

2 June 2015

Due Diligence Complete for Acquisition of Megastar Millionaire

Minerals Corporation Limited (the **Company** or **MSC**) is pleased to announce that it has completed, to its satisfaction, due diligence on Megastar Millionaire Pty Ltd (**Megastar Millionaire**) and its subsidiary and that both parties have agreed to proceed with the acquisition of all of the issued capital of Megastar Millionaire by the Company.

The acquisition of Megastar Millionaire is conditional upon several conditions precedent including, but not limited to:

- (i) MSC obtaining all regulatory approvals (as required) in order to undertake the transactions contemplated by this Agreement, including with respect to Chapter 11 of the ASX Listing Rules;
- (ii) MSC receiving "in principle" approval from ASX for the reinstatement of its securities to official quotation following completion of the Acquisition;
- (iii) MSC raising at least A\$3,000,000 in new working capital by the issue of MSC shares (**Public Offer**);
- (iv) MSC obtaining all necessary shareholder approvals required by the Corporations Act and the Listing Rules in relation to the Acquisition;
- (v) the Company and each of the vendors of Megastar Millionaire entering into formal agreements for the Acquisition;
- (vi) MSC being satisfied with Megastar Millionaire's intellectual property rights for the conduct of its business and that there are no legal impediments to the conduct of the Megastar Millionaire business;
- (vii) the Company and the executives of Megastar Millionaire entering into executive service agreements on terms satisfactory to MSC;
- (viii) MSC and each of the holders of convertible notes in Megastar Millionaire entering into agreements for the acquisition by MSC (or cancellation) of the convertible notes on terms whereby the noteholders will be entitled to receive shares and options in MSC as consideration;
- (ix) MSC and each of the holders of Megastar options entering into agreements for the cancellation of their options in consideration for the issue of Options in MSC; and
- (x) to the extent required by the ASX or the ASX Listing Rules, each vendor of Megastar Millionaire entering into a restriction agreement as required by ASX imposing such restrictions on trading of those securities as mandated by the ASX Listing Rules in respect of the Consideration Shares, Performance Shares, Convertible Notes Shares, Convertible Notes Options and Consideration Options.

About Megastar Millionaire

Megastar Millionaire is preparing to launch the world's richest online, mobile-first music competition. MSM will connect musicians and fans in an innovative and interactive experience that transforms, mobilises and individualises the search for new artists. The MSM model focuses on paid voting as the primary revenue stream via frictionless Premium-SMS payments. The approach leverages consumer behaviours proven by broadcast music competitions (such as Idol, xFactor and The Voice) against massive growth in mobile consumption of music videos.

The competition is designed to attract high quality artists by offering unprecedented cash prizes along with the freedom to independently produce and commercialise their music. Fans will watch, shortlist and vote for their favourite artists, sharing with friends via the MSM Mobile App and social media channels. A celebrity panel will seed interest and promote MSM through social and broadcast media to generate awareness and engage the global audience.

Next Steps

The Company will seek to obtain shareholder approval for the acquisition at a General Meeting to be held as soon as possible and to progress the satisfaction of the remaining conditions precedent.

Contact

Matthew Foy

Non Executive Director

T: +61 (08) 9486 4036

W: <http://mineralscorp.com.au/>