires in accordance with Rule 18.2 of the Constitution and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director."

5. Resolution 4 - Election of Director - Masahiko Honma

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

"That Masahiko Honma, who retires in accordance with Rule 18.10 of the Constitution and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director."

6. Resolution 5 - Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes in favour of this Resolution by or on behalf of a 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 as a holder of Shares), or any associate of that person (or 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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

7. Resolution 6 - Ratification of issue of Share Subscriptions

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 6,815,091 shares issued under Listing Rule 7.1, to eSports.com AG as part of Investment Agreement 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 eSports.com AG or its nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

8. Resolution 7 - Ratification of issue of Consideration 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 652,778 shares issued under Listing Rule 7.1, to the Joyseed Vendors (and/or their 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 Joyseed Vendors or their nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

9. Resolution 8 - Ratification of issue of Sign On 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 250,000 shares issued under Listing Rule 7.1, to MMR

Corporate Services Pty Ltd(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 MMR Corporate Services Pty Ltd or its nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

10. Resolution 9 - Ratification of issue of 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 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Shares issued under Listing Rule 7.1 on the respective 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 a person who participated in the issue or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

11. Resolution 10 - Ratification of issue of Investor Relations 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 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options exercisable at \$0.05 each on or before 26 November 2020, to CPS Capital Group Pty Ltd (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 CPS Capital Group Pty Ltd or its nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

12. Resolution 11 - Approval to issue Corporate 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 8,000,000 Corporate Options to CPS Capital Group Pty Ltd (and/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 CPS Capital Group Pty Ltd or its nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

13. Resolution 12 - Approval to issue Broker 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 7,500,000 Broker Options to CPS Capital Group Pty Ltd (and/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 CPS Capital Group Pty Ltd or its nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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.

14. Resolution 13 - Approval to issue Tranche 3 Shares to Joyseed Vendors

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 326,000 fully paid ordinary shares to the Joyseed Vendors (and/or their nominees) pursuant to the Acquisition Agreement 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 Joyseed Vendors or their nominees or their respective associates.

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 the directions on the proxy form; or
- (b) it is cast by the Chairperson 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



Jiahui Lan
Company Secretary
Dated: 3 May 2019

ICANDY INTERACTIVE LIMITED

ACN 604 871 712

EXPLANATORY MEMORANDUM

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 Level 4, 91 William Street, Melbourne, VIC 3000, Australia on 31 May 2019 at 2pm.

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:	Annual Report
Section 4:	Resolution 1 - Remuneration Report
Section 5:	Resolution 2 - Re-election of Director - Robert Kolodziej
Section 6:	Resolution 3 - Re-election of Director - Phillip Lod
Section 7:	Resolution 4 - Election of Director - Masahiko Honma
Section 8:	Resolution 5 - Approval of 10% Placement Facility
Section 9:	Resolution 6 - Ratification of issue of Share Subscriptions
Section 10:	Resolution 7 - Ratification of issue of Consideration Shares
Section 11:	Resolution 8 - Ratification of issue of Sign On Shares
Section 12:	Resolution 9 - Ratification of issue of Placement Securities
Section 13:	Resolution 10 - Ratification of issue of Investor Relations Options
Section 14:	Resolution 11 - Approval to issue Corporate Options
Section 15:	Resolution 12 - Approval to issue Broker Options
Section 16:	Resolution 13 - Approval to issue Tranche 3 Shares to Joyseed Vendors

Schedule 1:	Definitions
Schedule 2:	Issues of Equity Securities since 22 May 2018
Schedule 3:	Terms and Conditions of Corporate Options and Broker Options

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

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.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2018.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.asx.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings. Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election. The Company's Remuneration Report did not receive a Strike at the 2018 annual general meeting. If the Remuneration Report receives a Strike at this Meeting (2019 annual general meeting), Shareholders should be aware that if a second Strike is received at the 2020 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's

intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 - Re-election of Director - Robert Kolodziej

5.1 Background

Rule 18.2 of the Constitution require that one third of the Directors (excluding the Managing Director, and any Directors retiring in accordance with Rule 18.10) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third).

Rule 18.3 of the Constitution provides that a Director who retires in accordance with Rule 18.2 is eligible for re-election.

The Company currently has five Directors. One of these Directors, Masahiko Honma, is retiring in accordance with Rule 18.10 of the Constitution (see Resolution 4).

Rule 18.4 of the Constitution provides that the Directors who retire under Rule 18.2 are those who have held office the longest since last being elected or appointed.

In addition, Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer.

Robert Kolodziej was last elected at the 2017 Annual General Meeting and has held office the longest since last being elected. Accordingly, Mr Kolodziej will retire by rotation at this Meeting and, being eligible, will seek re-election.

Mr Kolodziej is a senior advisor at Bell Porter Securities and has over 20 years' experience in investment management. He has wide macroeconomic understanding across many areas of financial markets and specialises in strategic investment advice for high net worth clients, small cap fund managers and family officers. He has expertise with small capitalisation companies especially in the technology and renewable sector and has been arranging transactions in equity capital markets for these companies.

5.2 Additional information

Resolution 2 is an ordinary resolution.

The Board (excluding Robert Kolodziej) unanimously recommends that Shareholders vote in favour of Resolution 2.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

6. Resolution 3 - Re- Election of Director - Phillip Lord

6.1 Background

Rule 18.2 of the Constitution require that one third of the Directors (excluding the Managing Director, and any Directors retiring in accordance with Rule 18.10) must

retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third).

Rule 18.3 of the Constitution provides that a Director who retires in accordance with Rule 18.2 is eligible for re-election.

The Company currently has five Directors. One of these Directors, Masahiko Honma, is retiring in accordance with Rule 18.10 of the Constitution (see Resolution 4).

Rule 18.4 of the Constitution provides that the Directors who retire under Rule 18.2 are those who have held office the longest since last being elected or appointed.

In addition, Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer.

Phillip Lord was last elected at the 2018 Annual General Meeting and has held office the longest since last being elected. Accordingly, Mr Lord will retire by rotation at this Meeting and, being eligible, will seek re-election.

Mr Lord has been a serial investor in tech and early stage companies with 20 years of experience in global equity, debt, and M&A markets. He was formerly Managing Director for Jefferies & Nomura, working in Tokyo, Hong Kong, Singapore & London.

6.2 Additional information

Resolution 3 is an ordinary resolution.

The Board (excluding Phillip Lord) unanimously recommends that Shareholders vote in favour of Resolution 3.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Election of Director - Masahiko Honma

7.1 Background

A summary of Rules 18.9 and 18.10 of the Constitution, and Listing Rule 14.4, is in Section 7.1 above.

Masahiko Honma was appointed as a Director by the Board on 22 June 2018. Mr Honma therefore retires as a Director and seeks re-election at this Meeting.

Mr Honma is the founder of IncubateFund. He started his career with overseeing information technology investments in Silicon Valley at JAFCO's overseas investment arm. He has also held roles in Accenture's venture capital arm and in 2007 founded Core People Partners, a fund specialising in incubation of internet businesses.

7.2 Additional information

Resolution 4 is an ordinary resolution.

The Board (excluding Masahiko Honma) unanimously recommends that Shareholders vote in favour of Resolution 4.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

8. Resolution 5 - Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity having a market capitalisation of \$20.4 million at 30 April 2019.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

8.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue two quoted classes of Equity Securities, Shares and Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph 8.2(e)(i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

The approval will cease to be valid in the event that holders of the eligible entity's ordinary securities approval a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(10% Placement Period).

8.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

8.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) Minimum issue price

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph 8.4(a)(i) above, the date on which the Equity Securities are issued.

If the Equity Securities are issued for non-cash consideration, then, in accordance with the Listing Rules, the Company will provide a valuation of the non-cash consideration to the market that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

(b) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below tables (in the case of Options, only if the Options are converted into Shares). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the

issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below tables show:

- (i) the dilution of existing Shareholders on the basis of the current market price of Shares and the current (or forecast) number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice;
- (ii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1: Based on the number of Shares on issue as at the date of this Notice

Variable 'A' in Listing Rule 7.1A.2*		Dilution		
		\$0.030 50% decrease in Issue Price	\$0.060 Issue Price	\$0.120 100% increase in Issue Price
Current Variable A 334,910,815 Shares	10% Voting Dilution	33,491,082 Shares	33,491,082 Shares	33,491,082 Shares
	Funds raised	\$1,004,732	\$2,009,465	\$4,018,930
50% increase in current Variable A 502,366,223 Shares	10% Voting Dilution	50,236,623 Shares	50,236,623 Shares	50,236,623 Shares
	Funds raised	\$1,507,099	\$3,014,197	\$6,028,395
100% increase in current Variable A 669,821,630 Shares	10% Voting Dilution	66,982,163 Shares	66,982,163 Shares	66,982,163 Shares
	Funds raised	\$2,009,465	\$4,018,930	\$8,037,860

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The tables have been prepared on the following additional assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The tables do not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is \$0.060 being the closing price of the Shares on ASX on 18 April 2019.

(c) Final date for issue

The Company will only issue the Equity Securities during the 10% Placement Period.

(d) Purposes of issues under 10% Placement Facility

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition such due diligence costs and external advisors) and continued progression on the Company's current projects and working capital requirements.

(e) **Disclosure obligations**

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(f) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(g) **Issues in the past 12 months**

The Company obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 22 May 2018.

In the 12 months preceding the date of this Meeting, and as at the date of this Notice, the Company has issued 32,717,969 Equity Securities, which represents 10.83% of the total number of Equity Securities on issue at the commencement of that 12-month period. Details of each of these issues of Equity Securities are in Schedule 2.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8.5 Additional information

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

9. Resolution 6 - Ratification of issue of Share Subscriptions

9.1 Background

On 31 July 2018, the Company announced it had entered into a definitive agreement with eSports.com AG (**Investment Agreement**). The Investment Agreement states eSports.com AG would subscribe for 16,500,000 new shares in the Company for a total consideration of AU \$1,320,000 at a premium price of AU \$0.08 per share over 5 equal tranches.

On 4 September 2018, 3,300,000 shares were issued as Tranche 1 subscription shares.

On 7 November 2018, 2,583,249 shares were issued as Partial Tranche 2 subscription shares.

On 12 December 2018, 931,842 shares were issued as the remaining Tranche 2 and partial Tranche 3 subscription shares.

A total of 6,815,091 shares were issued as part of the Investment Agreement.

The Subscription Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

9.2 Key terms of the Investment Agreement

The key terms of the Investment Agreement are as follows:

- (i) eSports.com AG would subscribe for 16,500,000 shares ("**Subscription Shares**") in the Company for a total consideration of \$1,320,000 at a price of \$0.08 per share ("**Subscription Price**");
- (ii) The subscription Price shall be payable by eSports.com AG in 5 equal tranches, with the first tranche payable within 3 business days of signing of the Investment Agreement, and the remaining tranches to be paid over a 4-month period commencing 3 September 2018; and
- (iii) The Subscription Shares shall be allotted and issued in 5 equal tranches to eSports.com AG, each within 5 business days from the date of receipt of the respective tranche payments from eSports.com AG.

9.3 General

Resolution 6 seeks Shareholder approval for the ratification of the issue of the Share Subscriptions Securities.

9.4 Listing Rule 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.

The effect of Resolution 6 will be to allow the Company to issue the Subscription Shares outside of the Company's 15% placement capacity under Listing Rule 7.1.

9.5 Listing Rule 7.4

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

9.6 Specific information required by Listing Rule 7.5

Pursuant to and accordance with Listing Rule 7.1, the following information is provided in relation to the issue of the Placement Securities:

- (a) The Share Subscription Securities comprised of 6,815,091 issued pursuant to Listing Rule 7.1.
- (b) The Share Subscription Securities were issued at an issue price of \$0.08 each.
- (c) The Share Subscription Securities are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Share Subscription Securities was issued to eSports.com AG who is not a related party of the Company.
- (e) The Company had used the funds raised by the Investment Agreement towards the expansion of the Company's working capital as well as to fund the Company's active merger and acquisition strategy.
- (f) A voting exclusion statement is included in the Notice.

9.7 Additional information

Resolution 6 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

10. Resolution 7 - Ratification of issue of Consideration Shares

10.1 Background

On 4 October 2018, the Company announced it had entered into a definitive agreement with PT Joyseed Berbagi Sukses (“**Joyseed**”) to acquire 70% of Joyseed from to Bernardus Boy Dozen Poerniawan and Joseph Putra Wibawa (“**Joyseed Vendors**”) (“**Acquisition Agreement**”).

On 3 January 2019, the Company further announced that due to limitations of foreign ownership rules in Indonesia, a supplemental agreement was entered into to reduce the acquisition of Joyseed from 70% to 67% for a total consideration of up to \$335,000 to be settled via the issuance of the Company’s shares via 9 tranches at a deemed issue price of \$0.09 each.

On 4 January 2019, 326,389 shares were issued as Tranche 1 consideration shares.

On 8 April 2019, 326,389 shares were issued as Tranche 2 consideration shares.

A total of 652,778 shares were issued as part of the Agreement (“**Consideration Shares**”).

The Consideration Shares were issued to the Joyseed Vendors pursuant to the Company’s 15% placement capacity under Listing Rule 7.1.

10.2 Key Terms of Acquisition Agreement

The key terms of the Acquisition Agreement are as follows:

(a) Consideration

- (i) Consideration of up to \$335,000 to be paid via the issuance of the Company’s shares via 9 tranches at an issue price of \$0.09 per share.
- (ii) For each of the 1st to 8th tranche, the Company would issue \$29,375 worth of shares to Joyseed on a quarterly basis.
- (iii) For the 9th tranche, the Company will issue \$100,000 worth of shares within 10 business days from the date Joyseed achieves a performance milestone of \$350,000 revenue within 24 months from the First Closing Date (3 January 2019).

(b) Voluntary escrow

Shares are subjected to a voluntary escrow period of 2 years from date of issuance.

10.3 General

Resolution 7 seeks Shareholder approval for the ratification of the issue of the Consideration Shares.

10.4 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 9.4 above.

10.5 Listing Rule 7.4

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

10.6 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 issue of the Consideration Shares:

- (a) The Consideration Shares comprised of 652,778 issued pursuant to Listing Rule 7.1.
- (b) The Consideration Shares were issued at a deemed issue price of \$0.09 each.
- (c) The Consideration Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except each Tranche issuance of shares are subjected to a 2 year voluntarily escrow period.
- (d) The Consideration Shares were issued to Bernardus Boy Dozen Poerniawan (391,666 Consideration Shares) and Joseph Putra Wibawa (261,112 Consideration Shares) and or their nominees, vendors of Joyseed who are not related parties of the Company.
- (e) The Consideration Shares were issued for nil cash consideration, but as part consideration for the acquisition of the Company's interest in Joyseed, and therefore, no funds were raised from their issue.
- (f) A voting exclusion statement is included in the Notice.

10.7 Additional information

Each of the Resolutions which form part of Resolution 7 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of each of the Resolutions which form part of Resolution 7.

The Chairperson intends to exercise all available proxies in favour of each of the Resolutions which form part of Resolution 7.

11. Resolution 8 - Ratification of issue of Sign On Shares

11.1 Background

MMR Corporate Services Pty Ltd (MMR) was engaged by the Company as its Media and Corporate Advisors. On 8 April 2019, the Company issued MMR (or its nominees) 250,000 shares at a deemed issue price of \$0.066 per share as consideration for the Sign On fee.

The Sign On Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

11.2 General

Resolution 8 seeks Shareholder approval for the ratification of the issue of the Sign On Shares.

11.3 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is in Section 9.4 above. A summary of Listing Rule 7.4 is in Section 10.5 above.

11.4 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 issue of the Sign On Securities:

- (a) 250,000 shares were issued as Sign On Securities.
- (b) The Sign On Securities were issued at a deemed issue price of \$0.066 each.
- (c) The Sign On Securities are fully paid ordinary shares in the capital of the Company issued on the same terms and considerations as the Company's existing Shares.
- (d) The Sign On Securities were issued to MMR Corporate Pty Ltd who is not a related party of the Company.
- (e) The Sign On Securities were issued for nil cash consideration, and therefore no funds were raised from their issue.
- (f) A voting exclusion statement is included in the Notice.

11.5 Additional information

Resolution 8 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

12. Resolution 9 - Ratification of issue of Placement Securities

12.1 Background

On 8 April 2019, the Company announced that it was undertaking an equity raising comprised of a private placement to raise \$1.5 million (**Placement**), by the issue of 25,000,000 Shares (**Placement Shares**).

The Placement Securities were issued on 12 April 2019. The Placement Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

12.2 General

Resolution 9 seeks Shareholder approval for the ratification of the issue of the Placement Securities.

12.3 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is in Section 9.4 above. A summary of Listing Rule 7.4 is in Section 10.5 above.

12.4 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 issue of the Placement Securities:

- (a) 25,000,000 Placement Shares issued pursuant to Listing Rule 7.1.
- (b) The Placement Shares were issued at an issue price of \$0.060 each.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and considerations as the Company's existing Shares.
- (d) The Placement was managed by CPS Capital Group (**CPS**). The Placement Securities were issued to sophisticated or professional investors (who are not related parties of the Company) who were clients of CPS and to Animoca Brands Limited (who was an existing shareholder of the Company).
- (e) The Company intends to use the funds raised by the Placement towards the expansion of the Company's working capital, as well as to fund the Company's active merger and acquisition strategy.
- (f) A voting exclusion statement is included in the Notice.

12.5 Additional information

Resolution 9 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

The Chairperson intends to exercise all available proxies in favour of Resolution 9.

13. Resolution 10 - Ratification of issue of Investor Relations Options

13.1 Background

CPS Capital Group Pty Ltd (CPS) was engaged by the Company to handle its Investor Relations. On 26 November 2018, the Company issued CPS (or its nominees) 10,000,000 Options exercisable at \$0.05 each on or before 26 November 2020 (**Investor Relations Options**) as consideration for the services provided by CPS in relation to the Company's investor relations.

The Investor Relations Options were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

13.2 General

Resolution 10 seeks Shareholder approval for the ratification of the issue of the Investor Relations Options.

13.3 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is in Section 9.4 above. A summary of Listing Rule 7.4 is in Section 10.5 above.

13.4 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 issue of the Investor Relations Options:

- (a) 10,000,000 Investor Relations Options issued pursuant to Listing Rule 7.1.
- (b) The Investor Relations Options were issued in consideration of services provided and therefore had an issue price of nil.
- (c) The Investor Relations Options are exercisable at \$0.05 each on or before 26 November 2020, and otherwise on the terms and conditions in Schedule 3.
- (d) The Investor Relations Options were issued to CPS or its nominees.
- (e) The Investor Relations Options were issued for nil cash consideration, and therefore no funds were raised from their issue.
- (f) A voting exclusion statement is included in the Notice.

13.5 Additional information

Resolution 10 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 10.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

14. Resolution 11 - Approval to issue Corporate Options

14.1 General

As announced by the Company on 8 April 2019, the Company's Private Placement was managed by CPS Capital Group Pty Ltd. The Company intends to issue a total of 8,000,000 Options exercisable at \$0.08 each and expiring on the date that is two years from the date of their issue (**Corporate Options**) to CPS Capital Group Pty Ltd (and/or its nominees).

Resolution 10 seeks Shareholder approval for the issue of 8,000,000 Corporate Options to CPS Capital Group Pty Ltd (and/or its nominees).

14.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 9.4 above.

14.3 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 issue of the Corporate Options:

- (a) The maximum number of Corporate Options that may be issued is 8,000,000;
- (b) The Corporate Options will be issued no later than 3 months after the date of the Meeting and it is intended that the Corporate Options will be issued on the same date;
- (c) The Corporate Options will be issued for nil cash consideration in satisfaction of corporate management services provided in relation to the Placement;
- (d) Up to 8,000,000 Corporate Options will be issued to CPS Capital Group Pty Ltd (and/or its nominees) who is not a related party of the Company;
- (e) The Corporate Options will be exercisable at \$0.08 each, expiring on the date that is two years from the date of their issue and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) No funds will be raised from the issue of the Corporate Options as the Corporate Options are being issued in consideration for corporate management services provided in relation to the Placement; and
- (g) A voting exclusion statement is included in the Notice.

14.4 Additional information

Resolution 11 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

The Chairperson intends to exercise all available proxies in favour of Resolution 11.

15. Resolution 12 - Approval to issue Broker Options

15.1 General

As announced by the Company on 8 April 2019, the Company intends to issue a total of up to 7,500,000 Options exercisable at \$0.08 each and expiring on the date that is two years from the date of their issue (**Broker Options**) to the CPS Capital Group Pty Ltd (and/or its nominees).

Resolution 11 seeks Shareholder approval for the issue of up to 7,500,000 Broker Options.

15.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 9.4 above.

15.3 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 issue of the Broker Options:

- (a) The maximum number of Broker Options that may be issued is 7,500,000;
- (b) The Broker Options will be issued no later than 3 months after the date of the Meeting and it is intended that the Broker Options will be issued on the same date;
- (c) The Broker Options will be issued for nil cash consideration in satisfaction of broking services provided in relation to the Placement;
- (d) Up to 7,500,000 Corporate Options will be issued to CPS Capital Group Pty Ltd (and/or its nominees), none of whom is a related party of the Company;
- (e) The Broker Options will be exercisable at \$0.08 each, expiring on the date that is two years from the date of their issue and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) No funds will be raised from the issue of the Broker Options as the Broker Options are being issued in consideration for broking services provided in relation to the Placement; and
- (g) A voting exclusion statement is included in the Notice.

15.4 Additional information

Resolution 12 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 12.

The Chairperson intends to exercise all available proxies in favour of Resolution 12.

16. Resolution 13 - Approval to issue Tranche 3 Shares to Joyseed Vendors

16.1 General

As set out in Section 10.1 above the Company is a party to the Acquisition Agreement in respect of its acquisition of 67% of PT Joyseed Berbagi Sukses (**Joyseed**), which is an Indonesian mobile gaming development studio, from Bernadus Boy Dozan Poerniawan and Joseph Putra Wibawa (collectively the **Joyseed Vendors**).

As specified in Section 10 above, Resolution 7 seeks Shareholder approval for the ratification of the previous issue by the Company of the Tranche 1 and Tranche 2 shares under the Acquisition Agreement (referred to as the Consideration Shares).

Resolution 13 seeks Shareholder pre-approval for the issue of third tranche of 326,389 Shares to the Joyseed Vendors (and/or their nominees) on or about 8 July 2019 in satisfaction of the Company's obligations under the Acquisition Agreement (**Tranche 3 Shares**).

16.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 9.4 above.

16.3 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 issue of the Tranche 3 Shares:

- (a) The maximum number of Shares that may be issued is 326,389;
- (b) The Tranche 3 Shares will be issued no later than 3 months after the date of the Meeting and it is intended that the Tranche 3 Shares will be issued on the same date;
- (c) The Tranche 3 Shares will be issued for nil cash consideration, but at a deemed issue price of \$0.09 per Share as part consideration for the Company's acquisition of its interest in Joyseed pursuant to the Acquisition Agreement;
- (d) The Tranche 3 Shares will be issued to Joyseed Vendors (and/or their nominees), who are not a related parties of the Company, in the following proportions:
 - (i) 130,556 Tranche 3 Shares to Joseph Putra Wibawa (and/or his nominees); and
 - (ii) 195,883 Tranche 3 Shares to Bernadus Boy Dozan Poerniawan (and/or his nominee),

- (e) The Tranche 3 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, however the Tranche 3 Shares are subjected to a 2 year voluntarily escrow period;
- (f) No funds will be raised from the issue of the Tranche 3 Shares as they are being issued as part consideration for the acquisition of the Company's interest in Joyseed under the Acquisition Agreement; and
- (g) A voting exclusion statement is included in the Notice.

16.4 Additional information

Resolution 13 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 13.

The Chairperson intends to exercise all available proxies in favour of Resolution 13.

Schedule 1 - Definitions

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

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 8.1.

10% Placement Period has the meaning given in Section 8.2(f).

Acquisition Agreement means the share sale and purchase agreement between the Company and PT Joyseed Berbagi Sukses dated 3 October 2018.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2018.

ASIC means the Australian Securities and Investments Commission.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Broker Options has the meaning given in Section 11.1.

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

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means iCandy Interactive Limited (ACN 604 871 712).

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

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

Corporate Options has the meaning given in Section 13.1.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Investment Agreement means the investment agreement between the Company and eSports.com AG dated 31 July 2018.

Joyseed Vendors has the meaning specified in Section 16.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

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 annual general meeting.

Option means an option to acquire a Share.

Placement has the meaning given in Section 10.1.

Placement Shares has the meaning given in Section 10.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Rule means a rule of the Constitution.

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.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Subscription Price has the meaning given in Section 9.1

Subscription Shares has the meaning given in Section 9.1

Tranche 3 Shares has the meaning specified in Section 16.1.

VWAP means volume weighted average price.

Schedule 2 - Issues of Equity Securities since 22 May 2018

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration & Use of Funds as at the date of this Notice
04/09/2018	3,300,000	Shares ²	eSports.com AG	An issue price of \$0.080 per Share, representing a discount of 12% to the closing market price at the date of issue.	<p>Consideration: Cash (\$264,000.00).</p> <p>Funds spent to date: All funds raised have been spent as at the date of this Notice.</p> <p>Use of funds spent to date: The funds have been used towards the expansion of the Company's working capital as well as funding the Company's active merger and acquisition strategy.</p>
07/11/2018	2,583,249	Shares ²	eSports.com AG	An issue price of \$0.080 per Share, representing a premium of 3% to the closing market price at the date of issue.	<p>Consideration: Cash (\$206,659.90).</p> <p>Funds spent to date: All funds raised have been spent as at the date of this Notice.</p> <p>Use of funds spent to date: The funds have been used towards the expansion of the Company's working capital as well as funding the Company's active merger and acquisition strategy.</p>
23/11/2018	10,000,000	Investor Relation Options ³	CPS Capital Group or nominees.	Nil.	<p>Consideration: Investor Relation services provided to the Company.</p> <p>Current value: \$445,582⁵</p>
11/12/2018	931,842	Shares ²	eSports.com AG	An issue price of \$0.080 per Share, representing a premium of 33% to the closing market price at the date of issue price at the date of issue.	<p>Consideration: Cash (\$74,547.34).</p> <p>Funds spent to date: All funds raised have been spent as at the date of this Notice.</p> <p>Use of funds spent to date: The funds have been used towards the expansion of the Company's working capital as well as funding the Company's active merger and acquisition strategy.</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration & Use of Funds as at the date of this Notice
04/01/2019	326,389	Shares ²	Vendors of PT Joyseed Berbagi Sukses	An issue price of \$0.090 per Share, representing a premium of 80% to the closing market price at the date of issue price at the date of issue.	Consideration: Tranche 1 acquisition of 67% of PT Joyseed Berbagi Sukses. Current value: \$19,583 ⁵
08/04/2019	326,389	Shares ²	Vendors of PT Joyseed Berbagi Sukses	An issue price of \$0.090 per Share, representing a premium of 36% to the closing market price at the date of issue price at the date of issue.	Consideration: Tranche 2 acquisition of 67% of PT Joyseed Berbagi Sukses. Current value: \$19,583 ⁵
08/04/2019	250,000	Shares ²	MMR Corporate Services Pty Ltd	An issue price of \$0.066 per Share, representing the closing market price at the date of issue price at the date of issue.	Consideration: Sign on fee for Media and Corporate Services Current value: \$15,000 ⁵
12/04/2019	100	Shares ²	Nominated sophisticated investor	An issue price of \$0.06 per share, representing a discount of 17% to the closing market price at the date of issue.	Consideration: Cash (\$6.00). Funds spent to date: All funds raised have been spent as at the date of this Notice.
12/04/2019	25,000,000	Shares ²	Sophisticated and professional investors who participated in the capital raising announced 8 April 2019.	An issue price of \$0.06 per share, representing a discount of 17% to the closing market price at the date of issue.	Consideration: Cash (\$1,500,000). Funds spent to date: \$99,000.00. Use of funds spent to date: Commissions paid on capital raise. Proposed use of remaining funds: It is intended that the remaining funds will be used for the expansion of the Company's working capital, as well as funding of the Company's active merger and acquisition strategy. ⁴

¹ Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

² Fully paid ordinary shares in the capital of the Company, ASX Code: ICI (terms are set out in the Constitution).

³ Exercisable at \$0.05 each on or before 26 November 2020, and otherwise on the terms and conditions in Schedule 3.

⁴ This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

Schedule 3 - Terms and conditions of Investor Relations Options, Corporate Options and Broker Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price and Expiry Date: The exercise price and expiry date of the Options is as specified below:

Options	Investor Relations Options	Corporate Options	Broker Options
Exercise Price	\$0.050 each	\$0.080 each	\$0.080 each
Expiry Date	26 November 2020	2 years from date of issue	2 years from date of issue

An Option not exercised by the Expiry Date will automatically lapse at 5.00pm (WST) on the Expiry Date.

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

4. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

5. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

6. Quotation

Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange.

7. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (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 such 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) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Scheme, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

11. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

12. Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Option exercise price.

13. Transferability

The Options are transferable with prior written consent of the Board.

14. **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.
15. **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.

ICANDY INTERACTIVE LIMITED
ACN 604 871 712
PROXY FORM

The Company Secretary
iCandy Interactive Limited

By post: Level 4, 91 Williams Street, Melbourne, Victoria 3000
By email: jiahui@dwaccounting.com.au

**Name of
Shareholder:**

**Address of
Shareholder:**

**Number of Shares
entitled to vote:**

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

**The Chair of the
Meeting (mark box)**

☐

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chair 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 the offices of the Company, at Level 4, 91 Williams Street, Melbourne, Victoria, at 2.00pm (AEDT) on Friday, 31 May 2019 and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

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

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Remuneration Report			
Resolution 2	Re-election of Director - Robert Kolodziej			
Resolution 3	Re-election of Director - Phillip Lord			
Resolution 4	Election of Director - Masahiko Honma			
Resolution 5	Approval of 10% Placement Facility			
Resolution 6	Ratification of issue of Share Subscriptions			

		For	Against	Abstain*
Resolution 7	Ratification of issue of Consideration Shares			
Resolution 8	Ratification of issue of Sign On Shares			
Resolution 9	Ratification of issue of Placement Securities			
Resolution 10	Ratification of issue of Investor Relations Options			
Resolution 11	Approval to issue Corporate Options			
Resolution 12	Approval to issue Broker Options			
Resolution 13	Approval to issue Tranche 3 Shares to Joyseed Vendors			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

PROXY NOTES

A Shareholder entitled to attend and vote at the general meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting. If the Shareholder is entitled to cast 2 or more votes at the general meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting, the representative of the body corporate to attend the general meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the general meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be posted to or received by electronic transmission the offices of the Company (Level

4, 91 Williams Street, Melbourne, Victoria, 3000 or email jiahui@dwaccounting.com.au) not less than 48 hours prior to the time of commencement of the general meeting (AEDT).