



ASX Announcement

Despatch of Share Purchase Plan to Eligible Shareholders

Hong Kong – 18 April 2016, Animoca Brands Corporation Limited (ASX: AB1) (Company) announced on 11 April 2016 the opportunity for eligible shareholders of the Company to participate in a Share Purchase Plan.

Under the Share Purchase Plan, eligible Australian and New Zealand shareholders are invited to invest up to \$15,000 per shareholder at \$0.20 per share, the same price per share as investors were offered shares under the recent placement.

The Company notifies that the attached Share Purchase Plan documentation will be despatched today to eligible shareholders.

ENDS

About Animoca Brands

Animoca Brands publishes globally a broad portfolio of mobile games, including several games based on popular intellectual properties such as Garfield, Thomas & Friends, and Ultraman. Animoca Brand's games have been downloaded over 190 million times. Animoca Brands is based in Hong Kong. For more information visit www.animocabrands.com.

Animoca Brands Corporation Ltd ACN 122 921 813

Share Purchase Plan

As announced to the market on 11 April 2016, Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer (**SPP**) by applying for up to \$15,000 of fully paid ordinary shares in Animoca Brands Corporation Ltd (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP will be issued on 13 May 2016 and will rank equally with existing fully paid ordinary shares in Animoca Brands Corporation Ltd (**AB1 Shares**), and carry the same voting rights and other entitlements.

Further details of the SPP are set out in the attached documents.

This is an important document that requires your attention.

In particular, if you participate in the SPP, you are accepting the risk that the market price of AB1 Shares may change between the date on which you send in the application form and the Allotment Date.

AB1 recommends that you seek independent advice from your financial or other professional advisers regarding your participation in the SPP.

Key SPP dates*

| Details | Date |
|---|------------------------------------|
| Record Date | 8 April 2016 |
| Announcement Date | 11 April 2016 |
| Dispatch of Offer Documents to Eligible Shareholders and Opening Date | 18 April 2016 |
| Closing Date | 5:00pm (Sydney time) on 6 May 2016 |
| Allotment Date | 13 May 2016 |
| Dispatch of holding statements | 16 May 2016 |
| Quotation of new shares on ASX | 16 May 2016 |

* AB1 reserves the right to vary any of the above indicative dates other than the Record Date.



Animoca Brands Corporation Ltd.
Suite 417-421 Cyberport 1
100 Cyberport Road
Hong Kong

18 April 2016

Dear Shareholder

Invitation to participate in Share Purchase Plan

Animoca Brands Corporation Ltd (**AB1**) is pleased to present to Eligible Shareholders the opportunity to increase their investment in AB1 through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

As announced on 11 April 2016, AB1 has recently raised \$6.5 million via an Institutional Placement to highly regarded institutions as well as some sophisticated and professional investors at \$0.20 per share. The SPP is part of a capital raising being undertaken to assist in funding working capital requirements and strategic growth opportunities, including expediting the development of e-books, as well as on-going expansion of the Company's App portfolio, and for the future acquisition of content and intellectual property to grow AB1's brand portfolio.

There are a number of shareholders in AB1 who hold less than a marketable parcel. The SPP also provides an opportunity for those shareholders to increase their shareholdings to marketable parcels.

The Offer

The SPP is offered exclusively to all shareholders who were recorded on AB1's share register at 7:00pm (Sydney time) on 8 April 2016 with an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in AB1 with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$15,000.

The offer price is \$0.20 per share (**Offer Price**), which is the same as the price at which institutional investors were issued AB1 shares under the Placement.

The minimum application amount is \$1,000 and the maximum application amount is \$15,000. The Offer Price represents a 5.6% discount to the volume weighted average price of AB1 shares on the ASX calculated over the last 5 trading days before the date of the announcement of the SPP.

AB1 reserves the right to scale back applications. If the total value of applications for New Shares under the SPP exceeds \$1 million, AB1 may undertake a scale back.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (Sydney time) on 6 May 2016.

Full details on the SPP and how to participate are contained in the attached documents.

In order to apply for a parcel of shares, please read the attached documents carefully and follow the instructions on the enclosed personalised application form.



AB1 appreciates your continued support of the company.

Yours sincerely

A handwritten signature in black ink, appearing to read "David Kim", with a stylized flourish at the end.

David Kim
Chairman

For personal use only

Frequently asked questions

What is the Share Purchase Plan?

The Share Purchase Plan (or **SPP**) provides Eligible Shareholders with an opportunity to purchase additional fully paid ordinary shares in AB1 (**New Shares**) at the same price offered to institutional investors under AB1's recent placement, without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in AB1 (**AB1 Shares**), including with respect to voting rights and other entitlements.

Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (Sydney time) on 8 April 2016 (**Record Date**), you were registered as a holder of AB1 Shares with an address on the share register in Australia or New Zealand.

What is the Offer Price of the New Shares?

The offer price is \$0.20 per New Share (**Offer Price**). The Offer Price represents a 5.6% discount to the volume weighted average price of AB1's shares on the ASX calculated over the last 5 trading days before 11 April 2016 (**Announcement Date**).

The market price of AB1's shares may rise or fall between the date of this offer and the date on which the New Shares are allotted under the SPP. The Offer Price may therefore be higher, equal to or lower than the price at which AB1 Shares are trading on the ASX at the time the New Shares are allotted under the SPP.

How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for a parcel of New Shares valued at either \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000 regardless of the number of AB1 Shares that the Eligible Shareholder owns as at the Record Date.

If an Eligible Shareholder holds shares in more than one capacity (eg as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is \$15,000.

By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the personalised application form (**Application Form**).

Can I transfer my rights under the SPP?

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

How do I apply for New Shares under the SPP?

If you wish to participate in the SPP, you must follow the instructions set out in the Application Form and send this form, together with a cheque or money order payable to "Animoca Brands Corporation Ltd" to:

Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

You may also pay by BPAY provided that you are not a "Custodian" (as defined in ASIC CO 09/425). In order to pay by BPAY, you must have an Australian bank account enabled for this purpose. BPAY customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. If you make a BPAY payment, you are not required to return your Application Form.

You should ensure that the Application Form and payment (if payment is not made by BPAY) are received by no later than 5:00pm (Sydney time) on 6 May 2016.

You should allow sufficient time for mail deliveries.

An application cannot be withdrawn or revoked once the completed Application Form and payment has been sent to AB1 (or BPAY payment made).

Will I receive the full amount that I apply for?

AB1 has a discretion as to the amount raised under the SPP, and this includes reserving the right to scale back. If the total value of applications for New Shares under the SPP exceeds \$1 million, AB1 may undertake a scale back. Therefore, you may not receive the full parcel of New Shares for which you applied.

If there is a scale back, AB1 may in its absolute discretion determine the manner in which it applies the scale back.

AB1 will announce any scale back to ASX.

How long does the SPP remain open?

The SPP opens on 18 April 2016 and is expected to close on 6 May 2016.

If you wish to participate, you should ensure that the Application Form and payment (if payment is not made by BPAY) are received by no later than 5:00pm (Sydney time) on 6 May 2016.

Is participation in the SPP mandatory?

Participation in the SPP is voluntary.

Before participating in the SPP and applying for New Shares, AB1 recommends that you seek independent advice from your financial or other professional advisers.

Further assistance

If you have any questions in relation to the SPP, please contact your financial or other professional advisers.

If you require any information on how to complete the Application Form, please contact AB1's share registry on 08 9315 2333.

Animoca Brands Corporation Ltd ACN 122 921 813 – Share Purchase Plan

Terms and conditions

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Animoca Brands Corporate Ltd ACN 122 921 813 (**AB1**) the opportunity to acquire additional fully paid ordinary shares in AB1 (**New Shares**) up to a maximum value of \$15,000 at the same price offered to institutional investors under AB1's recent placement, without the need to pay brokerage or transaction costs and without the need for AB1 to issue a prospectus.

This document sets out the terms and conditions of the offer under the SPP.

Shareholder eligibility to participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in AB1 (**AB1 Shares**) at 7:00pm on 8 April 2016 (**Record Date**), who has an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

Due to foreign security laws, it is not practical for shareholders who are resident in countries other than Australia and New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares (ie \$15,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in ASIC Class Order 09/425) and is the registered holder of shares on behalf of one or more persons (each a **Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Beneficiaries. Custodians must request a "Custodian Certificate" (as defined in ASIC Class Order 09/425) when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the Custodian application process, a Custodian should contact AB1's share registry. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If an Eligible Shareholder holds AB1 Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$15,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by AB1's constitution in respect of all the New Shares issued to them under the SPP.

Issue Price

The price of shares to be issued under the SPP will be \$0.20 per New Share (**Offer Price**).

The market price of shares in AB1 may rise or fall between the date of this offer and the date that New Shares are issued to Eligible Shareholders. This means that the Offer Price may be higher, equal or lower than the price of the AB1 Shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted.

Application and notices

At the discretion of the directors of AB1, Eligible Shareholders will be sent a letter of offer, terms and conditions and an Application Form, inviting them to subscribe for New Shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP valued at either \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000.

Eligible Shareholders who wish to participate in the SPP must complete the attached personalised application form (**Application Form**) and provide payment (or make payment by BPAY) in accordance with the instructions set out on the Application Form.

Applications for New Shares under the SPP offer will not be accepted after 5:00pm on 6 May 2016 (**Closing Date**).

AB1 reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the SPP.

Oversubscriptions or refunds of other application monies will be returned without interest.

Scale back

AB1 may in its absolute discretion undertake a scaleback to the extent and in the manner it sees fit. If the total value of applications for New Shares under the SPP exceeds \$1 million, AB1 may undertake a scale back. Any scale back will be announced on 13 May 2016 (**Allotment Date**).

New Shares issued under the SPP

New Shares issued under the SPP will rank equally in all respects with all other AB1 Shares from the Allotment Date.

Shareholder holding statements or CHESS notifications will be issued in respect of all New Shares.

AB1 will issue New Shares on the Allotment Date and will apply for those New Shares to be quoted on ASX.

Modification and termination of the SPP

AB1 may modify or terminate the SPP at any time.

AB1 will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

Dispute resolution

AB1 may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of AB1 will be conclusive and binding on all participants and other persons to whom the determination relates.

AB1 reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of AB1 under these conditions may be exercised by the directors of AB1 or any delegate of the directors of AB1.

ASIC and ASX Relief

This offer of New Shares under the SPP is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

Contact Details

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisors or stockbrokers.

If Eligible Shareholders require information on how to complete the Application Form, they may contact AB1's share registry on 08 9315 2333.

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REGISTERED OFFICE:
SUITE 3 SHORE 2/3
13 HICKSON ROAD
SYDNEY NSW 2000
AUSTRALIA

ANIMOCA BRANDS CORPORATION LIMITED

ACN: 122 921 813

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd

All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Record Date:

NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00PM (SYDNEY TIME) ON 6 MAY 2016

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

| | | TOTAL SUBSCRIPTION AMOUNT @ \$0.20 PER SHARE | NUMBER OF SHARES |
|--------------------------|--------------------------|---|-------------------------------------|
| OFFER A - Maximum amount | <input type="checkbox"/> | \$ <input type="text" value="15,000"/> | <input type="text" value="75,000"/> |
| OFFER B | <input type="checkbox"/> | \$ <input type="text" value="10,000"/> | <input type="text" value="50,000"/> |
| OFFER C | <input type="checkbox"/> | \$ <input type="text" value="5,000"/> | <input type="text" value="25,000"/> |
| OFFER D | <input type="checkbox"/> | \$ <input type="text" value="2,000"/> | <input type="text" value="10,000"/> |
| OFFER E | <input type="checkbox"/> | \$ <input type="text" value="1,000"/> | <input type="text" value="5,000"/> |

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We agree to be bound by the terms of the SPP.
- (4) I/We hereby agree to accept any lesser number of new Shares applied for.
- (5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodial Certification - see overleaf for details.**
- (6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.
You do not need to return this form if you have made payment via BPAY.

| | | | |
|--|--|--|---|
| <p>PAYMENT INFORMATION - Please also refer to payment instructions overleaf.</p>  <p>Billers code: 159483 Ref: <input type="text"/></p> <p>BPAY@ this payment via internet or phone banking. Your BPAY@ reference number is unique to this offer and is not to be used for any other offer.</p> | | <p>CHEQUE / MONEY ORDER</p> <p>All cheques (expressed in Australian currency) are to be made payable to ANIMOCA BRANDS CORPORATION LIMITED and crossed "Not Negotiable".</p> | <p>REGISTRY DATE STAMP</p> <p>E & O.E.</p> |
|--|--|--|---|

LODGEMENT INSTRUCTIONS

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm (Sydney time) on the closing date.

PAYMENT INFORMATION



Biller code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to ANIMOCA BRANDS CORPORATION LIMITED. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.