



ASX Release

26 April 2017

### migme to list operating assets in US

Emerging Markets focused digital media company, migme Limited (**migme** or the Company) is pleased to announce an agreement with listed (**SPCL:US**) Nevada-based Solaris Power Cells, Inc. (**Solaris**), whereby Solaris is to acquire the operating assets of migme in a scrip based transaction.

Pursuant to the Agreement, Solaris is to acquire 100% of the issued capital of Project Goth, Inc. (**Project Goth**), a 100% owned subsidiary of migme that owns the Singapore and Taiwan operating companies, including all the Company's intellectual property, in consideration for the issue of 5,081,210,431 Solaris shares. Solaris's fully diluted issued capital is currently 11,178,662,949 shares. Solaris will issue a further 4,064,968,345 shares for an Employee Share Options Scheme (**ESOP**) and to advisers associated with the transaction. Employees and associates of migme may be beneficiaries of the ESOP in the future, but as yet, any allocations have yet to be determined.

The transaction is conditional upon a US\$1.5 million financing of Project Goth (**Financing**), to be completed prior to the migme shareholder meeting which is to be held to approve the transaction. Under the proposed Financing, Project Goth investors will issue US\$1.5 million of convertible notes that are redeemable in 3 months with a coupon rate of 10% and secured by the operating assets of Project Goth. Immediately prior to completion of the Solaris transaction, such notes will automatically convert into Project Goth shares representing one-third of the issued shares in Project Goth. Upon completion of the Solaris transaction, Solaris shares are to be issued to all Project Goth shareholders (ie migme and the note holders) and to key employees and affiliates.

Following the transaction, migme's key employees and associates (described above) may be issued up to 20% of the of the fully-diluted issued capital in Solaris through the ESOP and migme Limited and the convertible note holder(s) will have 25% of the Solaris fully diluted capital.

The final details of the transaction will be described in a forthcoming notice of meeting to be sent to all shareholders.

The ASX-listed company will retain the shareholding in Solaris whilst pursuing further opportunities.

The transaction and the Financing represents a disposal of the Company's major undertaking and, as such, is subject to regulatory and migme shareholder approval. At the same meeting, the Company will seek approval for two earlier Convertible Note raises of US\$600,000 and US\$260,000 undertaken in December 2016 and January 2017.

If approved, it is anticipated that the transaction will close before the end of June 2017.

*"The proposed transaction provides migme shareholders with a transition to an exchange with global technology growth companies and a clear peer group to be valued against",* said migme's Chief Executive Officer Mr Steven Goh.

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*“migme shareholders will have an indirect exposure to the US equity market where many of our Asian peers are listed and benefit from the deep understanding of the technology ecosystem to drive value.”*

With respect to other filings, such as the Full Year Statutory Accounts, migme is looking to complete and lodge these accounts shortly.

Steven Goh  
Chief Executive Officer

### **About migme Limited**

migme Limited (ASX: MIG | WKN: A117AB) is a global digital media company focused on Emerging Markets. Social entertainment services are delivered through mobile apps migme and LoveByte, artist management community alivenotdead, social news site Hipwee and ecommerce services through Sold and Shopdeca. The Company is listed and registered in Australia. Headquarters are in Singapore with offices in Malaysia, Indonesia, Taiwan and Hong Kong. For more information, please visit [company.mig.me](http://company.mig.me)

### **About Solaris Power Cells**

Solaris Power Cells, Inc (SPCL:US) is a diversified holding company focused on the acquisition and management of undervalued digital media assets. The company currently holds an extensive library of Intellectual Property surrounding digital distribution and energy storage, The company's portfolio company Pixelmags is the leading distribution-as-a-service company which takes publishers' content and automatically formats and natively distributes to platforms.

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