



ACN 059 457 279

migme Limited

NOTICE OF ANNUAL GENERAL MEETING

**For the Annual General Meeting of the Company to be held at
11:00 am (AEST) on Friday, 29 May 2015 at
Level 17, 60 Margaret Street, Sydney, New South Wales, Australia**

This 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 by
telephone on +61 (0)42 999 5000***

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of migme Limited (**Company**) will be held at Level 17, 60 Margaret Street, Sydney, New South Wales, Australia on Friday, 29th May 2015 at 11:00 am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this 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 on 27th May 2015 at 5:00pm (AEST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2014, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

"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:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr Andi Zain

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

"That, Mr Andi Zain who retires in accordance with Article 11.3 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

4. Resolution 3 – Re-election of Director – Dr Yichin Lee

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

"That, Dr Yichin Lee who retires in accordance with Article 11.3 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

5. Resolution 4 – Re-election of Director – Mr Steven Goh

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

"That, Mr Steven Goh who retires in accordance with Article 11.3 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

6. Resolution 5 – Ratification of grant of 2,600,000 Options on 23 December 2014

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the grant of 2,600,000 Options on 23 December 2014 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 6 – Ratification of issue of 363,919 Shares on 21 January 2015

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 363,919 Shares on 21 January 2015 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Ratification of issue of 10,447,761 Shares on 21 April 2015

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 10,447,761 Shares on 21 April 2015 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 8 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) 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 cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associates of such a persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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

Dated 24 April 2015

BY ORDER OF THE BOARD

Michael Higginson
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 17, 60 Margaret Street, Sydney, New South Wales, Australia on Friday, 29 May 2015 at 11:00 am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

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. Lodgment 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.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

3. Annual Report

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at <http://company.mig.me>;
- (b) ask questions or make 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 Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies 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 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to 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 reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more 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.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

5. Resolution 2 – Re-election of Director – Mr Andi Zain

Article 11.3 of the Constitution requires that one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third must retire at each annual general meeting.

Article 11.4 of the Constitution states that a retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Andi Zain will retire by rotation and seek re-election.

Details of the qualifications and experience of Mr Zain are in the Financial Report.

The Board believes that Mr Zain has performed the duties and responsibilities of a non-executive Director diligently and professionally, in the best interests of all Shareholders.

6. Resolution 3 – Re-election of Director – Dr Yichin Lee

Article 11.3 of the Constitution requires that one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third must retire at each annual general meeting.

Article 11.4 of the Constitution states that a retiring Director is eligible for re-election.

In accordance with the Constitution, Dr Yichin Lee will retire by rotation and seek re-election.

Details of the qualifications and experience of Dr Lee are in the Financial Report.

The Board believes that Dr Lee has performed the duties and responsibilities of a non-executive Director diligently and professionally, in the best interests of all Shareholders.

7. Resolution 4 – Re-election of Director – Mr Steven Goh

Article 11.3 of the Constitution requires that one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third must retire at each annual general meeting.

Article 11.4 of the Constitution states that a retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Goh will retire by rotation and seek re-election.

Details of the qualifications and experience of Mr Goh are in the Financial Report.

The Board believes that Mr Goh has performed the duties and responsibilities of an executive Director diligently and professionally, in the best interests of all Shareholders.

8. Resolution 5 – Ratification of grant of 2,600,000 Options on 23 December 2014

Background

On 23 December 2014, the Company granted a total of 2,600,000 Options. 1,300,000 of the Options were granted for no cash consideration to employees and key consultants of the Company for the purpose of providing an incentive for their future commitment and involvement. The other 1,300,000 Options were granted for no cash consideration to Clarons Company Corporation, based in Lugano Switzerland, on behalf of a number of European based consultants in consideration for their assistance with the marketing activities of the Company. The Options will not be quoted by ASX.

Resolution 5 seeks Shareholder ratification for the grant of the 2,600,000 Options on 23 December 2014.

ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue shares within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Options described in this Resolution 5 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the granting of the Options for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the granting of the Options the subject of this Resolution 5:

- (a) the number of Options granted was 2,600,000;
- (b) 1,300,000 of the Options were granted for no cash consideration to employees and key consultants of the Company for the purpose of providing an incentive for their future commitment and involvement. The other 1,300,000 Options were granted for no cash consideration to Clarons Company Corporation, based in Lugano Switzerland, on behalf of a number of European based consultants in consideration for their assistance with the marketing activities of the Company;
- (c) the terms and conditions of the Options are as set out in Schedule 2;
- (d) No cash consideration was received from the grant of the Options. No related party of the Company participated in the grant of the Options; and
- (e) no funds were raised from the grant of the Options.

9. Resolutions 6 - Ratification of issue of 363,919 Shares on 21 January 2015

Background

On 21 January 2015, the Company issued a total of 363,919 Shares. 281,836 of the Shares were issued for the acquisition of assets of Sold.com. The other 82,083 Shares were issued for services provided by employees. The Shares have been quoted by ASX.

Resolution 6 seeks Shareholder ratification for the issue of the 363,919 Shares on 21 January 2015.

ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue shares within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 6 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 6:

- (a) the number of Shares issued was 363,919;
- (b) 281,836 of the Shares were issued for the acquisition of assets of Sold.com. The other 82,083 Shares were issued for services provided by employees;
- (c) the Shares rank pari passu with the Company's existing Shares;
- (d) No cash consideration was received from the issue of the Shares. No related party of the Company participated in the issue of the Shares; and
- (e) no cash consideration was received from the issue of the Shares.

10. Resolutions 7 - Ratification of issue of 10,447,761 Shares on 21 April 2015

Background

On 21 April 2015, the Company raised \$7,000,000 in working capital by the issue of 10,447,761 Shares at an issue price of \$0.67 per Share. The Shares have been quoted by ASX.

Resolution 7 seeks Shareholder ratification for the issue of the 10,447,761 Shares on 21 April 2015.

ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue shares within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 7 have been issued within the 15% limit required by ASX Listing Rule 7.1, the Company seeks Shareholder ratification of the issuing of the Shares for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

Information Required by ASX Listing Rule 7.5

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 7:

- (a) the number of Shares issued was 10,447,761;
- (a) the Shares were issued to raise working capital for the purpose of strengthening the Company's position as a global media company focused on emerging markets;
- (b) the Shares were issued at an issue price of \$0.67 per Share.
- (c) the Shares rank pari passu with the Company's existing Shares; and
- (d) the Shares were issued to sophisticated and professional investors.

11. Resolution 8 – Approval of 10% Placement Facility

11.1 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.

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 exact 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 11.2(c) below).

The Company is currently operating and expanding its social entertainment platform and delivering social entertainment services to its targeted markets. The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility by expanding its social entertainment platform, acquiring complementary businesses and expanding its user base by expanding to other emerging markets.

11.2 Description of 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 one class of Equity Securities, Shares.

(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 fully paid 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 approval of holders of shares 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 is 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 the approval of shareholders 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.

At the date of this Notice, the Company has on issue 262,443,694 Shares and therefore has a capacity to issue:

- (i) Subject to shareholder approval being obtained under Resolutions 5, 6 and 7, 39,366,554 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 7, 26,244,369 Equity Securities under Listing Rule 7.1A.

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 11.2(c) above).

(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 of security 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 (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 the approval by shareholders 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),

or such longer period if allowed by ASX (**10% Placement Period**).

11.3 Listing Rule 7.1A

The effect of Resolution 8 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.

Resolution 8 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).

11.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) 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 of security 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 (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 8 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 table. 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 table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) 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
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.325 50% decrease in Issue Price	\$0.65 Issue Price	\$1.30 100% increase in Issue Price
262,443,694 Current Variable A	10% Voting Dilution	26,244,369 Shares	26,244,369 Shares	26,244,369 Shares
	Funds raised	\$8,529,419	\$17,058,839	\$34,117,679
393,665,541 50% increase in current Variable A	10% Voting Dilution	39,366,554 Shares	39,366,554 Shares	39,366,554 Shares
	Funds raised	\$12,794,130	\$25,588,260	\$51,176,520
524,887,388 100% increase in current Variable A	10% Voting Dilution	52,488,738 Shares	52,488,738 Shares	52,488,738 Shares
	Funds raised	\$17,058,839	\$34,117,679	\$68,235,359

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities;
 - (iii) 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%.
 - (iv) The table does 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.
 - (v) 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.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.65, being the closing price of the Shares on ASX on 21 April 2015.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new business opportunities and/or investments in complimentary businesses. 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 the continued development and expansion of its social entertainment platform and/or for the acquisition of complementary businesses or investments (including expenses associated with such an acquisition) and for general working capital.

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

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) the 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 this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

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

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2014 Annual General Meeting on 27 November 2014. No securities were issued by the Company under Listing Rule 7.1A during the 10% Placement Period that commenced on 27 November 2014.

A total of 10,811,680 Shares and 3,200,000 Options were issued by the Company in the period since the date of this Meeting. The 10,811,680 Shares represent 4.29% of the total number of Shares on issue as at 27 November 2014. The 363,919 of the Shares were issued on 21 January 2015 and are the subject of Resolution 6 and 10,447,761 of the Shares were issued on 21 April 2015 and are the subject of Resolution 7. Following the receipt of Shareholder approval on 27 November 2014 under Listing Rule 10.11, 600,000 Options were granted on 18 December 2014. In addition, 2,600,000 Options were granted on 23 December 2014 under Listing Rule 7.1 (refer Resolution 5). All of these securities being issued during the 10% Placement Period that commenced on 27 November 2014.

Details of the 10,811,680 Shares and 3,200,000 Options issued in the period preceding the date of the Meeting are set out in the following tables:

Date of issue	21 January 2015
Number issued	363,919
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	Soldgers Pte Limited - 181,929 Shares; eGENTIC Asia Pacific Pte Ltd - 16,961 Shares, Golden Summit International Limited - 82,946 T Durden Pte Ltd - 82,083 Shares
Price	No cash consideration was received for the issue of the Shares (refer Resolution 6).
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	281,836 of the Shares were issued for the acquisition of assets of Sold.com. The other 82,083 Shares were issued for services provided by employees (refer Resolution 6).
Current value of that non-cash consideration	\$236,547

Date of issue	21 April 2015
Number issued	10,447,761
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued to sophisticated and professional investors.
Price	\$0.67 per Share (refer Resolution 7).
Discount to market price (if any)	Not applicable
For cash issues	
Total cash consideration received	\$7,000,000
Amount of cash consideration spent	Nil
Use of cash consideration	Working capital for the purpose of strengthening the Company's position as a global media company focused on emerging markets

Intended use for remaining amount of cash (if any)	As above
<i>For non-cash issues</i>	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	18 December 2014
Number issued	600,000
Class/type of equity security	Options
Summary of terms	Options exercisable at \$0.40 and expiring 30 November 2019.
Name of persons who received securities or basis on which those persons were determined	200,000 Options were granted following the receipt of shareholder approval on 27 November 2014 to each of Messrs Dawson, Llanwarne and Yichin Lee.
Price	No cash consideration was received for the grant of the Options
Discount to market price (if any)	Not applicable
<i>For cash issues</i>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	The Options were granted to three Directors as an incentive following the receipt of shareholder approval on 27 November 2014.
Current value of that non-cash consideration	\$314,624 (using Black & Scholes)

Date of issue	23 December 2014
Number issued	2,600,000
Class/type of equity security	Options
Summary of terms	Options exercisable at \$0.70 and expiring 31 December 2018
Name of persons who received securities or basis on which those persons were determined	1,300,000 were granted to employees and key consultants and 1,300,000 were granted to Clarons Company Corporation
Price	No cash consideration was received for the grant of the Options.
Discount to market price (if any)	Not applicable
<i>For cash issues</i>	

Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<i>For non-cash issues</i>	
Non-cash consideration paid	1,300,000 of the Options were granted to employees and key consultants of the Company for the purpose of providing an incentive for their future commitment and involvement. The other 1,300,000 Options were granted to Clarons Company Corporation, based in Lugano Switzerland, on behalf of a number of European based consultants in consideration for their assistance with the marketing activities of the Company (refer Resolution 5).
Current value of that non-cash consideration	\$1,160,637 (using Black & Scholes)

No other securities have been issued by the Company during the period preceding the date of the Meeting.

- (f) 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.

Schedule 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 11.1.

10% Placement Period has the meaning given in Section 11.2(f).

AEST means Australian Eastern Standard Time, being the time in Sydney, Australia.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 31 December 2014.

ASIC means Australian Securities and Investments Commission.

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

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

Board means the board of Directors.

Business Day means for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

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

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

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

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 Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

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

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 in the introductory paragraph of the Notice.

migme and **Company** means migme Limited ACN 059 457 279

Notice means this notice of meeting.

Option means an option to acquire a Share.

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 contained in the Notice.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Schedule means a schedule to this Notice.

Section means a section contained in the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

VWAP means the volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Resolution 5

Terms and conditions of the 2,600,000 Options

The Options entitle the holder to subscribe for ordinary fully paid shares in the capital of migme Limited ("Shares") on the following terms and conditions:

- a) The exercise price of each Option is A\$0.70 ("Exercise Price").
- b) The Options expire at 5:00pm Western Standard Time in Perth, Australia on 31 December 2018 ("Expiry Date").
- c) The Options can only be exercised by the holder at any time prior to the Expiry Date.
- d) Each Option shall entitle the holder to subscribe for and be issued one Share in the capital of migme Limited (the "Company") upon exercise of the Option and payment to the Company of the Exercise Price.
- e) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares currently on issue.
- f) The Option holder is not entitled to participate in new issues of securities offered to shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the Option is exercised before the relevant record date for that new issue.
- g) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange ("ASX") it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.