

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of 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

There was a change in the interests of the substantial holder on 8 December 2015

The previous notice was given to the company on 6 October 2015

The previous notice was dated 6 October 2015

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	90,715,314	67.69%	90,715,314	54.15%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
8 December 2015	Animoca Brands	Decrease in percentage of substantial holding due to dilution of interest arising from share placement by Animoca Brands to sophisticated and professional investors	Nil	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Animoca Brands (arising from ASX mandatory restriction agreements)	See Annexure A	See Annexure A	Power to control disposal of ordinary shares under ASX mandatory restriction agreements. Restriction periods are set out in Annexure A.	75,000,000 ordinary shares	75,000,000

Animoca Brands (arising from voluntary escrow agreements)	See Annexure B	See Annexure B	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 was disclosed to ASX on 6 October 2015 as an annexure to ASIC Form 603 (Notice of Initial Substantial Holder). Some shares are held subject to both voluntary escrow agreements and ASX mandatory restriction agreements.	34,752,835 ordinary shares	34,752,835
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are:

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

Signature

print name **Jillian McGregor**

capacity **Company Secretary**

sign here



date 9 December 2015

This is Annexure A of 2 pages referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder) lodged by Animoca Brands Corporation Limited ACN 122 921 813.



Company Secretary

Dated: 9 December 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 604 (Notice of Change of Interests of Substantial Holder) lodged by Animoca Brands Corporation Limited ACN 122 921 813.



Company Secretary

Dated: 9 December 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