

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme ANIMOCA BRANDS CORPORATION LIMITED

ACN/ARSN 122 921 813

1. Details of substantial holder (1)

Name Animoca Brands Corporation Limited (**Animoca Brands**)

ACN/ARSN (if applicable) 122 921 813

The holder became a substantial holder on 31/12/2014

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	90,715,314	90,715,314	67.69% (as at the date of this notice)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Animoca Brands	Animoca Brands entered into mandatory restriction agreements with some of its shareholders as required by the ASX listing rules in connection with the Company's reinstatement to official quotation on ASX. The mandatory restriction agreements are in the form of Appendix 9A to the ASX listing rules. Under the mandatory restriction agreements the relevant shareholders are restricted from disposing of the relevant shares for the restriction period imposed by ASX. Details of the relevant shareholders, numbers of restricted shares and restriction periods are set out in Annexure A to this form.	75,000,000 ordinary shares
Animoca Brands	On 5 August 2015 Animoca Brands entered into voluntary escrow agreements with some of its shareholders under which each relevant shareholder is prohibited from disposing of the escrowed shares for the period from 18 August 2015 to 18 August 2016. Details of the relevant shareholders and the relevant numbers of escrowed shares are set out in Annexure B to this form. A pro-forma copy of the voluntary escrow agreement is set out in Annexure C. Some shares are held subject to both voluntary escrow agreements and ASX mandatory restriction agreements.	34,752,835 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Animoca Brands (arising from ASX mandatory restriction agreements)	See Annexure A	See Annexure A	See Annexure A
Animoca Brands (arising from voluntary escrow agreements)	See Annexure B	See Annexure B	See Annexure B

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Animoca Brands	31 December 2014	Nil	Nil	75,000,000 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Animoca Brands	Unit 417 – 421, Level 4, Cyberport 1, 100 Cyberport Road, Hong Kong
See Annexure B	See Annexure B

Signature

print name Jillian McGregor

capacity Company Secretary

sign here



Date: 6 October 2015

This is Annexure A of 2 pages referred to in ASIC Form 603 (Notice of Initial Substantial Holder) lodged by Animoca Brands Corporation Limited ACN 122 921 813.



Company Secretary

Dated: 6 October 2015

ASX Mandatory Restriction Agreements

Holder of relevant interest	Registered holder of securities/ Person entitled to be registered as holder	Number of ordinary shares	Restriction period
Animoca Brands	500 Startups III, L.P.	482,509	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Add Profit Holdings Limited	241,255	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Asia Cap Pte. Ltd.	96,502	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Asyla Investments Limited	14,021,882	24 months from date of reinstatement to the ASX (being until 23 January 2017)
Animoca Brands	Chan Lianghong James	482,509	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Datahouse Investments Limited	14,013,115	12 months from date of issue (being until 24 December 2015)
Animoca Brands	El-Mouelhy Ibrahim	48,251	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Elephant Design Holdings Ltd.	144,753	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Eleutheo Investments Limited	3,301,130	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Everyday Holdings Limited	4,262,910	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Hongkong Ledong Tech Limited	4,687,103	12 months from date of issue (being until 24 December 2015)

Animoca Brands	Intel Capital Corporation	10,934,232	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Jazzya Investments S.L.	482,509	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Joichi Ito	482,509	12 months from date of issue (being until 24 December 2015)
Animoca Brands	KYG Investments Limited	965,018	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Lee Kunfeng, Daniel	241,255	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Liao Pen-Fu	96,502	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Loic Le Meur as trustee for Loic Le Meur Trust	482,509	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Neoteny Startup 1 Limited Partnership	1,545,971	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Renderson Limited	5,024,406	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Richmond Capital Group Limited	193,004	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Waterfront Limited	1,546,429	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Wu Poi	193,004	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Ying-Ming Wang	96,502	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Yong Hui Capital Holdings I, Ltd	10,210,385	12 months from date of issue (being until 24 December 2015)
Animoca Brands	Yong Hui Capital Holdings II, Ltd	723,846	12 months from date of issue (being until 24 December 2015)

This is Annexure B of 1 page referred to in ASIC Form 603 (Notice of Initial Substantial Holder) lodged by Animoca Brands Corporation Limited ACN 122 921 813.



Company Secretary

Dated: 6 October 2015

Voluntary Escrow Agreements

Holder of relevant interest	Registered holder of securities/ Person entitled to be registered as holder	Number of ordinary shares	Address of registered holder
Animoca Brands	Datahouse Investments Limited	14,013,115	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Animoca Brands	FingerFun (HK) Limited	14,785,714	F9, C-King Towers, No. 17 Madian East Road, Haidian District, Beijing 100088, China.
Animoca Brands	Renderson Limited	5,024,406	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Animoca Brands	Taycol Nominees Pty Ltd	929,600	<211 A/C>, GPO Box 2046, Adelaide SA 5001

This is Annexure C of 6 pages referred to in ASIC Form 603 (Notice of Initial Substantial Holder) lodged by Animoca Brands Corporation Limited ACN 122 921 813.

The annexed agreement is a true copy of the pro-forma voluntary escrow agreement.



Company Secretary

Dated: 6 October 2015

Restriction Agreement

Dated:

We, the persons in:

- Item 1 of the schedule ("entity");
- Item 2 of the schedule ("holder");

agree as follows.

Introduction

- A. The entity intends to issue restricted securities to the holder pursuant to the terms set out in the Share Subscription Agreement dated 5 August 2015 entered into between the holder and the entity ("**Subscription Agreement**"). The holder will hold the restricted securities as set out in this agreement. It is a condition of the issue of the restricted securities that we will comply with this agreement.
- B. Unless expressly defined in this agreement, all capitalized terms in this agreement shall have the same definition as the same capitalized terms in the Subscription Agreement.

Agreement

Escrow restrictions

1. During the escrow period, the holder will not do any of the following.
 - (a) ⁺Dispose of, or agree or offer to ⁺dispose of, the restricted securities.
 - (b) Create, or agree or offer to create, any security interest in the restricted securities.
 - (c) Do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities.
 - (d) Participate in a return of capital made by the entity.

2. We will comply with chapter 9 of the ASX listing rules. If any of us is not a listed entity, we will comply as if we were a listed entity. Each of us will take any steps we are able to take that are necessary to enable any of the others to comply.
3. (a) If the restricted securities are kept on the +certificated subregister, the holder will deposit the certificates for the restricted securities with a bank or +recognised trustee for the escrow period.

(b) If the restricted securities are kept on the +issuer sponsored subregister, the holder hereby agrees in writing to the application of a +holding lock to the restricted securities.

Warranties

4. If only the holder and the entity are parties to this agreement, one of the following applies.

(a) The holder is an individual.

(b) The holder has no +controller.

The holder gives this warranty.
5. If the holder and the entity are parties to this agreement, any +controller who is not a party to this agreement comes within an exception set out in rule 9.1.4. The holder gives this warranty.
6. If item 5 of the schedule is completed, the full particulars of security interests which have been created, or are agreed or offered to be created, in the restricted securities are set out. A release of the security interests is attached. Apart from this, before the escrow period begins, the holder has not done, or omitted to do, any act which would breach clause 1 if done or omitted during the escrow period. The holder gives this warranty.
7. A breach of any of these warranties is a breach of this agreement.

Consequences of breaching this agreement

8. If it appears to the entity that the holder may breach this agreement, the entity must take the steps necessary to prevent the breach, or to enforce the agreement.
9. If the holder breaches this agreement, the entity must take the steps necessary to enforce the agreement, or to rectify the breach.

Jurisdiction

10. The laws of the State of the home branch of the entity apply to this agreement. We submit to the jurisdiction of the courts of that State.

Definitions and interpretation

In this agreement:

ASX means ASX Limited.

escrow period means the period set out in item 3 of the schedule.

restricted securities means the ⁺securities set out in item 4 of the schedule and any ⁺securities attaching to or arising out of those ⁺securities that are restricted securities because of the definition of restricted securities in the listing rules.

The singular includes the plural and vice versa.

A reference to a party includes its successors, personal representatives and transferees.

Words and expressions defined in the listing rules of ASX, and not in this agreement, have the meanings given to them in the listing rules.

Every warranty or agreement (expressed or implied) in which more than one person joins, binds them individually and any combination of them as a group.

Schedule

1. Entity's name and address: Animoca Brands Corporation Limited ACN 122 921 813, c/- HLB Mann Judd (SA) Pty Ltd, 169 Fullarton Road, Dulwich, South Australia.
2. Holder's name and address: [•]
3. Escrow period (the date from which the initial restricted securities are escrowed):
[Subscription Shares - one (1) year from the date of Closing].
4. Particulars of restricted securities: [•] fully paid ordinary shares in the capital of Animoca Brands Corporation Limited.
5. Particulars of security interests over restricted securities: [•].

Dated:

EXECUTED as a deed

EXECUTED by **ANIMOCA BRANDS**)
CORPORATION LIMITED ACN 122 921 813)
*without affixing a common seal / *by affixing its)
common seal pursuant to section 127 of the)
Corporations Act 2001 (Cth))
)
)

.....
Signature of *Director / *Sole Director and
Secretary

.....
Signature of *Director / *Secretary

.....
Name of *Director / *Sole Director and Secretary

.....
Name of *Director / * Secretary

*(*Please delete the inapplicable and affix the common seal if the company has a seal)*

Dated:

EXECUTED as a deed

EXECUTED by [•])

*without affixing a common seal / *by affixing its)
common seal)
)

.....
Signature of *Director / *Sole Director and Sole
Company Secretary

.....
Signature of *Director / *Secretary

.....
Name of *Director / *Sole Director and Sole
Company Secretary

.....
Name of *Director / *Secretary

(*Please delete the inapplicable and affix the common seal if the company has a seal)