



ASX Announcement

Appendix 3B, LR7.1A Disclosure and Section 708A Notice

HONG KONG, Tuesday 8 December 2015: Animoca Brands Corporation Limited (ASX: AB1) (the Company), discloses the attached Appendix 3B and notice under section 708A of the Corporations Act with respect to the issue of 33,504,141 fully paid ordinary shares at A\$0.14 per share, pursuant to a placement announced to ASX on 2 December 2015 (Placement).

The Company relied upon its capacity under Listing Rule 7.1 for the issue of 20,102,485 ordinary shares and Listing Rule 7.1A for the issue of 13,401,656 ordinary shares.

ASX Listing Rule 7.1A Disclosure

The Company provides the following Listing Rule 7.1A disclosure in respect of the issue of shares pursuant to the Placement, in accordance with Listing Rule 3.10.5A. The information below covers ordinary shares issued pursuant to the Placement under both Listing Rules 7.1 and 7.1A.

(a) Details of the dilution to the existing holders of ordinary securities caused by the issue.

The number of ordinary shares on issue prior to the Placement: 134,016,567

The number of ordinary shares on issue following the Placement: 167,520,708

Percentage of pre-Placement issued ordinary capital represented by securities issued under the Placement (using capacity under Listing Rule 7.1 (20,102,485 ordinary shares))	15.00%
Percentage of pre-Placement issued ordinary capital represented by securities issued under the Placement (using capacity under Listing Rule 7.1A (13,401,656 ordinary shares))	10.00%
Percentage of post-Placement issued ordinary capital represented by securities issued under the Placement (using capacity under Listing Rule 7.1 (20,102,485 ordinary shares))	12.00%
Percentage of post-Placement issued ordinary capital represented by securities issued under the Placement (using capacity under Listing Rule 7.1A (13,401,656 ordinary shares))	8.00%
Percentage of post-Placement issued ordinary capital held by the pre-Placement security holders	80.35%

Percentage interest in the post-Placement issued ordinary capital of pre-Placement security holders who participated in the Placement	0.77%
Percentage interest in the post-Placement issued ordinary capital of pre-Placement security holders who did not participate in the Placement	79.58%
Percentage interest in the post-Placement issued ordinary capital of participants in the Placement who were not pre-Placement security holders	19.65%

- (b) Where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate.***

The decision on a placement, as opposed to a rights issue, was made on the basis of expediency and certainty, particularly given the proximity to the Christmas holidays and the potential lost opportunity if the timetable of a rights offering was adopted, extending the timetable well past Christmas.

- (c) Details of any underwriting arrangements, including any fees payable to the underwriter.***

The Placement was not underwritten.

- (d) Any other fees or costs incurred in connection with the issue.***

The Company incurred fees in the amount of A\$305,728.27, payable to the lead manager in connection with the Placement. Other Placement costs include legal costs (approx. A\$18,000), ASX fees for quotation of securities (approx. A\$12,000) and roadshow costs (A\$12,000).

ENDS

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

ANIMOCA BRANDS CORPORATION LIMITED

ABN

29 122 921 813

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 33,504,141 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Same terms as existing fully paid ordinary shares |

+ See chapter 19 for defined terms.

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New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the securities will rank equally with existing fully paid ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>A\$0.14 per share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised will be invested in the development of new mobile entertainment products and the launch of subscription based products such as E-books</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 June 2015</p>

⁺ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	20,102,485 fully paid ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	13,401,656 fully paid ordinary shares
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	Nil
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	<p>Yes, issued at A\$0.14 per share</p> <p>15 day VWAP is A\$0.1456 75% of 15 day VWAP is A\$0.1092 Issue date is 8 December 2015</p> <p>The source of the VWAP calculation is Patersons Securities Limited</p>
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>7.1 – Nil</p> <p>7.1A – Nil</p>
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	8 December 2015

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	92,520,708	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	75,000,000	Fully paid ordinary shares
	30,000,000	Class A Performance Shares
	15,000,000	Class B Performance Shares
	2,366,025	Unlisted options

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend payable in accordance with current policy
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Part 2 - Pro rata issue

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

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

- 34 Type of ⁺securities
(*tick one*)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 8 December 2015
Jillian McGregor
Company Secretary

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	31,301,253
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	102,715,314
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	134,016,567

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	20,102,485
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	20,102,485
“C”	20,102,485
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	20,102,485
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	20,102,485
Total [“A” x 0.15] – “C”	Nil

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	134,016,567
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	13,401,656
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	13,401,656
“E”	13,401,656

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	13,401,656
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	13,401,656
Total [“A” x 0.10] – “E”	Nil <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Cleansing Statement - Notice under section 708A(5)(e) of the Corporations Act

Animoca Brands Corporation Limited (ASX: AB1) (Company) notifies, in accordance with section 708A(5)(e) of the Corporations Act, the details required under section 708A(6) in relation to the issue of securities pursuant to a placement announced to the ASX on 2 December 2015.

The Company has been granted relief from the Australian Securities and Investments Commission under ASIC Instrument 15-1146 to enable it to issue this notice under section 708A(5)(e).

Details of the securities issued:

Class of securities:	Fully paid ordinary shares
ASX Code of the securities:	AB1
Date of issue of the securities:	8 December 2015
Total number of securities issued:	33,504,141

The Company advises that:

- (a) the above securities were issued to sophisticated and professional investors without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - (1) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (2) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no information that is excluded information within the meaning of sections 708A(7) and 708A(8) of the Corporations Act, being information that:
 - (1) has been excluded from a continuous disclosure notice in accordance with the Listing Rules of ASX; and
 - (2) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the shares.