



ASX ANNOUNCEMENT

1 February 2017

ANIMOCA BRANDS CORPORATION LIMITED

UNDERWRITTEN ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

CLEANSING NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH)

This notice is given by Animoca Brands Corporation Limited (ASX Code: AB1) (**AB1**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

AB1 announced today that it is seeking to raise approximately \$5,200,000 by way of an accelerated non-renounceable pro-rata rights issue (**Entitlement Offer**).

The Entitlement Offer comprises:

- an institutional entitlement offer to raise approximately \$3.1 million; and
- a retail entitlement offer to raise approximately \$2.1 million.

Under the Entitlement Offer, shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which AB1 decided to make offers are invited to subscribe for four fully paid ordinary shares (**Share**) for every five Shares held as at 7.00pm (AEDT) on 3 February 2017.

The Entitlement Offer is fully underwritten by Baillieu Holst Ltd. Further details regarding the Entitlement Offer are set out in the ASX Announcement and Investor Presentation lodged with ASX today.

AB1 confirms that:

1. The Shares will be offered pursuant to the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act.
2. This notice is being given under section 708AA(2)(f) of the Corporations Act.
3. As at the date of this notice, AB1 has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to AB1; and
 - (b) section 674 of the Corporations Act.
4. As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7) of the Corporations Act.
5. The potential effect that the issue of Shares will have on the control of AB1, and the consequences of that effect, will depend on a number of factors, including investor demand. To the extent that shareholders fail to take up their entitlements under the Offer, the percentage of holdings of those shareholders in AB1 may be diluted by those other shareholders who take up

For personal use only



some, all or more than their entitlement. At this time, the issue of the Shares under the Offer is not expected to have a material effect or consequence on the control of AB1 given:

- (a) the Offer is structured as an underwritten pro-rata issue;
- (b) the current level of holdings of substantial holders (based on substantial holding notices that have been given to AB1 and lodged with ASX on or before the date of this notice);
and
- (c) no participant in any shortfall will be offered Shares which would result in them holding 20% of the Shares on issue.

For personal use only