

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 |

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|---|----------------|----------------|--|----------------------------|------------|
| 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 |
|---|----------------|----------------|--|----------------------------|------------|

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) |

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|----------------|--|------------|---|
| 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 |