

30 December 2015

Market Announcements Platform  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

## Completion of Capital Raising and Acquisition of Megastar Millionaire Pty Ltd

MSM Corporation International Ltd (the **Company**) is pleased to advise that all conditions under the offer made under the prospectus dated 2 November 2015 (the **Offer**) have been met and of the Offer closed. The Company confirms it has issued 116,666,667 ordinary shares at \$0.06 per share to raise \$7 million.

Further, the Company confirms that all conditions precedent to the completion of the acquisition of 100% of the issued capital of megastar Millionaire Pty Ltd (the **Acquisition**) have been satisfied and the Company has issued 75,000,000 ordinary shares, 50,000,000 Class A Performance Shares and 50,000,000 Class B Performance shares in consideration for the Acquisition.

The updated capital structure of the Company following completion of the Public Offer, MSM Noteholder Offer, MSM Optionholder Offer, MSM Shareholder Offer and Adviser Options Offer is set out below:

Ordinary Shares	Securities
Shares on issue as at date of Prospectus	43,938,402
Shares issued pursuant to the Public Offer	116,666,667
Shares issued in consideration of Megastar Millionaire Pty Ltd	75,000,000
Shares issued pursuant to MSM Noteholder Offer	25,000,000
Shares issued in consideration for MSM Advisory Board Services	1,735,836
Shares issued pursuant to Executive Share Offer	12,500,000
<b>Total Fully Paid Ordinary Shares</b>	<b>274,840,905</b>
<b>Options exercisable at \$0.10 on or before 7 November 2019</b>	
Options on issue as at date of Prospectus	25,908,186
Options issued pursuant to MSM Noteholder Offer	25,000,000
Options issued pursuant to MSM Optionholder Offer	18,000,000
Options issued pursuant to Adviser Options Offer	14,000,000
<b>Total \$0.10 options exercisable on or before 7 November 2019</b>	<b>82,908,186</b>
Options exercisable at \$0.21 on or before 31 December 2015	227,274
Options exercisable at \$0.99 on or before 31 December 2015	757,587
Options exercisable at \$0.30 on or before 30 June 2017	757,576
<b>Performance Shares</b>	

Class A Performance Shares issued pursuant to MSM Shareholder Offer	50,000,000
Class B Performance Shares issued pursuant to MSM Shareholder Offer	50,000,000
<b>Total Performance Shares</b>	<b>100,000,000</b>

### **Securities Subject to Escrow**

The Company confirms that the following escrow provisions apply to securities of the Company:

#### **Ordinary Securities**

11,666,667 fully paid ordinary shares classified as restricted securities by ASX and to be held in escrow for a period of 12 months from 1/04/2015.

89,235,836 fully paid ordinary shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.

#### **Options**

25,000,000 unquoted options exercisable at \$0.10 on or before 7 November 2019 classified as restricted securities by ASX and to be held in escrow for a period of 12 months from 29/12/2015.

32,000,000 unquoted options exercisable at \$0.10 on or before 7 November 2019 classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.

#### **Performance Shares**

50,000,000 Class A Performance Shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.

50,000,000 Class B Performance Shares classified as restricted securities by ASX and to be held in escrow for a period of 24 months from the date of quotation.

### **No Material Subsequent Events**

The Company confirms there have been no material subsequent events to alter the Company's statement of financial position as detailed in section 10.4 of the Prospectus

### **Compliance with the Listing Rules**

The Company confirms it is in compliance with the listing rules and in particular listing rule 3.1.

The Company confirms that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.

ENDS